



## CHAPTER lviii.

An Act for incorporating and conferring powers on the Colwyn Bay and District Gas Company. A.D. 1896.

[2nd July 1896.]

**W**HEREAS in the year one thousand eight hundred and eighty-three certain persons formed themselves into a gas company under the name of the Colwyn Bay and District Gas and Lighting Company Limited (herein-after referred to as "the Limited Company") for the purpose of supplying gas in the parish of Llandrillo-yn-Rhos in the county of Denbigh and in the parish of Eirias in the county of Carnarvon and generally for carrying on the business usually carried on by gas companies and such Company was duly registered without articles of association under the Companies Acts 1862 to 1880:

And whereas by the Colwyn Bay and District Gas Order 1884 (in this Act called "the Order of 1884") made by the Board of Trade under the authority of the Gas and Water Works Facilities Act 1870 and confirmed by the Gas Orders Confirmation (No. 1) Act 1884 the Limited Company were constituted the undertakers for the purposes of that Order and it was provided that the limits within which the Order should be in force should be the said parishes of Llandrillo-yn-Rhos and Eirias and that the share capital of the Limited Company should not for the purposes of their gas undertaking authorised by the Order exceed eight thousand pounds unless they were authorised to raise for such purposes additional share capital by Provisional Order or by Act of Parliament:

And whereas the present share capital of the Limited Company consists of eight thousand pounds divided into one thousand six hundred shares of five pounds each the whole of which have been subscribed and are fully paid up and the Limited Company have borrowed on mortgage two thousand pounds:

And whereas the Limited Company purchased the piece of land firstly described in the schedule to this Act and erected gasworks

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A.D. 1896. — thereon and have from time to time improved and enlarged the same with the capital raised by them and are now supplying gas within the said parishes of Llandrillo-yn-Rhos and Eirias :

And whereas it is expedient that the Limited Company should be dissolved and re-incorporated with further powers and that the Order of 1884 be repealed :

And whereas the demand for gas in the district supplied by the Limited Company has increased and is increasing and it is expedient that the Company incorporated by this Act should be empowered to improve and extend such works and to acquire the land secondly described in the schedule to this Act and to erect gasworks thereon and that for such purposes and other the purposes of this Act the Company should be authorised to raise additional capital as by this Act provided :

And whereas a plan showing the lands which may be taken under the powers of this Act and a book of reference thereto containing the names of the owners and lessees or reputed owners and lessees and of the occupiers of the said lands were duly deposited with the clerk of the peace for the county of Denbigh and are herein-after respectively referred to as the deposited plan and book of reference :

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 (that is to say) :—

Short title. 1. This Act may be cited as the Colwyn Bay and District Gas Act 1896.

Incorporation of Acts. 2. The Companies Clauses Consolidation Act 1845 the Gasworks Clauses Act 1847 except section 31, and 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 as amended by the Companies Clauses Act 1869 and the Lands Clauses Acts are subject to the provisions of this Act incorporated with and form part of this Act and the Gasworks Clauses Act 1871 shall subject to the like provisions apply to the existing undertaking of the Limited Company as if the same had been authorised by this Act.

Interpretation. 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: A.D. 1896.

The expression "the Company" means the Colwyn Bay and District Gas Company incorporated by this Act;

The expressions "the works" "the gasworks" and "the undertaking" respectively mean and include the gasworks and works connected therewith by this Act vested in or authorised to be made or maintained by the Company and any improvement and enlargement or extension thereof which they may construct under the powers of this Act and the lands buildings estate right title property privileges and effects and the undertaking of the Company and every part thereof respectively;

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. The limits of this Act shall be the parish of Llandrillo-yn-Rhos in the county of Denbigh and the parish of Eirias in the county of Carnarvon. Limits of Act.

5. From and after the passing of this Act the Limited Company shall be dissolved and the several persons and corporations who immediately before the passing of this Act were members of that Company and all other persons and corporations who have subscribed to or who shall hereafter become proprietors in the undertaking of the Company and their executors administrators successors and assigns respectively shall be and they are hereby united into a company for the purposes hereinafter mentioned and shall be incorporated by the name of "The Colwyn Bay and District Gas 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. Incorporation of Company.

6. The Company shall be established for the purpose of manufacturing storing and supplying gas for lighting heating motive power and other purposes within the limits of this Act and may produce purchase store sell dispose of and deal in gas coke tar pitch asphaltum ammoniacal liquor oil and all other products refuse or residuum arising remaining produced by or resulting or obtained from the manufacture of gas or the materials used therein and may manufacture, and sell such articles as can be produced from or by General purposes of the Company.

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means of the several matters and things aforesaid or any of them and may provide manufacture and sell let hire and deal in fit up fix and repair meters pipes gas fittings engines machinery stoves and other apparatus and things for warming lighting cooking ventilating or producing motive power by gas and may provide skilled labour in connexion therewith and may (but only for the purposes of the Company within the limits of this Act) acquire or take and use any leave licence or authority (not being exclusive) to work use exercise or put in practice any invention or inventions under any letters patent made or to be made granting any right or privilege of working using exercising or vending any invention in relation to the production utilisation and distribution of gas the production of coke tar pitch asphaltum ammoniacal liquor and other products from coal and other substances employed in or resulting from the manufacture of gas or otherwise in relation thereto (but not so as to acquire any exclusive right to the working use exercising or putting in practice of any such invention or inventions) and generally may carry on any business usually carried on by gas companies or which is or may become incidental thereto and may carry the powers of this Act into execution.

Present  
property of  
Limited  
Company  
vested in  
Company  
incorporated  
by this Act.

7. Subject to the provisions of this Act all the lands gasworks erections buildings rights and easements which immediately before the passing of this Act were vested in the Limited Company or any person in trust for them or to which the Limited Company were in any wise entitled and all mains and pipes plant plugs lamps irons retorts gauges meters lamp posts syphons apparatus stock effects matters and things which have been by them purchased provided laid down erected or placed in any place or house within the limits of this Act or which immediately before the passing of this Act were the property of the Limited Company and all moneys securities credits effects and other property whatsoever which immediately before the passing of this Act belonged to the Limited Company or to any trustee on their behalf and the benefit of all contracts and engagements entered into by or on behalf of the Limited Company and immediately before the passing of this Act in force shall be and the same are hereby vested in the Company to the same extent and for the same estate and interest as the same were previously to the passing of this Act vested in the Limited Company or any trustee on their behalf and may according to the provisions of this Act be held and enjoyed sued for and recovered maintained altered discontinued removed dealt with and disposed of by the Company as they think fit.

Memoran-  
dum of  
association of

8. Subject to the provisions of this Act the memorandum of association of the Limited Company shall as to any prospective

operation thereof be wholly void and the Order of 1884 shall be repealed and the Company and the shareholders shall be exempted from all the provisions restrictions and requirements of any Act which applied to the Limited Company and the members thereof as such but nothing in this Act contained shall release or discharge any person from any liability or obligation in respect of any breach of the provisions of the said memorandum of association or of the Order of 1884 incurred before the passing of this Act but such liability or obligation in respect of any such breach shall continue and save as in this Act otherwise provided may be enforced by or on behalf of the Company as nearly as may be in like manner as the same might have been enforced by or on behalf of the Limited Company if this Act had not been passed.

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the Limited Company to be void and Order of 1884 repealed without prejudice to remedies for antecedent breaches thereof.

9. Except as is by this Act otherwise expressly provided everything before the passing of this Act done or suffered by or with reference to the Limited Company or the members thereof as such shall be as valid as if the Company had not been incorporated and the said memorandum of association had not been avoided and the Order of 1884 had not been repealed by this Act and such incorporation and avoidance and repeal and this Act respectively shall accordingly be subject and without prejudice to everything so done or suffered and to all rights liabilities claims and demands both present and future which if the Company were not incorporated and the said memorandum of association were not avoided and the Order of 1884 were not repealed by this Act and this Act were not passed would be incident to or consequent on any and every thing so done or suffered and with respect to all such rights liabilities claims and demands the Company and its shareholders and property shall to all intents and purposes represent the Limited Company and the members thereof as such and the property of the Limited Company as the case may be and the generality of this enactment shall not be restricted by any of the other clauses and provisions of this Act.

Nothing to affect previous rights and liabilities.

10. Except as is by this Act otherwise specially provided all purchases sales conveyances grants assurances deeds contracts bonds and agreements entered into or made before the passing of this Act by to or with the Limited Company or any trustees or persons acting on behalf of the Limited Company or by to or with any other person to whose rights and liabilities they have succeeded and now in force shall be as binding and of as full force and effect in every respect against or in favour of the Company and may be enforced as fully and effectually as if instead of the Limited Company or the trustees or persons acting on behalf of the Limited Company the Company had been a party thereto.

Contracts prior to Act to be binding.

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Actions &c.  
not to abate.

11. Nothing in this Act contained shall release discharge or suspend any action suit or other proceeding which was pending by or against the Limited Company or any member thereof in relation to the affairs of the Limited Company or to which the Limited Company or any member thereof in relation to such affairs were parties immediately before the passing of this Act but such action suit or other proceeding may be maintained prosecuted or continued by or in favour of or against the Company (as the case may be) in the same manner and as effectually and advantageously as the same might have been maintained prosecuted or continued by or in favour of or against the Limited Company or any member thereof if this Act had not been passed the Company and the shareholders therein being in reference to the matters aforesaid in all respects substituted for the Limited Company and its members respectively.

Trustees of  
Limited  
Company to  
be indemnified.

12. Every trustee or other person in whom or in whose name any lands works buildings easements rights property or effects belonging to the Limited Company were vested immediately before the passing of this Act and who (being authorised so to do) entered into any bond covenant contract or engagement in respect of the same or otherwise on behalf of the Limited Company shall be indemnified out of the funds and property of the Company against all liability (including costs charges and expenses) which he may sustain or incur or be put unto by reason of his having entered into such bond covenant contract or engagement.

Company to  
satisfy  
liabilities of  
Limited  
Company.

13. From and after the passing of this Act and except as is by this Act otherwise expressly provided the Company shall in all respects be subject to and shall discharge all obligations and liabilities to which the Limited Company immediately before the passing of this Act were subject and shall indemnify the members directors officers and servants of the Limited Company and their respective representatives from all such obligations and liabilities and from all expenses and costs in that behalf.

Recovery of  
gas rents &c.

14. All gas rents and sums of money which immediately before the passing of this Act were due or accruing to the Limited Company shall be payable to and may be collected and recovered by the Company in like manner as if they had become payable for the like matters supplied or done under this Act.

As to pay-  
ment of  
debts owing  
before pass-  
ing of Act.

15. All persons who immediately before the passing of this Act owed any money to the Limited Company or to any person on their behalf shall pay the same with all interest (if any) due or accruing upon the same to the Company and all debts and moneys which immediately before the passing of this Act were due or recoverable from the Limited Company or for the payment of which the Limited

Company were or but for this Act would be liable shall be paid with all interest (if any) due or accruing upon the same by or be recoverable from the Company.

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16. Notwithstanding the avoidance of the said memorandum of association and the repeal of the Order of 1884 all certificates (until cancelled under the powers of this Act) sales transfers and dispositions heretofore made or executed under them for and with respect to any shares in the Limited Company shall remain in full force and continue and be available in all respects as if they had not been avoided.

Certificates &c. to remain in force.

17. All documents books and writings which if the said dissolution and avoidance had not taken place would have been receivable in evidence shall be admitted as evidence in all courts and elsewhere notwithstanding such dissolution and avoidance.

Books &c. continued evidence.

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

Officers to continue until removed.

19. The books kept by the Limited Company for entering the names and designations of the members thereof with the numbers of their shares and the proper distinguishing number of each share shall until some other register of shareholders shall be provided by the Company continue to be kept for the same purpose by the Company and be taken and considered as the register of shareholders required to be kept by the Companies Clauses Consolidation Act 1845.

Present registers of members to be continued.

20. The capital of the Company shall be twenty-eight thousand pounds whereof eight thousand pounds is in this Act called "the original capital" and twenty thousand pounds is in this Act called "the additional capital" and shall be raised in manner herein-after mentioned and the original capital shall be divided into shares of ten pounds each and half shares of five pounds each which shares and half shares are in this Act called "the old shares" and the Company may convert into stock the whole or part of their original or additional capital when fully paid up.

Capital.

21.—(1.) If at the time of the passing of this Act a single old share is held separately or an odd old share would remain after appropriating to any member of the Limited Company one whole

Creation of half shares for certain purposes.

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share of ten pounds for every two old shares held by such member there shall be created such a number of ordinary shares in the original capital to be called "half shares" as shall be necessary in order to appropriate in respect of every such single or odd old share one such half share as aforesaid.

(2.) Every two such half shares shall be deemed to represent and be in lieu of one ordinary share of ten pounds.

Half shares to be numbered.

(3.) Such half shares shall be numbered in arithmetical progression beginning with number one and every half share shall be distinguished by its appropriate number and entered in the register of shareholders. The directors shall cause an entry to be made in the said register of the division of any old shares into half shares and after the consolidation as herein-after mentioned of any half shares into entire shares the last mentioned shares shall be numbered in arithmetical progression next after the then existing old shares and shall thenceforth be distinguished in the register of shareholders by their appropriate numbers.

As to the word "share" in incorporated Acts and this Act.

22. In construing in connexion with this Act the clauses of the Companies Clauses Consolidation Act 1845 and of the Companies Clauses Act 1863 incorporated with this Act and in construing this Act unless there be something in the subject or context repugnant to such construction the word "share" shall include "half share" provided that no such half share shall confer a right of voting at meetings of the Company.

Vesting of old shares in present shareholders.

23.—(1.) The old shares shall be vested in the several persons and corporations who immediately before the passing of this Act were the registered members of the Limited Company one share of ten pounds being substituted for two shares of five pounds each of the Limited Company and one half share being substituted for a single or odd share of the Limited Company.

(2.) If at any time two of such half shares shall become vested in the same person or corporation such two half shares shall immediately thereupon become ipso facto consolidated into one share of ten pounds and shall thereafter be dealt with as an old share.

(3.) Every share or half share so vested shall be subject to the same liability for calls and be subject and liable to the same trusts powers provisions declarations agreements charges liens and incumbrances as at the time of vesting affected the shares or share for which the same is substituted and so as to give effect to and not revoke any agreement deed or other instrument or any testamentary disposition of or affecting such shares or share and every agreement deed or other instrument or testamentary disposition made before the passing of this Act and affecting shares in the Limited Company



shall take effect with reference to the whole or a proportionate part as the case may be of the shares substituted therefor.

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**24.** The Company shall call in and cancel the existing certificates of shares in the Limited Company and issue in lieu thereof certificates in the form and under the conditions prescribed by the Companies Clauses Consolidation Act 1845 but the holders of such existing certificates of shares shall not be entitled to any certificates of proprietorship under this Act until they shall have delivered up to the Company to be cancelled the certificates of proprietorship issued to them before the passing of this Act or shall have proved to the reasonable satisfaction of the Company the loss or destruction thereof.

Company to call in and cancel existing share certificates and issue new certificates in lieu thereof.

**25.** The Company may from time to time raise additional capital not exceeding in the whole twenty thousand pounds by the creation and issue at their option of new ordinary shares or stock or new preference shares or stock or wholly or partially by one or more of those modes respectively but the Company shall not issue any share created under the authority of this Act of less nominal value than ten pounds nor shall any such share or stock vest in the person or corporation accepting the same unless and until the full nominal amount of such share or stock (if such share or stock shall be issued at or above par) including any premium obtained upon the sale thereof shall have been paid in respect thereof. Provided that it shall not be lawful for the Company to create and issue under the powers of this Act any greater nominal amount of capital than shall be sufficient to produce including any premiums which may be obtained on the sale thereof the sum of twenty thousand pounds. Provided also that the Company shall not create and issue within the year following the passing of this Act any greater nominal amount of capital than shall be sufficient to produce in manner aforesaid four thousand pounds or within any subsequent year two thousand pounds. Provided also that the Company shall not at any time issue new preference shares or stock exceeding in nominal amount the nominal amount of new ordinary shares or stock then issued.

Power to raise additional capital.

**26.** If in any year or years the Company have not created and issued capital to the full amount herein-before prescribed in relation to such year or years they may in any subsequent year create and issue in addition to the amount prescribed for such year such a nominal amount of capital as shall be sufficient together with the amount then raised to produce in manner aforesaid four thousand pounds in respect of the year following the passing of this Act and

If authorised capital for any year not raised the amount may be made up in subsequent years.

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Profits of the Company limited.

**27.** Except as by this Act provided the profits of the Company to be divided among the shareholders in any year shall not exceed the following rates (which are in this Act referred to as "the standard rates of dividend") (that is to say). On the original capital the rate of ten pounds in respect of every one hundred pounds of such capital and on the additional capital to be raised under the powers of this Act the rate of seven pounds in respect of every one hundred pounds actually paid up of such capital as shall be issued as ordinary capital and the rate of six pounds in respect of every one hundred pounds actually paid up of such capital as shall be issued as preference capital.

Dividend on different classes of stock or shares to be paid proportionately.

**28.** In case in any half-year the funds of the Company applicable to dividend shall be insufficient to pay the full amount of dividend at the prescribed maximum rate on each class of ordinary stock or shares in the capital of the Company a proportionate reduction shall be made in the dividend of each class.

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

**29.** Notwithstanding anything in this Act contained the Company shall when any shares or stock created under the powers of this Act are to be issued and before offering the same to the holder of any other shares or stock in the Company and whether the ordinary shares or ordinary stock of the Company are or is at a premium or not offer the same for sale by public auction or by tender in such manner at such times and subject to such conditions of sale as the Company shall from time to time determine. Provided that at any such sale no single lot shall comprise more than one hundred pounds nominal value of shares or stock and that the reserved price put upon such shares or stock shall not be less than the nominal amount thereof and notice of the amount of such reserved price shall be sent by the Company in a sealed letter to the Board of Trade not less than twenty-four hours before the day of auction or the last day for the reception of tenders as the case may be and such letter may be opened after such day of auction or last day for the reception of tenders and not sooner and provided that no priority of tender shall be allowed to any holder of shares or stock in the Company except that if any bidding or offer by tender of any holder or holders of shares or stock be the same in amount as any bid or offer made by any other person the bidding or offer of such holder or holders of shares or stock shall be accepted in preference.

Purchase money of capital sold

**30.** It shall be one of the conditions of any sale of shares or stock under this Act that the whole nominal amount thereof

together with any premium given by any purchaser at such sale shall be paid to the Company within three months after such sale. to be paid within three months.

**31.** The intention to sell any such shares or stock by auction or by tender shall be communicated in writing to the clerk of the Urban District Council of Colwyn Bay and Colwyn and to the secretary of the committee of the London Stock Exchange at least twenty-eight days before the day of auction or the last day for the reception of tenders as the case may be and notice of such intention shall be duly advertised once in each of two consecutive weeks in one or more local newspapers circulating within the said district. Notice to be given as to sale of shares or stock.

**32.** When any shares or stock created under the powers of this Act have been offered for sale by auction or tender and not sold the same shall be offered at the reserved price put upon the same respectively for the purpose of sale by auction or tender to the holders of ordinary shares or ordinary stock of the Company in manner provided by the Companies Clauses Act 1863 Provided always that any shares or stock so offered and not accepted within the time prescribed by the said Act shall again be offered for sale by public auction or by tender in the manner and subject to and in accordance with the foregoing provisions of this Act with respect to the sale of shares and stock but at a lower reserved price than the price put upon the same at the preceding offer thereof for sale by auction or tender and the reserve put upon such shares or stock may upon such second auction or tender if the directors of the Company think fit be less than the nominal amount thereof and any shares or stock not then sold shall be again offered to the holders of ordinary shares or ordinary stock at the last mentioned reserved price and so from time to time until the whole of such shares or stock is sold. Shares or stock not sold by auction or by tender to be offered to shareholders.

**33.** Any sum of money which shall arise by way of premium from the issue of any such shares or stock after deducting therefrom the expenses of and incident to such issue shall not be considered as profits of the Company but shall be expended in extending or improving the works of the Company or in paying off money borrowed or owing on mortgage by the Company and shall not be considered as part of the capital of the Company entitled to dividend Provided that in any case where a power to raise money by borrowing or to create an insurance fund is made proportionate to the paid up capital the premiums received from the sale of shares or stock by auction or tender as herein-before provided shall for such purpose be reckoned as part of the paid-up capital. Application of premium arising on issue of shares or stock.

**34.** If the clear profits of the undertaking of the Company in any year amount to a larger sum than is sufficient to pay the If profits exceed the amount

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limited  
excess may  
be invested  
and form an  
insurance  
fund.

dividend on the preference capital if any and dividend on the ordinary capital of the Company at the authorised rates the excess beyond the sum necessary for that purpose may from time to time to the extent of one per centum per annum upon the paid-up capital of the Company be invested in Government or other securities and the dividends and interest arising from such securities shall also be invested in the same or like securities in order that the same may accumulate at compound interest until the fund so formed amounts to a sum equal to one-twentieth of the paid-up capital of the Company which sum shall form an insurance fund to meet any extraordinary claim demand or charge which may at any time arise against or fall upon the Company from accident strikes or other circumstances which in the opinion of a court of summary jurisdiction due care and management could not have prevented and if such fund be at any time reduced it may thereafter be again made up to the said sum and so from time to time as often as such reduction shall happen Provided that when and so often as the said fund shall reach one-twentieth part of the paid up capital the interest thereon shall be carried to the credit of the fund available for dividend Provided also that resort may from time to time be had to the insurance fund to meet any extraordinary claim or demand as aforesaid although such fund may not at the time have reached or may have been reduced below the full amount of one-twentieth as aforesaid.

Application  
of excess of  
profits over  
authorised  
rates of  
dividend.

**35.** If the clear profits of the undertaking of the Company in any year amount to a larger sum than is sufficient to pay the dividend on the preference capital if any and dividend at the authorised rates on the ordinary capital of the company the excess or such portion of it as is not carried to the insurance fund shall be carried to the credit of the divisible profits of such undertaking for the next following year.

Power to  
create a  
reserve fund  
out of  
dividends  
in excess  
of the stan-  
dard rates of  
dividend and  
application  
thereof.

**36.** Where in any year the amount of the dividend of the Company on the ordinary capital of the Company shall exceed the standard rates by reason of the price charged by the Company for gas in such year or any part thereof being below the standard price then out of the amount of the divisible profits of the Company applicable to the payment of such excess of dividend the Company may in such year set apart such sum as they shall think fit and all sums (if any) so set apart by the Company and any reserve or other fund of the Company existing at the passing of this Act may be invested in Government or other securities and the dividends and interest arising from such securities may also be invested in the same or the like securities in order that the same may accumulate at compound interest and the fund so formed shall

be called "the reserve fund" and shall be applicable to the payment of dividend in any year in which the clear profits of the Company shall be insufficient to enable the Company in such year to pay the dividend at the authorised rates on the ordinary capital of the Company and save as in this Act provided no sum shall in any year be carried by the Company to any reserve fund.

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**37.** The Company may at any time and from time to time after the passing of this Act borrow on mortgage of the undertaking in respect of the original capital of eight thousand pounds any sums not exceeding in the whole two thousand pounds inclusive of any portion of the said sum of two thousand pounds borrowed by the Limited Company which may for the time being remain unpaid.

Power to borrow in respect of original capital.

**38.** The Company may from time to time subject to the provisions of this Act borrow on mortgage of the undertaking any sum or sums not exceeding in the whole one-fourth part of the amount of the additional capital by this Act authorised to be raised and at the time actually issued by shares or stock but no part thereof shall be borrowed until the whole of the shares or stock at the time issued together with the premium (if any) realised on the sale thereof shall have been fully 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 such shares and stock and premium (if any) have been issued and fully paid up 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.

Power to borrow in respect of additional capital.

**39.** The Company shall not have power to raise the money by this Act authorised to be borrowed on mortgage or by the issue of debenture stock or any part thereof by the creation of shares or stock instead of borrowing or to convert into share capital any money borrowed under the provisions of this Act unless in either case all dividends upon the shares or stock whether ordinary or preferential are limited to a rate not exceeding five pounds per centum per annum.

As to conversion of borrowed money into capital.

**40.** All mortgages granted by the Limited Company before the passing of this Act and subsisting at the passing hereof shall during the continuance of such mortgages have priority over all mortgages and debenture stock granted created and issued by virtue of this Act.

Priority of existing mortgages.

**41.** The mortgagees of the Company may enforce the payment of arrears of interest or principal or principal and interest due on

Arrears to be enforced by the

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appointment  
of receiver,

their mortgages by the appointment of a receiver and in order to authorise the appointment of a receiver in respect of arrears of principal the amount owing to the mortgagees by whom the application for a receiver is made shall not be less than five hundred pounds in the whole.

Debenture  
stock.

42. The Company may create and issue debenture stock subject to the provisions of Part III. of the Companies Clauses Act 1863 but notwithstanding anything therein contained the interest of all debenture stock and of all mortgages at any time created and issued or granted by the Company under this or any subsequent Act shall subject to the provisions of any such subsequent Act rank *pari passu* (without respect to the dates of the securities or of the Acts of Parliament or resolutions by which the same were authorised) and shall have priority over all principal moneys secured by such mortgages. Notice of the effect of this enactment shall be endorsed on all mortgages and certificates of debenture stock.

Priority of  
mortgages  
over other  
debts.

43. All money to be raised by the Company on mortgage or debenture stock under the provisions of this Act shall have priority against the Company and the property from time to time of the Company over all other claims on account of any debts incurred or engagements entered into by them after the passing of this Act. Provided always that this priority shall not affect any claim against the Company or their property in respect of any rentcharge granted or to be granted by them in pursuance of the Lands Clauses Acts or in respect of any rent or sum reserved by or payable under any lease granted or made to the Company which is entitled to rank in priority to or *pari passu* with the interest or dividends on their mortgages or debenture stock nor shall anything in this section contained affect any claim for land taken used or occupied by the Company for the purposes of their undertaking or works or injuriously affected by the construction thereof or by the exercise of any powers conferred on the Company.

Receipt in  
case of  
persons not  
*sui juris*.

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

Application  
of money.

45. All money raised under this Act by the Company whether by shares stock debenture stock or borrowing shall be applied only to the purposes by this Act authorised and for the general purposes of the Company being in all cases purposes to which capital is properly applicable.

First and  
future  
ordinary

46. The first ordinary meeting of the Company after the passing of this Act shall be held in the month of March one thousand eight

hundred and ninety-seven and the future ordinary meetings of the Company shall be held in the month of April in every year or at such other time as shall be appointed for that purpose by an order of a general meeting of the Company.

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meetings  
after passing  
of Act.

47. The quorum of general meetings (whether ordinary or extraordinary) of the Company shall be ten shareholders present in person or by proxy holding in the aggregate not less than one thousand five hundred pounds (nominal value) in the capital of the Company.

Quorum of  
general  
meetings.

48. The number of shareholders who may require an extraordinary meeting to be convened shall not be less than ten holding in the aggregate not less than two thousand pounds (nominal value) in the capital of the Company.

Extra-  
ordinary  
meeting  
convened by  
shareholders.

49. At all general meetings of the Company every stockholder or shareholder shall have one vote for every ten pounds (nominal value) of the capital of the Company up to one hundred pounds and an additional vote for every fifty pounds (nominal value) of the capital of the Company beyond the first one hundred pounds held by him.

Voting.

50. The number of directors shall be six but the Company may from time to time reduce and again increase the number of directors but so that the number be never less than four nor more than six.

Number of  
directors.

51. The qualification of a director shall be the possession in his own right of stock or shares of the Company to the nominal amount of not less than two hundred pounds.

Qualification  
of directors.

52. The quorum of a meeting of directors shall be three.

Quorum of  
directors.

53. William Montagu Venables Williams John Porter William Earp William Henry Roberts Richard Frederick Birch and William Venables Williams 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 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 hereinbefore contained for altering the number of directors) elect persons to supply the places of the directors then retiring from office agreeably to the provisions in the Companies Clauses Consolidation Act 1845 contained and the several persons elected at any such meeting being

First  
directors.

Election of  
directors.

A.D. 1896. — 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.

Auditors. **54.** The prescribed number of auditors shall be one The auditor need not hold shares in the Company.

Interim dividend. **55.** The directors may in any year without calling a meeting of shareholders for the purpose declare an interim half-yearly dividend not exceeding one half of the amount of the standard rates of dividend out of the then ascertained profits of the Company Provided that the amount of dividends which under the powers of this Act they may be entitled to make in respect of each year shall not be exceeded.

Closing of transfer books previous to declaring interim dividend. **56.** It shall be lawful for the directors to close the register of transfers for a period not exceeding fourteen days previous to the declaration of any interim dividend and they may fix a day for closing the same of which seven days' notice shall be given by advertisement in some newspaper published or circulating in the district within which the principal office of the Company is situate and any transfer made during the time when the transfer books are so closed shall as between the Company and the party claiming under the same but not otherwise be considered as made subsequently to the declaration of any such dividend.

Power to take lands. **57.** Subject to the provisions of this Act the Company may enter upon take and use such of the lands delineated on the deposited plan and described in the deposited book of reference and secondly described in the schedule to this Act as they may require for the purposes of this Act.

Correction of errors in deposited plan and book of reference. **58.** If there be any omission mis-statement or wrong description of any lands or of the owners lessees or occupiers of any lands shown on the deposited plan or specified in the deposited book of reference the Company after giving ten days' notice to the owners lessees and occupiers of the lands in question may apply to two justices acting for the county of Denbigh for the correction thereof and if it appear to the justices that the omission mis-statement or wrong description arose from mistake they shall certify the same accordingly and they shall in their certificate state the particulars of the omission and in what respect any such matter is mis-stated or wrongly described and such certificate shall be deposited with the clerk of the peace for the county of Denbigh and such certificate shall be kept by such clerk of the peace with the other documents to which the same relates and thereupon the deposited plan and book of reference shall be deemed to be corrected according to such



certificate and it shall be lawful for the Company to take the lands and execute the works in accordance with such certificate. A.D. 1896.

**59.** The powers of the Company for the compulsory purchase of lands for the purposes of this Act shall cease after the expiration of three years from the passing of this Act. Limit of time for compulsory purchase of lands.

**60.** In the case of lands acquired by compulsion the prescribed period within the meaning of section 127 of the Lands Clauses Consolidation Act 1845 shall be six years from the passing of this Act. Prescribed period for sale of superfluous lands.

**61.** Subject to the provisions of this Act the Company may from time to time maintain alter improve enlarge extend and renew or discontinue their existing gasworks and manufactories upon the lands on which the same are erected or any part thereof and which are firstly described in the schedule to this Act and also upon the other lands secondly described in the said schedule or any part thereof and they may also erect lay down provide and from time to time maintain alter improve enlarge extend and renew or discontinue additional and other gasworks retorts gasometers manufactories condensers scrubbers exhausters purifiers gasholders tanks receivers drains sewers mains pipes meters lamps lamp-posts burners stop-cocks machinery and other works and apparatus and conveniences and may do all such acts as they may think proper for making and storing gas and for supplying gas within the limits of this Act and may make store and supply gas accordingly and may produce sell provide supply and deal in coke tar pitch asphaltum ammoniacal liquor and other products employed in or resulting from the manufacture of gas and also meters fittings tubes pipes and other similar articles and things in any way connected with gasworks or with the supply of gas as they may from time to time think fit and may also deal in and sell lime at their works and elsewhere. Powers as to construction and maintenance of gasworks &c.

**62.** The Company may for the purposes of their undertaking purchase take and hold by agreement (but not otherwise) in addition to the lands described in the schedule to this Act any lands and hereditaments not exceeding in the whole three acres which the Company may from time to time require for the purposes of their works and undertaking but the Company shall not create or permit a nuisance on any such lands and no lands shall be used by the Company for the purpose of manufacturing gas or residual products except the lands described in the schedule to this Act. Power to purchase lands by agreement. Gas not to be manufactured except on lands scheduled.

**63.** The Company shall not under the powers of this Act purchase or acquire ten or more houses which on the fifteenth day of December last were occupied either wholly or partially by persons belonging Restriction on taking houses of labouring class.

A.D. 1896.

to the labouring class as tenants or lodgers or except with the consent of the Local Government Board ten or more houses which were not so occupied on the said fifteenth day of December but have been or shall be subsequently so occupied.

For the purpose of this section the expression "labouring class" means and includes mechanics artisans labourers and others working for wages hawkers costermongers persons not working for wages but working at some trade or handicraft without employing others except members of their own family and persons (other than domestic servants) whose income does not exceed an average of thirty shillings a week and the families of any such persons who may be residing with them.

Power to lay pipes against buildings.

**64.** The Company with the consent of the owner and occupier of any building may lay any pipe branch or any other necessary apparatus from any main or branch pipe into through or against such building for the purpose of lighting it and may with the like consent provide and set up any apparatus necessary for securing to such building a proper and complete supply of gas and for measuring and ascertaining the extent of such supply and may from time to time with the like consent repair replace alter discontinue and remove any such pipe branch or apparatus.

Power to supply gas fittings engines and other apparatus.

**65.** The Company may manufacture purchase provide or hire and may supply sell or let burners tubes and stoves or ranges for heating or cooking by means of gas and any other materials or fittings for the use of gas for domestic or other purposes and also engines and machines for domestic manufacturing industrial or any other purposes whatever to be worked by means of gas for the production of motive power and any materials or fittings to be used in connexion therewith and charge for any stoves engines machines fittings and other things supplied sold or let under the powers of this Act such price rent or sum as may be agreed upon between the Company and the other party to any such agreement.

Power to supply gas for heating cooking and other purposes.

**66.** The Company may on the request of the owner or occupier of any property within the limits of the Company's supply give and continue to give a supply of gas for heating and ventilating such premises or for motive power cooking or other purpose on such property and may furnish and lay any pipes stoves apparatus fittings or conveniences for the purposes of this section on such terms and conditions in all respects as may be agreed on between the Company and such owner or occupier as aforesaid.

Dividend dependent on price charged.

**67.** The standard price to be charged by the Company for gas supplied by them shall be five shillings per thousand cubic feet :

Provided that the Company may increase or reduce the price charged by them for gas above or below the standard price subject

to a reduction or increase in the dividend payable by the Company on the ordinary share capital or stock as follows:—

A.D. 1896.

In respect of any year during any part of which the price charged by the Company shall have been one penny or part of a penny above the standard price the dividend payable by the Company shall in respect of each penny or part of a penny by which the standard price shall have been increased be reduced below the standard rate of dividend by five shillings on every one hundred pounds of ordinary paid-up capital with a ten per centum standard rate of dividend and by three shillings and sixpence on every one hundred pounds of such capital with a seven per centum standard rate of dividend and so in proportion for any fraction of one hundred pounds:

And in respect of any year during the whole of which the price charged by the Company shall have been one penny or more below the standard price the dividend payable by the Company may in respect of each penny by which the standard price shall have been reduced be increased above the standard rate by five shillings on every one hundred pounds of ordinary paid-up capital with a ten per centum standard rate of dividend and by three shillings and sixpence on every one hundred pounds of such capital with a seven per centum standard rate of dividend and so in proportion for any fraction of one hundred pounds.

**68.** All gas supplied by the Company to any consumers of gas shall be supplied at such pressure as to balance from midnight to sunset a column of water not less than six-tenths of an inch in height and from sunset to midnight not less than eight-tenths of an inch in height at the main as near as may be to the junction therewith of the service pipe supplying such consumer and any gas examiner appointed under the Gasworks Clauses Act 1871 may subject to the terms of his appointment from time to time test the pressure at which the gas is supplied and may for that purpose open any street road passage or place vested in or under the control of any local or road authority and the provisions of the Gasworks Clauses Act 1871 with reference to testing of gas and to penalties shall *mutatis mutandis* apply to such testing of pressure.

Pressure of gas.

**69.** No penalty shall be incurred by the Company for insufficiency of pressure defect of illuminating power or for excess of impurity in the gas supplied by them in any case in respect of which it is proved that such insufficiency defect or excess was caused by an unavoidable cause or accident.

No penalty in case of unavoidable cause.

**70.** The prescribed number of candles shall be fifteen.

Quality of gas.

[Ch. lviii.] *Colwyn Bay and District Gas Act, 1896.* [59 & 60 VICT.]

A.D. 1896.

Testing  
place.  
Burner.

**71.** Within six months from the passing of this Act a testing place shall be provided at the works of the Company.

**72.** The prescribed burner shall be Sugg's London Argand burner number one with a six-inch by one and three-quarter inch glass chimney but if at any time and so long as the gas flame rises above the top of that glass a six-inch by two-inch chimney shall be used or any other burner or chimney approved for this purpose by the Board of Trade.

Represent-  
ation of the  
Company in  
bankruptcy  
&c.

**73.** In proceedings under any bankruptcy or assignment for the benefit of creditors or deed of composition or arrangement the secretary of the Company or any person appointed by three directors by writing under their hands may represent the Company and shall be competent to act for the Company and his acts and omissions shall bind the Company in all respects.

Company to  
pay interest  
on money  
deposited as  
security.

**74.** When any money is deposited by any person by way of security with the Company for the payment to them of any moneys which may become due to them by such person in respect of any supply of gas or of the purchase or hire of any meter the Company shall pay interest after the rate of five pounds per centum per annum on every sum of ten shillings deposited by way of such security for every six months during which the same remains in their hands.

Notice of  
discontinu-  
ance.

**75.** A notice to the Company from a consumer for the discontinuance of a supply of gas shall not be of any effect unless it be in writing and be left at or sent by post to the office for the time being of the Company.

Contracts for  
supplying  
gas for public  
purposes.

**76.** The Company may from time to time enter into and fulfil any contract or arrangement with any county urban rural or local authority having powers within any part of the limits of this Act for the supply of gas by the Company for public purposes within the limits of this Act for any period not exceeding under any one such contract or arrangement seven years and may from time to time by mutual consent vary suspend or rescind any such contract or arrangement or enter into or carry into effect other contracts or arrangements in lieu thereof or in addition thereto.

Provisions  
with refer-  
ence to sale  
of under-  
taking of  
Company to  
the urban  
district

**77.** If at any time within five years after the passing of this Act the urban district council of Colwyn Bay and Colwyn (herein-after called "the council") shall give not less than six months' notice in writing to the Company of their desire to purchase the undertaking of the Company (herein-after called "the undertaking") and shall obtain the consent of the Local Government Board to

such purchase and shall apply to Parliament or the Local Government Board for power to purchase the undertaking and to supply gas within the urban district of Colwyn Bay and Colwyn it shall not be lawful for the Company to oppose such application (except as to the details thereof) and if such powers of purchase and supply be granted the Company shall sell and the council shall purchase the undertaking for such price or consideration and on such terms and conditions as may be agreed upon between the Company and the council or as failing such agreement shall be determined by arbitration in accordance with the provisions of the Lands Clauses Acts with reference to the purchase and taking of lands otherwise than by agreement and in the construction of the said provisions the expression "the promoters of the undertaking" shall mean the council and the expression "lands" shall mean the undertaking:

A.D. 1896.  
council of  
Colwyn Bay  
and Colwyn.

Provided that in addition to the sum to be paid by the council to the Company under the foregoing provisions of this section the council shall pay to the Company the costs and expenses incurred by them of and incidental to the winding up of the Company the amount of such costs and expenses in default of agreement to be determined by arbitration as aforesaid.

**78.** In laying down or executing or in effecting the repairs or renewals of any mains pipes or other works in the exercise of the powers contained in this Act upon across over under or in any way affecting the lands or property now or hereafter belonging to or used by the London and North Western Railway Company (in this section referred to as "the railway company") or the bridges approaches viaducts stations or other works or any level crossings over the railways of the railway company the same shall be done under the superintendence and to the reasonable satisfaction of the principal engineer for the time being of the railway company and only according to such plans and in such manner as shall be previously submitted to and reasonably approved by him and by and at the expense of the Company who also shall restore and make good the roads over any bridges level crossings and approaches which the railway company are or may be liable to maintain and which may be disturbed or interfered with by or owing to any operations of the Company and all such works and operations and all other works of the Company in constructing their gas or other works or in carrying on any of their operations on the lands described in the schedule to this Act and all matters incidental thereto shall be constructed executed and done so as not to cause any injury to such railways bridges level crossings approaches viaducts stations works lands or property or interruption to the passage or conduct of traffic over such railways or at any station thereon and if any such injury

For the  
protection of  
the London  
and North  
Western  
Railway  
Company.

A.D. 1896. or interruption shall arise from or in any way be owing to any of the works operations and matters aforesaid or the failure of any such mains pipes or works the Company shall make compensation to the railway company in respect thereof the amount of such compensation together with full costs to be recoverable by the railway company from the Company by all and the same means as any simple contract debt of like amount is recoverable. In case any gasometer or gasholder shall at any time after the passing of this Act be constructed at any point within a distance of ten yards measured from the southern boundary of the Chester and Holyhead Railway the Company on being thereunto required by the railway company in writing shall carry the retaining walls for such gasometer or gasholder down to such a depth or execute such further works for securing the stability of the said railway of the railway company as may be required by the principal engineer for the time being of the railway company or in case of difference shall be determined by an engineer to be appointed by the Board of Trade at the request of either party.

Company not to construct any works on the foreshore without consent of Board of Trade.

**79.** The Company shall not under the powers of this Act construct on the shore of the sea or of any creek bay arm of the sea or navigable river communicating therewith where and so far up the same as the tide flows and re-flows any work without the previous consent of the Board of Trade to be signified in writing under the hand of one of the Secretaries or Assistant Secretaries of the Board of Trade and then only according to such plan and under such restrictions and regulations as the Board of Trade may approve of such approval being signified as last aforesaid and where any such work may have been constructed the Company shall not alter or extend the same without obtaining previously to making any such alteration or extension the like consents or approvals. If any such work be commenced or completed contrary to the provisions of this section the Board of Trade may abate and remove the same and restore the site thereof to its former condition at the costs and charges of the Company and the amount of such costs and charges shall be a debt due from the Company to the Crown and shall be recoverable accordingly with costs.

Saving rights of Crown in foreshore (Board of Trade).

**80.** Nothing contained in this Act shall authorise the Company to take use or in any manner interfere with any portion of the shore or bed of the sea or of any river channel creek bay or estuary or any right in respect thereof belonging to the Queen's most Excellent Majesty in right of Her Crown and under the management of the Board of Trade without the previous consent in writing of the Board of Trade on behalf of Her Majesty (which consent the Board of Trade may give) neither shall anything in this Act contained extend

to take away prejudice diminish or alter any of the estates rights privileges powers or authorities vested in or enjoyed or exerciseable by the Queen's Majesty Her heirs or successors. A.D. 1896.

**81.** Nothing contained in this Act shall authorise the Company to take use or in any manner interfere with any land or hereditaments or any rights of whatsoever description belonging to the Queen's most Excellent Majesty in right of Her Crown and under the management of the Commissioners of Her Majesty's Woods Forests and Land Revenues or either of them without the consent in writing of the same Commissioners or one of them on behalf of Her Majesty first had and obtained for that purpose which consent such Commissioners are hereby respectively authorised to give neither shall anything in this Act contained extend to take away prejudice diminish or alter any of the estates rights privileges powers or authorities vested in or enjoyed or exerciseable by the Queen's Majesty Her heirs or successors. Saving rights of the Crown.

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

A.D. 1896.

The SCHEDULE referred to in the foregoing Act.

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LANDS ON WHICH THE COMPANY MAY ERECT AND MAINTAIN WORKS AND  
MANUFACTURE GAS AND RESIDUAL PRODUCTS AND STORE GAS.

Firstly.—A field or piece of land on which the existing works of the Limited Company are constructed situate in the parish of Llandrillo-yn-Rhos in the county of Denbigh containing by admeasurement two acres of statute measure more or less bounded on the north by the London and North Western Railway on the south by the highway leading from Colwyn Bay to Conway on the east by a road leading from the said highway to Plas Newydd Farm and on the west by a portion of Glanywern Farm.

Secondly.—A field or piece of land adjoining and on the western side of the field or piece of land firstly above described situate in the said parish of Llandrillo-yn-Rhos containing by admeasurement two and a half acres or thereabouts bounded on the north by the London and North Western Railway on the south by the highway leading from Colwyn Bay to Conway on the west by a portion of Glanywern Farm and on the east by the field or piece of land firstly above described on which the existing works of the Limited Company are constructed.

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