

**CHAPTER xxxv.**

An Act for amalgamating the undertakings of the Wirral Railway Company and Seacombe Hoylake and Deeside Railway Company and for other purposes.

A.D. 1891.

[11th June 1891.]

WHEREAS by the Wirral Railway Certificate 1883 (being a certificate of the Board of Trade under the powers conferred upon them by the Railways Construction Facilities Act 1864 and the Railways (Powers and Construction) Act 1864 Amendment Act 1870) the Wirral Railway Company (in this Act called "the Wirral Company") were incorporated and by such certificate and by subsequent Acts passed in 1884 1885 and 1888 they were authorised to construct railways in the hundred of Wirral in the county of Chester communicating with the Mersey Railway the Seacombe Hoylake and Deeside Railway and the Chester and Connah's Quay Extension of the Manchester Sheffield and Lincolnshire Railway :

And whereas the Wirral Company have constructed the most costly portion of their authorised railway which connects the Seacombe Hoylake and Deeside Railway with the Mersey Railway at Park Station Birkenhead and they have also acquired lands for other portions of their authorised railways but since the passing of the Wirral Railway Transfer Act 1889 have not been able to proceed with the construction of those other portions :

And whereas the Hoylake Railway Company were incorporated by the Hoylake Railway Act 1863 and authorised to make railways from Birkenhead and Poulton-cum-Seacombe to Hoylake and by subsequent Acts passed in 1865 and 1866 were authorised to extend their railway to New Brighton and Park Gate in the county of Chester but such extensions were not made under those powers :

And whereas by the Hoylake and Birkenhead Rail and Tramways Act 1872 the Hoylake and Birkenhead Rail and Tramway Company

A.D. 1891. were incorporated and under the authority of that Act acquired the railways of the Hoylake Railway Company :

And whereas by the Hoylake and Birkenhead Rail and Tramways Act 1873 the Hoylake and Birkenhead Rail and Tramway Company were authorised to extend their railway from its commencement at Hoylake to West Kirby and to connect their railway by a short line from its terminus at the dock station with the dock lines of the Mersey Docks and Harbour Board at Birkenhead and such extension and connexion were duly made and opened for traffic :

And whereas by the Seacombe Hoylake and Deeside Railway Act 1881 the name of the Hoylake and Birkenhead Rail and Tramway Company was changed to that of the Seacombe Hoylake and Deeside Railway Company and they were authorised to extend their railway to Seacombe :

And whereas by the Seacombe Hoylake and Deeside Railway Act 1882 the Seacombe Hoylake and Deeside Railway Company (herein-after called "the Seacombe Company") were authorised to extend their railway to New Brighton and by subsequent Acts passed in 1886 and 1890 further powers were conferred upon the Seacombe Company :

And whereas with the exception of a few short portions of railway the time for completing which was extended by the Act of 1890 the railways of the Seacombe Company have been constructed and opened for the conveyance of traffic :

And whereas a statement of the share and loan capital of the Wirral Company and of the Seacombe Company is contained in the schedule to this Act :

And whereas with a view to the more efficient and economical working and management of their railways the two companies are desirous that their undertakings should be united under one management and control and that their capitals should be rearranged and it is expedient that the companies be amalgamated accordingly :

And whereas it is expedient that the amalgamated Company be empowered to raise further share and loan capital for necessary works as herein-after provided :

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 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) :— A.D. 1891.

1. This Act may be cited as the Wirral Railway (Amalgamation) Act 1891. Short title.

2. Parts I. II. and III. of the Companies Clauses Act 1863 relating respectively to the cancellation and surrender of shares to additional capital and to debenture stock (as amended by the Companies Clauses Act 1869) Part IV. (relating to change of name) of the Companies Clauses Act 1863 and Part V. (relating to amalgamation) of the Railways Clauses Act 1863 are subject to the provisions of this Act incorporated with and form part of this Act. Incorporation of Acts.

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

“The Company” or “the amalgamated Company” means the Wirral Railway Company incorporated by this Act ;

“The Wirral Company” means the Wirral Railway Company previous to amalgamation ;

“The Seacombe Company” means the Seacombe Hoylake and Deeside Railway Company ;

“The two companies” means the Wirral and the Seacombe Companies ;

“The dissolved companies” or “dissolved company” for the purposes of Part V. of the Railways Clauses Act 1863 means the two companies or one of them as the case may be ;

“Superior courts” or “court of competent jurisdiction” or any other like expression in this Act or any Act partially incorporated herewith shall 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. On and after the first day of July one thousand eight hundred and ninety-one (in this Act referred to as “the time of amalgamation”) the Wirral Company and the Seacombe Company shall be and the same are hereby dissolved except for the special purpose herein-after mentioned and the provisions of the several Acts relating to the dissolved companies with reference to the constitution of the directors are hereby repealed Provided that the dissolved companies shall continue to exist for declaring and paying the interest on their mortgages and debenture stock and Dissolution of companies.

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dividends on their shares up to the thirtieth day of June one thousand eight hundred and ninety-one and the adjustment and completion of the accounts of those companies and for those purposes the directors shall have the same powers as if this Act had not passed.

Incorporation of
Company.

5. All persons and corporations who at the time of the amalgamation are registered as shareholders in the Wirral Company and in the Seacombe Company and all other persons and corporations who have subscribed to or shall hereafter become proprietors in the undertaking of the Company and their executors administrators successors and assigns respectively shall be and are hereby united into and incorporated as a new company under the name of the "Wirral Railway Company" and by that name shall be a body corporate with perpetual succession and a common seal and with power to purchase take hold and dispose of lands and other property for the purposes of this Act and the general purposes of the undertaking of the Company and the respective railways undertakings lands property and assets of the two companies are consolidated and shall form the undertaking railways lands property and assets of the Company under the name of the Wirral Railway.

Expenses of
amalgamation.

6. The Company shall pay all the proper expenses of and incidental to the amalgamation effected by this Act.

Mortgages
&c. to be a
charge on
united
undertaking.

7. The debts and liabilities of the dissolved companies which are secured on mortgages bonds or debenture stock and are subsisting at the time of amalgamation shall be a charge upon the united undertaking of the Company and shall be as valid and effectual in relation to the Company as if such mortgages bonds or debenture stock had been granted by the Company instead of by the dissolved companies prior to the time of amalgamation but subject and without prejudice to the rights of the holders thereof to a priority of charge upon the respective portions of the undertaking of the Company previously liable to the same and to all the rights privileges and remedies belonging to or incident to such mortgages bonds and debenture stock respectively and for the purposes of such priority the respective portions of the undertaking of each of the dissolved companies shall so long as any of the said mortgages bonds or debenture stock affecting either of such companies subsist be deemed to be a separate undertaking of the Company.

Power to
apply funds.

8. The Company may raise and apply for any of the purposes of this Act to which capital is properly applicable any moneys which the dissolved companies are by any previous certificate or Act of Parliament authorised to raise by shares or stock debenture stock

or borrowing and which are not by the certificate or Act under which they are authorised to be raised made applicable to any special purposes or which being so made applicable are not required for such special purposes.

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9. The Company may attach a preferential dividend to a portion of their unissued share capital but the amount of preference capital from time to time issued shall be subject to the priority of the existing preference shares of the Seacombe Company and together with those shares shall not at any time exceed the amount for the time being issued of the Company's ordinary share capital and the shares to which such preferential dividend is attached shall be called "preference shares" Provided that the preferential dividend shall not exceed the rate of five pounds per centum per annum and the provisions contained in the Companies Clauses Act 1863 with respect to preference shares or stock shall apply to any preference assigned to any shares by this Act as if all such shares were shares in "additional capital" instead of part of the capital which the Company have already power to raise Provided also that the terms and conditions on which such preference shares are issued shall be stated on the certificates thereof Provided also that the Company may issue preference shares of the amalgamated undertaking not exceeding in amount the preference shares already issued by the Seacombe Company and apply the same or the proceeds thereof in exchange for or in redemption of the preference shares already issued by the Seacombe Company And any preference shares for which new preference shares are exchanged or which shall be redeemed by the proceeds thereof shall be extinguished.

Preference
may be
attached to
portion of
unissued
capital.

10. The Company may as soon as conveniently may be after the passing of this Act create and issue debenture stock bearing interest from the time of issue at a rate not exceeding four pounds per centum per annum which shall be charged upon the revenue of the amalgamated undertaking and shall rank as regards the undertaking of the Wirral Company next after the debenture stock created and issued by the Wirral Company and as regards the Seacombe Company next after the mortgages granted by that Company Nothing in this section contained shall affect any priority of the interest of the mortgages granted and debenture stock created and issued by the Seacombe Company and the Wirral Company and charged on the undertakings of those companies respectively The Company shall not raise under the powers of this Act by debenture stock a larger amount than the total amount of loan capital already issued by the two companies and the balance

Power to
issue debenture
stock.

A.D. 1891. — authorised to be issued by the Seacombe Company as specified in the schedule hereto.

Application
of debenture
stock.

11. The debenture stock so to be created as aforesaid shall be issued by the Company and such stock or the proceeds thereof shall be applied to the following purposes and in the following order :—

- (A.) To the payment of all unpaid purchase money (if any) for land taken by the Wirral Company and the Seacombe Company under the powers of their certificate and Acts together with any interest that may be due thereon and the costs of conveyance ;
- (B.) To the payment of the moneys secured by mortgages granted by the Seacombe Company ;
- (C.) In exchange for or in redemption of the debenture stock of the Wirral Company :

Any existing debenture stock and mortgages for which new stock is exchanged or which shall be redeemed by the proceeds thereof shall be extinguished.

Moneys due
to or from
the dissolved
companies
respectively
on revenue
account at
time of amal-
gamation.

12. Notwithstanding anything in this Act contained all moneys due to or from either of the dissolved companies immediately before the time of amalgamation on capital and revenue account shall as between such dissolved company and the Company be deemed to be respectively assets and debts of the Company. The revenue accounts of the dissolved companies respectively shall be made up to the time of amalgamation and audited by the auditors of such companies respectively and shall be adopted by the Company and the Company shall disburse and discharge the balance appearing by such accounts to be due from the dissolved companies respectively. When all claims on the revenue accounts of the dissolved companies respectively for the half-year ending the thirtieth day of June one thousand eight hundred and ninety-one including the dividends payable to the shareholders of the companies are discharged any balance remaining to the credit of the revenue account of the dissolved companies or either of them shall belong to and be carried to the credit of the revenue account of the Company.

Application
of moneys.

13. All moneys raised under this Act by debenture stock shall be applied only for the purposes of this Act to which capital is properly applicable.

Application
of income.

14. Subject to the provisions of this Act the rates tolls charges fares rents rebates allowances and other income from whatsoever source arising and received in any year in respect of the amalga-

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mated undertaking shall be applied to the following purposes and according to the following priorities (that is to say) :—

1. In payment of all rates tithes and annual rentcharges affecting the amalgamated undertaking ;
2. In payment of all working and other incidental expenses of or connected with the due management of the amalgamated undertaking ;
3. In payment of the interest on the mortgages and debenture stock of the dissolved companies and of the Company ;
4. In payment to the holders of the preference shares of the Seacombe Company and of the Company of a dividend at the rate of not exceeding five pounds per centum per annum upon the amount of preference shares held by them respectively ;

and the surplus shall be divided pro rata amongst the holders of the ordinary shares of the Company.

15. At and after the time of amalgamation every proprietor of shares or stock in the two companies respectively shall be entitled to have and on delivering to the Company the certificates for the shares or stock so held by him shall have those certificates exchanged for certificates of the shares or stock to which he is by this Act entitled.

Certificates to be exchanged on amalgamation.

16. If the certificate for any of the share capital of the two companies be lost or destroyed then upon proof thereof to the satisfaction of the directors of the Company they shall deliver to the person entitled to such certificate a certificate for the shares or stock to which he would be entitled under this Act if such first-mentioned certificate had not been lost or destroyed.

Provision as to lost certificate.

17. The several proprietors of the two companies to whom any shares or stock shall be appropriated under the powers of this Act shall hold such shares or stock upon the same trusts and subject to the same powers provisions charges and liabilities as those upon or to which their respective shares or amounts of stock in respect of which such appropriated shares or stock are substituted were immediately before the passing of this Act held or subject 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 stock and every such deed will or other instrument shall in the absence of proof to the contrary be held to apply to the shares or stock so substituted.

Substituted shares and stocks to be held on the same trusts as the shares and stocks for which they are substituted.

18. The share and loan capital of the Company after the time of amalgamation shall consist of the authorised share and loan capital mentioned in the schedule hereto.

Capital of the Company.

- A.D. 1891. **19.** The first ordinary meeting of the Company shall be held within three months after the time of amalgamation.
- First ordinary meeting. **20.** The number of directors shall be nine but the Company may from time to time reduce the number provided that the number be not less than five.
- Number of directors.
- Qualification of directors. **21.** The qualification of a director shall be the possession in his own right of not less than twenty shares.
- Quorum. **22.** The quorum of a meeting of directors shall be three.
- First directors. **23.** Thomas Hughes Jackson, Robert Charles de Grey Vyner, Sir Robert Eyles Egerton, Sir Henry Beyer Robertson, James Tomkinson, Edmund Burke Wood, Frederic North and John Davies shall be the first directors of the Company and shall continue in office until the first ordinary meeting held after the passing of this Act. At that meeting the shareholders present in person or by proxy may either continue in office the directors appointed by this Act or any of them or may elect a new body of directors or directors to supply the place of those not continued in office the directors appointed by this Act being (if they continue qualified) eligible for re-election and at the first ordinary meeting to be held in every year after the first ordinary meeting the shareholders present in person or by proxy shall (subject to the power herein-before contained for reducing the number of directors) elect persons to supply the places of the directors then retiring from office agreeably to the provisions of the Companies Clauses Consolidation Act 1845 and the several persons elected at any such meeting being neither removed nor disqualified nor having died or resigned shall continue to be directors until others are elected in their stead in manner provided by the same Act.
- Election of directors.
- Auditors. **24.** The auditors of the dissolved companies in office respectively at the time of amalgamation shall continue in their respective offices until the completion of the audit of the respective accounts of the two companies up to the thirtieth day of June one thousand eight hundred and ninety-one.
- Company may sell and dispose of lands and plant. **25.** The Company may from time to time sell and dispose of any of their lands subject to the provisions of the Lands Clauses Consolidation Act 1845 with respect to the sale of superfluous lands and of any plant which may not be required for the purposes of their united undertaking and a resolution of the directors that any of the said lands or plant are not so required shall be sufficient evidence thereof and the proceeds of any and every such sale shall be

applied to the general purposes of the Company to which capital is properly applicable. A.D. 1891.

26. Inasmuch as the Sheffield Company and the Wrexham Company have by the Wirral Railway Transfer Act 1889 become liable to and substituted a penalty of fifty pounds a day for the bond granted by the Wirral Company with sureties in respect of their application to the Board of Trade for the Wirral Railway Certificate 1883 and for the several sums deposited by or on behalf of the Wirral Company with the Paymaster General for and on behalf of the Supreme Court in respect of their applications to Parliament for the Wirral Railway Acts 1884 1885 and 1888 Therefore the said bond may and shall at any time after the passing of this Act on application by or on behalf of the sureties be discharged and cancelled and the High Court may and shall at any time after the passing of this Act on the application of the depositors referred to in the said Acts of 1884 1885 and 1888 respectively order that the several sums of five thousand five hundred and sixteen pounds nine shillings and elevenpence seventeen thousand seven hundred and thirty pounds nine shillings and fourpence and nine hundred and six pounds eight shillings and fourpence deposited with the Paymaster General for and on behalf of the Supreme Court as aforesaid or the investments representing the same and the interest or dividends thereon be transferred and paid to the depositors respectively or to such person or persons as they may appoint in that behalf and on such order being made the said several sums and the interest or dividends thereon shall be accordingly transferred and paid to the depositors or to such person or persons.

Cancellation of bond and repayment of deposits for which penalty substituted by Act of 1889.

27. Section 24 of the Railway and Canal Traffic Act 1888 and any enactment which may be passed in the present or any future session of Parliament extending or modifying that enactment shall with any necessary modifications apply to the Company in all respects as if they were one of the companies to which the provisions of the said enactment in terms applied.

Application of provisions of Railway and Canal Traffic Act 1888 as to revision of rates.

28. Nothing in this Act shall prejudice or affect the rights powers authorities and privileges of the Manchester Sheffield and Lincolnshire Railway Company and the Wrexham Mold and Connah's Quay Railway Company or either of them contained in the Wirral Railway Transfer Act 1889.

Saving rights of the Manchester Sheffield and Lincolnshire and Wrexham Mold and Connah's Quay Railway Companies.

29. No interest or dividend shall be paid out of any share or loan capital which the Company are by this or any other Act authorised to raise to any shareholder on the amount of the calls made in

Interest not to be paid on calls paid up.

A.D. 1891. 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 of the two companies.

30. The Company shall not out of any money which they are by any Act authorised to raise 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 the Company to construct any other railway or to execute any other work or undertaking.

Provision as to general Railway Acts.

31. 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 the rates for small parcels authorised to be taken by the Company.

Expenses of Act.

32. All the 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.

The SCHEDULE referred to in the foregoing Act.

SHARE AND LOAN CAPITAL OF THE TWO COMPANIES.

	Capital authorised.			Capital issued.				Total.
	Stocks and Shares.	Loans.	Total.	Stocks and Shares.		Loans.		
				Ordinary.	Preference.	Debenture Stocks.	Debentures.	
—								
Wirral Railway Company.	£ 725,000	£ 241,600	£ 966,600	£ 125,870	Nil	£ 55,000	£ Nil	£ 180,870
Seacombe Hoylake and Deeside Railway Company -	418,000	139,230	557,230	160,800	130,000	Nil	105,930	396,730
Totals -	1,143,000	380,830	1,523,830	286,670	130,000	55,000	105,930	577,600

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