



ANNO TERTIO

GULIELMI IV. REGIS.

Cap. Ixiii.

An Act for granting certain Powers to a Company called "The Imperial Continental Gas Association." [10th *June* 1833.]

WHEREAS a Number of Persons some Time since formed themselves into a Company by the Name of "The Imperial Continental Gas Association," for the Purpose of manufacturing and producing Inflammable Air or Gas from Coal, Oil, or other Materials, and condensing Inflammable Air or Gas in any portable or other Reservoir, Lamps, or other Apparatus, and for supplying Cities, Towns, Roads, Ways, Houses, Buildings, and Places in Foreign Countries, or Persons resident therein, with Inflammable Air or Gas, either in a condensed State or otherwise, and also preparing and manufacturing for Sale, selling, and disposing of any of the Materials or Substances arising or to be produced or obtained from the making and manufacturing of Inflammable Air or Gas: And whereas Difficulties may hereafter arise in recovering Debts due to the said Company called "The Imperial Continental Gas Association," and in maintaining Actions for Damages done to the Property of the said Company, and also in prosecuting Persons who may steal or embezzle the Monies or Effects of the said Company, or who may commit or be guilty of any other Offence against the said Company, since by Law all the Members for the Time being of the said Company must be named in every Action, Suit, or Prosecution carried on for such Purpose: And whereas it would be convenient that Persons having Demands against the said Company should be entitled to sue the Chairman thereof: And whereas it is desirable that the said Company should be regulated in other respects as herein-after contained; but the same cannot

[*Local.*]

16 C

be

Company
may institute
Proceedings
in the Name
of their
Chairman,
&c.

be effected without the Aid and Authority of Parliament: May it therefore please Your Majesty that it may be enacted; and be it enacted by the King's most Excellent Majesty, by and with the Advice and Consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the Authority of the same, That from and after the passing of this Act all Actions and Suits, and also all Petitions for any Fiat of Bankruptcy against any Person or Persons indebted to the said Company, and liable to be made bankrupt by the Laws now or at any Time hereafter in being relative to Bankers and Traders, and all Proceedings at Law or in Equity under Fiats to be issued in consequence of such Petitions, to be commenced, instituted, or carried on by or on behalf of the said Company against any Person or Persons, Body or Bodies Politic or Corporate, shall and lawfully may be commenced, instituted, presented, and prosecuted, and carried on in the Name of the Person who shall be the Chairman of the said Company at the Time any such Action, Suit, or Proceeding shall be instituted or commenced, or in the Name of any One Proprietor for the Time being of a Share or Shares in the said Company, as the nominal Plaintiff or Petitioner for and on behalf of the said Company; and that all Actions and Suits to be commenced or instituted against the said Company shall be commenced, instituted, and prosecuted against the Chairman for the Time being, or any One Proprietor of a Share or Shares in the said Company, as the nominal Defendant for and on behalf of the said Company; and that all Prosecutions to be brought, instituted, or carried on by or on behalf of the said Company for Fraud upon or against the said Company, or for the Embezzlement, Robbery, or Stealing of the Property of the said Company, or for any other Offence against the said Company, shall and lawfully may be so brought or instituted and carried on in the Name of the Chairman for the Time being or any Proprietor for the Time being of a Share or Shares in the said Company; and in all Indictments and Informations it shall be lawful to state the Property of the said Company to be the Property of such Chairman or Proprietor for the Time being of a Share or Shares in the said Company; and any Offence committed with Intent to injure or defraud the said Company shall and lawfully may in such Prosecution be laid to have been committed with Intent to injure or defraud such Chairman or Proprietor for the Time being of a Share or Shares in the said Company; and any Offender or Offenders may thereupon be lawfully convicted of any such Offence; and in all other Allegations or Indictments, Informations, or other Proceedings in which before the passing of this Act it would have been necessary to state the Names of the Persons composing the said Company, it shall be lawful and sufficient to state the Name of such Chairman or any such Proprietor; and the Death, Resignation, or Removal, or other Act of such Chairman or Proprietor shall not abate any such Action, Suit, or Prosecution.

Capital Stock
to be
250,000*l.*

II. And be it further enacted, That the Capital or Joint Stock of the said Company (of which the Apparatus, Debts, and other Property purchased or procured for the Purposes of the said Undertaking, or now employed therein, or due to the said Company, or any Person or Persons on the Behalf of such Company, shall form Part,) shall be considered as consisting of the Sum of Two hundred and fifty thousand

thousand Pounds, of which the Sum of Two hundred and ten thousand Pounds has been actually paid by the Proprietors of Shares in the said Company, and divided into Three thousand three hundred and sixty Shares of Seventy-five Pounds each.

III. And be it further enacted, That the Shares of the said Undertaking, and the Profits and Advantages thereof, shall be deemed Personal Estate, and as such be transmissible accordingly.

Shares to be deemed Personal Estate.

IV. And be it further enacted, That the Lands and Hereditaments, Machinery, Apparatus, Works, Property, and Effects of the said Company shall be liable and answerable for the just Debts, Liabilities, Engagements, and Demands of the Creditors of the said Company; and the several Proprietors of Shares in the said Company shall not be liable to any Debts or Demands of the said Company beyond the Amount of their several and respective Shares therein.

Effects of the Company to be liable to Debts, &c.

V. And be it further enacted, That every Proprietor of a Share or Shares in the said Undertaking shall be entitled to and interested in the Capital Stock and Effects of the said Company, and the Profits and Advantages attending the same, according to the Number of Shares he or she shall hold therein.

Subscribers to share in the Stock in proportion to their Shares may hold.

VI. And be it further enacted, That in case the said Capital of Two hundred and fifty thousand Pounds shall be found insufficient for the Purposes of this Act, then it shall be lawful for the said Company to raise and contribute among themselves, in Shares of Seventy-five Pounds each, in such Proportions as to them shall seem meet, or by the Admission of new Subscribers in such Shares as aforesaid, any further Sum or Sums of Money not exceeding in the whole the Sum of Fifty thousand Pounds; and all Persons, Bodies Politic, Corporate, or Collegiate, who shall subscribe towards such further Sum or Sums of Money, their respective Successors, Executors, Administrators, and Assigns, shall be admitted Proprietors of the said Undertaking in respect of the Share or Shares therein subscribed by them respectively, and shall be entitled to the like proportionate Part of the Profits and Advantages of the said Undertaking as if such further Sum or Sums of Money hereby authorized to be subscribed as aforesaid had been Part of the original Capital of the said Company: Provided always, that no such Shares shall be issued, nor any such further Capital raised, unless and until the Consent and Authority of a Special General Meeting of the Proprietors to be called in manner herein-after mentioned shall have been had and obtained for the same.

Company empowered to raise a further Sum, if necessary, not exceeding 50,000*l*.

VII. And be it further enacted, That the Directors of the said Company shall and they are hereby required to cause the Names and Designations of the several Persons, and Bodies Politic, Corporate, or Collegiate, who now are or may at any Time or Times hereafter be entitled to any Share or Shares in the said Undertaking, with the Number of such Share or Shares, and the proper Number by which every Share shall be distinguished, to be fairly and distinctly entered in a Book or Books to be kept for that Purpose; and the said Directors shall cause a Certificate or Certificates to be prepared and delivered to every Proprietor; upon Demand, specifying the Share or Shares to which

Names of Proprietors to be entered, and Certificate of Shares to be delivered.

which

which he, she, or they is or are entitled in the said Undertaking; and every such Certificate, or the Register thereof, shall be admitted in all Courts whatsoever as Evidence of the Title of such Proprietor, his or her Executors, Administrators, Successors, or Assigns, to the Share or Shares therein specified, but the Want of such Certificate shall not hinder or prevent the Owner or Owners of any of the said Shares from selling or disposing of the same.

Directors
empowered
to make Calls
on Subscri-
bers.

VIII. And be it further enacted, That the several Proprietors of the said Undertaking, their respective Executors, Administrators, Successors, or Assigns, shall be called upon to pay such Sum or Sums of Money for or towards such Part as shall at the Time remain unpaid of the Amount of their respective Shares, not exceeding in the whole, together with the Sum already paid, the Sum of Seventy-five Pounds on each of the Shares of the said Company held by them respectively, as the said Directors shall from Time to Time deem requisite or necessary for the Purposes of the said Undertaking, so that no one such Call do exceed the Sum of Five Pounds for or in respect of any one of the said present Shares, or for or in respect of any additional Share or Shares (if any) which may hereafter be created by virtue of the Power herein-before contained, and so that there be an Interval of One Calendar Month at least between each Call; and the Directors for the Time being shall have full Power to make such Call by an Order in Writing, signed by Three at least of the said Directors present at some Meeting or Board of the Directors duly held; and the Sum or several Sums of Money so to be called for shall be paid into the Hands of such Person or Persons and at such Time and Place as shall be appointed by such Directors for that Purpose, of which Time and Place Twenty-one Days previous Notice shall be given in such Way or Manner as the said Directors shall direct or appoint in that Behalf.

To compel
Payment of
Subscrip-
tions due
from Proprie-
tors.

IX. And be it further enacted, That the several Persons, and Bodies Politic, Corporate, and Collegiate, who now have or hold or shall at any Time hereafter have or hold any Share or Shares in the said Undertaking, shall and they are hereby respectively required to pay the Sum or Sums which shall from Time to Time be called for pursuant to or under or by virtue of the Powers and Directions of this Act at such Times and Places, to such Person or Persons, and in such Manner as shall be ordered and directed by the Directors for the Time being of the said Company, pursuant to this Act; and in case any Person or Persons, Body or Bodies Politic, Corporate, or Collegiate, shall at any Time refuse or neglect to pay any such Monies at such Time or Times and in such Manner as shall be ordered and directed by the said Directors as aforesaid, it shall be lawful for the said Company, in the Name of the Chairman for the Time being of the said Company, to sue for and recover the same by Action of Debt or otherwise in any of His Majesty's Courts of Record at *Westminster*, together with lawful Interest for the same from such appointed Time of Payment, and all Costs of Suit, from such Person or Persons, or Body or Bodies Politic, Corporate, or Collegiate respectively, and also in like Manner to sue for every or any other Debt or Sum of Money or Cause of Action due, owing, or arising to the said Company from any of the Proprietors as aforesaid: Provided
always,

always, that in Cases where Two or more Persons shall have jointly subscribed for or be jointly possessed of any One or more Share or Shares in the said Undertaking, then the said Company shall and may in manner aforesaid sue for and recover the said Sum or Sums of Money so as aforesaid called for or required to be paid, with Interest and Costs as before mentioned, from all or any or either of such joint Subscribers or Proprietors.

X. And be it further enacted, That in any Action to be brought by the Authority of the said Company in manner aforesaid against any Proprietor or Proprietors of any Share or Shares in the said Undertaking, to recover any Sum or Sums of Money due and payable to the said Company for or by reason of any Call or Calls made by virtue of this Act, it shall be sufficient for the said Company to declare and allege that the Defendant or Defendants, being a Proprietor or Proprietors of such or so many Share or Shares in the said Undertaking, is or are indebted to the said Company in such Sum or Sums of Money as the Call or Calls in arrear shall amount to, for such and so many Call or Calls of such and so many Sum or Sums of Money upon such and so many Share or Shares belonging to the said Defendant or Defendants (as the Case may happen to be), whereby an Action hath accrued to the said Company by virtue of this Act, without setting forth the special Matter; and on the Trial of such Action it shall only be necessary to prove that the Defendant or Defendants at the Time of making such Call or Calls was or were a Proprietor or Proprietors of some Share or Shares in the said Undertaking, and that such Call or Calls was or were in fact made, and such Notice thereof was given as is directed by this Act, without proving the Appointment of the Directors who made such Call or Calls; or any other Matter whatsoever; and the said Company shall thereupon be entitled to recover what shall appear due, unless it shall appear that Notice was not given as aforesaid.

Proceedings
in Actions
for Calls.

XI. And be it further enacted, That if any Proprietor or Proprietors of any Share or Shares in the said Company, his, her, or their Executors, Administrators, Successors, or Assigns, shall neglect or refuse to pay his, her, or their Part or Proportion of the Money to be called for by the Directors as aforesaid by the Time appointed for Payment thereof, then and in every such Case such Person or Persons so neglecting or refusing shall (whether or not the same shall then have been sued for in any Court of Law or Equity) forfeit all his, her, or their Share or Shares upon which such Neglect or Default shall have been made, and all Profit and Advantage to arise therefrom; and all Shares which shall or may be so forfeited shall or may at any Time or Times thereafter be sold by or by the Order of the said Directors for the Time being of the said Company for the most Money that can be gotten for the same, and the Produce thereof shall be applied and disposed of as by this Act directed; but no Advantage shall be taken of any such Forfeiture as aforesaid until after Twenty-one Days Notice shall be given by the said Directors, under the Hands of Two of the said Directors or of the principal Clerk of the said Company, to the Proprietor or Proprietors thereof, by Notice left at his, her, or their usual or last known Place of Abode, as the same is to be found in the Books of the said Company, or by Letter

In default of
Payment of
Calls, Shares
to be forfeit-
ed;

and may be
sold.

sent by the Post, nor unless the same shall be declared to be forfeited at some General or Special General Meeting of the said Proprietors after the said Forfeiture shall happen; and every such Forfeiture so to be declared shall be an absolute Indemnification and Discharge to and for the Proprietor or Proprietors, his, her, or their Executors, Administrators, Successors, and Assigns, so forfeiting, against all further Payments in respect of the Share or Shares so forfeited, and against all Actions, Suits, and Prosecutions for or on account of any future Call or Calls.

If Purchase Money of Shares sold is more than sufficient to pay the Ar-rears of Calls, with Interest and Exp-ences, Sur-plus to be paid to the Owner, on Demand.

XII. Provided always, and be it further enacted, That in case the Money produced by the Sale of any Share or Shares which shall be forfeited by reason of the Nonpayment of any Call or Calls as herein authorized shall be more than sufficient to pay all such Arrears of Calls as aforesaid, and legal Interest thereon, and the Expences attending the Sale or Sales, the Surplus of such Money shall be paid, on Demand, to the Person or Persons to whom such Share or Shares shall have belonged: Provided also, that the said Company or the said Directors shall not by virtue of this Act sell or transfer, or direct to be sold or transferred, any more of such Shares of such Defaulter or Defaulters than shall be sufficient (as near as may be at the Time of such Sale) to pay the Arrears due from such Defaulter or Defaulters for or on account of such Call or Calls, and the Interest and Expences attending the same; and from and after the Payment of all and every such Call or Calls, and the Interest and Expences as aforesaid, any Share or Shares vested in the said Company as aforesaid which shall remain in their Hands unsold shall revert to and again become the Property of the Person or Persons to whom such Share or Shares shall have belonged immediately before such Forfeiture as aforesaid in such Manner as if such Calls had been duly and regularly paid.

Shares may be sold and transferred.

XIII. And be it further enacted, That it shall be lawful for the several and respective Proprietors of any Share or Shares in the said Company, and their Executors, Administrators, Successors, and Assigns, to sell and transfer any Share or Shares to which they shall respectively be entitled therein; and every such Transfer shall or may be in the Form or to the Effect following; (that is to say,)

‘ Imperial Continental Gas Association.

Form of Transfer.

‘ I [or We, as the Case may be] of
 ‘ in consideration of the Sum of
 ‘ paid to me [or us, as the Case may be]
 ‘ by of do hereby
 ‘ bargain, sell, assign, and transfer to the said
 ‘ Share or Shares [as the Case may be] in the
 ‘ Imperial Continental Gas Association, Number [or
 ‘ Numbers] in the said Company, to hold to the said
 ‘ his, [her or their, as the Case may be,]
 ‘ Executors, Administrators, and Assigns, subject to the same Rules,
 ‘ Orders, and Restrictions, and on the same Conditions, as I [or we,
 ‘ as the Case may be,] held the same Share [or Shares] immediately
 ‘ before the Execution hereof; and I [or we, as the Case may be,] the
 ‘ said do hereby agree to take and accept the
 ‘ said

‘ said Share [*or Shares, as the Case may be,*] subject to the same
 ‘ Rules, Orders, Restrictions, and Conditions. As witness our Hands
 ‘ and Seals this Day of .’

And every such Transfer shall be produced to the Clerk or principal Clerk of the said Company, and shall be registered in the Books of the said Company by an Entry of the Dates, and Names of the Parties, and the Number of Shares transferred, for which Entry or Register a Sum not exceeding the Sum of Two Shillings and Sixpence shall be paid by the Person so requiring such Transfer to the Clerk making the same; and a Copy of such Register, signed by the Clerk or principal Clerk of the said Company, shall be sufficient Evidence of every such Transfer, and shall be received and admitted as such by all Courts, and by all Judges, Justices, and others of the United Kingdom; and until such Transfer shall be entered or registered in the Books of the said Company as aforesaid no Purchaser or Assignee of any Share or Shares, nor his or her Executors, Administrators, Successors, or Assigns, shall be deemed a Proprietor or Proprietors, or have any Part or Share in the said Undertaking, or in the Profits or Advantages thereof, or receive any Interest or Dividends for or in respect of such Share or Shares, nor be entitled to vote at any Meeting or Meetings as a Proprietor or Proprietors of the said Company in respect of such Share or Shares, until the Expiration of Six Calendar Months next after such Transfer shall have been registered as aforesaid.

Transfer to
be registered.

XIV. Provided always, and be it further enacted, That after any Call for Money shall have been made by virtue of this Act no Person or Persons shall sell or transfer any Share or Shares which he, she, or they shall possess in the said Undertaking after the Day appointed for the Payment of the said Call until the Money called for in respect of his, her, or their Share or Shares intended to be sold shall be paid, together with the Interest, if any, due thereon; and unless such Money so called for, with Interest as aforesaid, shall be paid, every such Sale or Transfer of any Share or Shares shall be void, and such Share or Shares shall be liable to Forfeiture, under the Provisions in this Act contained, in such and the same Manner as if no such Sale or Transfer had been made.

No Share to
be sold after
a Call till the
Money is
paid.

XV. And whereas Cases may happen where Proprietors of One or more Share or Shares in the said Undertaking shall die, become insolvent or bankrupt, or go out of the Kingdom, or shall transfer his, her, or their Share, Right, and Interest to some other Person or Persons, and no Register shall have been made of the Transfer thereof in the Books of the said Company, and it may not be in the Power of the said Company, or any Officer or Person acting for the said Company, to ascertain who is or are the Proprietor or Proprietors of such Share or Shares; be it therefore further enacted, That in all Cases where the Right and Property in One or more Share or Shares in the said Undertaking shall pass from any Proprietor or Proprietors thereof to any other Person or Persons by any other legal Means than by a Transfer or Conveyance thereof in the Form or to the Effect and in manner herein specified, an Affidavit shall be made
and

For ascer-
taining the
Proprietor-
ship of Shares
in certain
Cases.

and sworn to by a credible Person before a Master or Master Extraordinary of His Majesty's High Court of Chancery, or One of His Majesty's Justices of the Peace, stating the Manner in which such Share or Shares hath or have passed to such Person or Persons; and such Affidavit shall be transmitted to the Clerk or principal Clerk of the said Company, to the Intent that the Name of every such Proprietor claiming to be entitled thereto may be entered and registered in the Register Book or List of Subscribers or Proprietors of the said Company; and in all or any of the Cases aforesaid, after Two Days Notice in Writing under the Hand of One of the Directors or of the Clerk or principal Clerk of the said Company shall have been given to the Proprietor or Proprietors or Person or Persons appearing in such Affidavit to be Proprietor or Proprietors of such Share or Shares, or left with some Inmate at his, her, or their usual or last reputed Place of Abode, to pay his, her, or their Proportion of Money payable by virtue of any Call or Calls on any such Share or Shares, and such Person or Persons, his, her, or their Executors, Administrators, Successors, or Assigns, shall not have paid such his, her, or their Proportion as aforesaid, it shall be lawful for the Subscribers or Proprietors in the said Undertaking, at any General or Special General Meeting to be held after the Expiration of such Notice, to declare such Share or Shares to be forfeited, and in such Case the same shall become and be forfeited, and shall and may be sold and disposed of in manner by this Act directed as to any Share or Shares that may become forfeited to the said Company.

The Person whose Name stands first, where Two or more Persons are interested in any Shares, to be deemed the Owner and entitled to vote.

XVI. And be it further enacted, That whenever Two or more Persons shall be jointly possessed of or entitled to any Share or Shares in the said Undertaking, the Person whose Name shall stand first in order in the Books of the said Company as Proprietor of such Share or Shares shall for all the Purposes of this Act be deemed and taken to be the Proprietor of such Share or Shares; and all Notices required to be given to the Proprietor of any Share or Shares in the said Company shall and may be given to or served upon such Person whose Name shall so stand first in order in the Books of the said Company; and such Notice to such Person shall be deemed and taken to be a Notice to all the Proprietors of any such Share or Shares for all the Purposes for which such Notice shall be intended to be given to any Proprietor of such Share or Shares; and such Person whose Name shall stand first in order in the Books of the said Company shall be entitled to give any Vote or Votes to be given in respect of such Share or Shares, and his Vote shall on all Occasions be deemed and allowed to be the Vote for or in respect of the whole Property in such Share or Shares.

Officers of the Company.

XVII. And be it further enacted, That *Matthias Attwood* and *Moses Montefiore* Esquires shall be Presidents of the said Company during their respective Lives, or until they respectively shall resign or become disqualified to hold that Office, or shall be removed therefrom by a Special General Meeting of the Proprietors in manner and for the Causes herein-after mentioned; and they the said *Matthias Attwood* and *Moses Montefiore* and *John Horsley Palmer*, *Moses Mocatta*, *Horatio Joseph Montefiore*, *Charles Perkins*, *William Haseldine*

dine Pepys, Thomas Meux, Thomas Joplin, and Matthias Wolverley Attwood Esquires shall be the present Directors of the said Company, of whom the said *Matthias Attwood* and *Moses Montefiore*, so long as they respectively shall hold the requisite Qualification, and unless removed as aforesaid, shall be perpetual Directors; and *Charles Thomas Pearce* Esquire, and such Two other duly qualified Persons as shall be elected at the First General Court of Proprietors of the said Company which shall be held after the passing of this Act, shall be the present Auditors and Examiners of the Accounts of the said Company; and the said *Matthias Attwood* shall be the present Chairman of the said Company.

XVIII. And be it further enacted, That within Thirty Days after the passing of this Act, or so soon after as conveniently may be, a General Meeting of the Proprietors of Shares in the said Company shall be held at some House or Place in the City of *London*, of which General Meeting Seven Days Notice shall be given once or oftener in Two *London* daily Newspapers, and such General Meeting shall then and there proceed in the Execution of this Act, and shall and may adjourn to and shall assemble at such other Time or Times, and at the same Place or such other Place or Places, as shall be appointed by the Directors; and if on the Day on which such First General Meeting shall be held any One or more of the Directors appointed by this Act shall not possess the Qualification for Directors required by this Act, then and in such Case every Director not possessing such Qualification shall from that Time cease to be a Director of the said Company; and if on the Day on which such General Meeting shall be held there shall not be Ten Directors possessing the Qualification required by this Act, then and in such Case such other Person or Persons duly qualified shall be elected at such Meeting or some Adjournment thereof a Director or Directors of the said Company as shall make up the Number of Directors duly qualified to Ten.

First General Meeting of the Company.

XIX. And be it further enacted, That the said Company shall, on the Second Day of *November* One thousand eight hundred and thirty-three, or on such Day within Fourteen Days after as the Directors shall appoint, and on the Second Day of *May* and the Second Day of *November* in every Year afterwards, or on such Day within Fourteen Days after as the Directors shall appoint, hold a General Meeting of the Proprietors, of which General Meeting Twenty-one Days Notice shall be given in Two or more of the daily *London* Newspapers; and such Meetings shall be styled Half-yearly General Meetings; and Special General Meetings of the said Proprietors, to be called as herein-after provided, shall be styled Special General Meetings; and Meetings of Directors, to be called as herein-after provided, shall be styled Meetings of the Board of Directors.

A General Meeting to be holden half-yearly.

XX. And be it further enacted, That on the Day on which such General Meeting shall be holden in the Month of *May* One thousand eight hundred and thirty-four, and on the Day on which every such General Meeting shall be holden in every Month of *May* in every Year afterwards, Two of the Directors of the said Company, not being Presidents, shall go out of Office, and the Two Directors who are to

Two Directors and One Auditor to go out of Office by Rotation.

go out of Office shall be those or Two of those who shall then for the Time being have been longest in Office, calculating from the Time of their respective Election or last Re-election; and when the Directors who shall have been longest in Office shall be more than Two it shall be determined among them by Lot or otherwise which Two of them shall go out of Office; and at such General Meeting to be holden in the Month of *May* One thousand eight hundred and thirty-four, or some Adjournment thereof, and at every such General Meeting to be holden in every Month of *May* in every Year afterwards, or some Adjournment thereof, Two Proprietors of the said Company duly qualified under this Act shall be elected Directors of the said Company; and on the Day on which such General Meeting shall be holden in the Month of *May* One thousand eight hundred and thirty-four, and on the Day on which every such General Meeting shall be holden in every Month of *May* in every Year afterwards, One of the Persons then being Auditor and Examiner of the Accounts of the said Company shall go out of Office, and the Auditor who is to go out of Office shall be the one who shall then for the Time being have been longest in Office, calculating from the Time of his Election or last Re-election; and when in consequence of the Auditors having been appointed at the same Time more than One Auditor shall have been longest in Office, it shall be determined between or amongst them by Lot or otherwise which of them shall go out of Office; and at such General Meeting of the said Company to be holden in the Month of *May* One thousand eight hundred and thirty-four, or some Adjournment thereof, and at every such General Meeting to be holden in every Month of *May* in every Year afterwards, or some Adjournment thereof, One Proprietor of the said Company qualified under this Act shall be elected an Auditor and Examiner of the Accounts of the said Company: Provided also, that no Person shall be qualified to be elected or to serve or act as a Director or Auditor and Examiner of the Accounts of the said Company, who shall hold any Office or Place under the said Company, or derive any Profit by being concerned or interested in any Contract or Contracts for supplying any Article, Matter, or Thing to the said Company.

Directors and
Auditors may
be re-elected.

XXI. Provided always, and be it further enacted, That all the Persons being Directors of the said Company, and all the Persons being Auditors and Examiners of Accounts of the said Company, who shall go out of Office, shall be eligible immediately or at any Time afterwards to be re-elected into such their respective Offices.

Appointment
of Chairman.

XXII. And be it further enacted, That upon the Death, Resignation, Disqualification, or Removal as aforesaid of the said *Matthias Attwood* as a President of the said Company, the said *Moses Montefiore* shall succeed him as Chairman of the said Company, and shall continue to be the Chairman thereof during so long Time as he shall remain a President of the said Company; and that upon the Death, Disqualification, Resignation, or Removal as aforesaid of both of them the said *Matthias Attwood* and *Moses Montefiore*, and there being thereby no longer any President of the said Company, the Directors for the Time being of the said Company shall with all convenient Speed appoint one of such Directors to be the Chairman, and a
Meeting

Meeting or Board of Directors shall be especially called for that Purpose; and the Chairman so elected shall continue to be the Chairman of the said Company so long as he shall continue a Director thereof, and upon his ceasing to be a Director of the said Company another Director shall from Time to Time be elected to the Office of Chairman in like Manner.

XXIII. And be it further enacted, That if at any Time Twelve or more of the Proprietors of the said Company who shall together be Holders of One hundred Shares at the least in the said Undertaking, and each of whom, except the present Proprietors, shall have been a Proprietor of the said Company for at least Six Months, and who shall have duly paid all such Calls as may have been made in respect of their Shares, shall deem it necessary or expedient to call a Special General Meeting of Proprietors for the Purpose of taking their Opinion and Determination upon any Matter or Thing relating to the said Undertaking, and shall sign a Requisition in Writing to the said Directors for that Purpose, which Requisition shall distinctly specify the Object of such Meeting, and shall leave or cause to be left such Requisition at the House or Office of the said Company in *London*, it shall be lawful for the said Directors and they are hereby required to call a Special General Meeting of the said Proprietors; and in case the said Directors shall refuse or neglect for the Space of Eight Days after the same being so left to comply with such Requisition, then and in such Case it shall be lawful for the Proprietors who shall have signed the same to call a Special General Meeting of the said Proprietors by such Notice as next hereafter mentioned, (that is to say,) by Advertisement in Two or more of the *London* daily Newspapers, or a Circular Letter to be sent to each Proprietor respectively, specifying the Place within the Cities of *London* or *Westminster* where, and the Time, and how and when such Meeting is to be held (not being less than Fourteen Days and not more than Twenty-one Days after such Notice), and the Purposes for which such Meeting is called; and the said Proprietors are hereby authorized to meet pursuant to such Notice, and take into consideration the Matter or Matters to be submitted to them by the Persons calling such Special General Meeting, and specified in such Notice; and the Decision, Determination, and Order of the Proprietors present at such Meeting, or the Majority of them, according to the Number of Votes they shall have a Right to give, respecting such Matter or Matters, shall be as valid and effectual to all Intents and Purposes as if the same had been made at any General Meeting of the said Company under this Act.

Power for Proprietors to call Special General Meetings in certain Cases.

XXIV. And be it further enacted, That it shall be lawful for a Special General Meeting of the said Company called for the Purpose to remove from his Office any President, Director, Auditor, or Trustee of the said Company, for Negligence or Misconduct, or any other reasonable Cause.

A Special General Meeting may be called to remove President, &c.

XXV. And be it further enacted, That no Business shall be transacted at any Special General Meeting of the said Company besides the Business for which it shall have been called, and no other Business

No other Business to be transacted at Special or adjourned General Meetings.

neral Meetings than that for which they are called.

Chairman of the Company to take the Chair at General Meetings.

If Twelve Proprietors be not present, Meeting to be adjourned.

Questions to be decided by the Majority of Votes.

ness shall be transacted at any adjourned General or Special General Meeting than the Business left unfinished at the Meeting from which such Adjournment took place.

XXVI. And be it further enacted, That at all Half-yearly and Special General Meetings of the Proprietors of the said Company the Chairman of the Company for the Time being shall take the Chair if present, and if he shall be absent, then some one of the other Directors of the said Company, the same to be previously chosen and appointed by the Board of Directors; and in case all the said Directors shall be absent, then some one of the said Proprietors to be chosen by the said Meeting.

XXVII. And be it further enacted, That if at any General Meeting or Special General Meeting, or the First Meeting to take place within Thirty Days from the passing of this Act, Twelve Proprietors entitled to vote, and being Holders in their own Rights of Two hundred Shares at the least, shall not assemble and proceed to Business in Two Hours from the Time appointed for such Meeting, or if that Number be not present when the Whole or any Part of the Business to be transacted shall be to be decided upon, the Meeting shall adjourn to the same Day in the following Week, or to some other subsequent Day to be appointed by the said Directors: Provided always, that Notice shall be given of any Adjournment or Adjournments of a General Meeting or Special General Meeting or of the said First Meeting respectively in the Manner directed by this Act for Notices of any Meeting of the said Company.

XXVIII. And be it further enacted, That all Questions at such General Meetings or Special General Meetings shall be decided by a Majority of Votes of the qualified Proprietors present and not declining to vote, according to their respective Shares in the said Undertaking, in manner following; (that is to say,) every Proprietor holding One Share only in the Joint Stock of the said Company shall have One Vote, and holding Two Shares and less than Six Shares in such Joint Stock shall have Two Votes, and holding Six Shares and less than Twenty Shares in the said Joint Stock shall have Three Votes, and holding Twenty Shares and upwards in the said Joint Stock shall have Four Votes; but no Person shall be entitled to vote at any General Meeting or Special General Meeting of the said Company, or at the said First Meeting, or at any Adjournment of any such Meeting, in respect of any Share or Shares which he or she may possess in the said Undertaking, unless he or she shall have actually and *bonâ fide* held and possessed such Share or Shares for the full Space of Six Calendar Months next before such General Meeting or Special General Meeting as aforesaid, nor unless such Person shall have fully paid and satisfied all Arrears of Money which shall or may have become due and payable in pursuance of any Call or Calls made or to be made by the said Directors for and in respect of any such Share or Shares, with Interest if any shall have become due; nor shall any Person vote at any of the said Meetings upon any Question or Questions in which such Person or Persons shall be individually interested other than as a Proprietor or Proprietors of Shares

Shares in the Joint Stock of the said Company; and upon a Difference of Opinion the qualified Proprietors present, or any Twelve of them, being Holders of Twelve Votes at the least, may require the Votes at any General Meeting or Special General Meeting of the said Company to be taken by Ballot; but no Ballot shall be granted unless such Requisition for the same as aforesaid be made in Writing under the Hands of the Parties requiring the same, nor shall any such Ballot be kept open longer than Two Hours; and the Chairman of every such Meeting shall be entitled to vote, and also to have a second or casting Vote in case the Number of Votes, including the Chairman's Vote, shall be equal.

XXIX. And be it further enacted, That all Notices herein directed to be given of any General Meeting or Special General Meeting or Adjournment thereof respectively, and all Notices to be given to the said Proprietors or any of them upon any particular Occasion, and not herein otherwise provided for, shall be given to the said several Proprietors or to each individual Proprietor respectively, either by Circular Letters sent to them by the Post, or by Advertisement to be inserted in Two *London* daily Newspapers; and such Notices when so published shall be deemed and considered the same as if personally served on the said Proprietors.

Notice of Meetings, &c. to be given.

XXX. And be it further enacted, That at every or any such General Meeting, or at every or any such Special General Meeting called for that Purpose, the said Company shall and they are hereby authorized and empowered from Time to Time to make such Rules, Orders, Bye Laws, and Regulations as to them shall seem meet and proper for the good Government of the said Company, and for regulating the Proceedings of the said Directors, and the Duties and Conduct of all Officers, Workmen, and Servants to be employed in and about the Affairs and Business of the said Company, and for the Superintendence and Management of the said Company in all respects whatsoever, and from Time to Time to alter or repeal such Rules, Orders, and Bye Laws, or any of them, and to make other Rules, Orders, and Bye Laws, and to impose and inflict such reasonable Fines and Forfeitures upon all Officers, Workmen, and Servants of the said Company, and other Persons to be employed in and about the Affairs or Business of the said Company, or in the Superintendence and Management of the said Undertaking, not exceeding the Sum of Ten Pounds for any One Offence, as to the said Company at a General Meeting or Special General Meeting shall seem meet and expedient; and all Rules, Orders, and Bye Laws so made as aforesaid, being reduced into Writing and signed by the Chairman at each respective Meeting, shall be binding upon all such Persons, and shall be sufficient in any Court of Law or Equity to justify all Persons who shall act under the same: Provided always, that such Rules, Orders, and Bye Laws be not repugnant to the Laws or Statutes of the United Kingdom of *Great Britain* and *Ireland*; or to any of the express Directions or Provisions of this Act: Provided also, that Copies of all such Rules, Orders, and Bye Laws shall be affixed and continued in the House or Office of the said Company.

General Meetings to make Bye Laws.

Meetings to
declare Divi-
dends.

XXXI. And be it further enacted, That at every Half-yearly General Meeting which shall take place after the passing of this Act, or some Adjournment thereof, a Dividend or Dividends shall be made or declared of the clear Gains and Profits of the said Undertaking, unless such General Meeting shall declare otherwise, and shall be paid within Three Calendar Months after the same respectively shall have been declared; and such Dividend or Dividends shall be at and after the Rate of so much *per Centum* for every Share upon all and every the Sum or Sums of Money paid to the said Company by the Members thereof, their Executors, Administrators, Successors, or Assigns, as such Meeting shall think fit to appoint and determine: Provided always, that no Dividend shall be paid in respect of any Share or Shares after any Call for Money in respect of such Share or Shares shall have become due and payable until such Call and all Arrears shall have been paid, with lawful Interest if any shall become due: Provided also, that no Dividend shall be made whereby the standing Capital of the said Company shall in any degree be reduced or impaired.

Qualifica-
tions of Di-
rectors and
Auditors.

XXXII. And be it further enacted, That after the Day on which the First General Meeting of the said Company shall be held after the passing of this Act, none of the Persons herein-before named as Directors and Auditors of the said Company shall sit or act as Directors or Auditors thereof, or act as Presidents thereof, unless they shall respectively *bonâ fide* hold and possess in his own Right Six Shares at the least of and in the Capital or Joint Stock of the said Company; and no Person, after the passing of this Act, who is not in this Act named as a Director of the said Company, shall be qualified to be elected or to sit or act as a Director of the said Company, who shall not, at the respective Times of his Election, sitting, and acting as such Director, *bonâ fide* hold and be possessed of Twenty Shares at least in his own Right of and in the Capital or Joint Stock of the said Company.

In case of
Death, Re-
signation, or
Want of Qua-
lification of
Directors and
Auditors.

XXXIII. Provided always, and be it further enacted, That so often as it shall happen that any Director or Auditor and Examiner of Accounts of the said Company shall die, resign, or become disqualified to continue in or hold the said Offices or any of them, a Special General Meeting of the said Proprietors shall be convened by the Directors of the said Company for the Time being for the Purpose of electing some One or more Proprietor or Proprietors qualified as aforesaid to fill such Vacancy or Vacancies, and exercise the said Office or Offices, or either of them respectively, for and during such Time and Times as the Person or Persons so dying, having resigned, or become disqualified would have done respectively if no such Vacancy had occurred.

Powers of
Directors.

XXXIV. And be it further enacted, That the said Directors for the Time being shall have full Power and Authority to meet and adjourn from Time to Time and from Place to Place, and to appoint the Time and Place for holding General Meetings, and also to direct, manage, and transact the Affairs and Business of the said Company, as well in issuing, receiving, laying out, and disposing of all Sums of Money to be issued or received, laid out or disposed of, for the Pur-
poses

poses of the same, as in contracting for the building of or purchasing or hiring any Messuages, Lands, Tenements, Hereditaments, Works, Machinery, Apparatus, Engines, Pipes, Coals, and other Materials, Goods, or Chattels, for the Use of the said Company, and in building, repairing, altering, making, and managing any Messuages, Lands, Tenements, and Hereditaments, and directing and employing the Workmen of the said Company, and in selling or disposing of all or any Messuages, Lands, Tenements, Hereditaments, Machinery, Apparatus, Engines, Materials, Goods, and Chattels of the said Company, in such Way or Manner as they shall think fit and expedient, and in making, enforcing, and carrying into effect, and rescinding, compounding, and compromising, all Contracts and Bargains touching or in anywise concerning the same or the Affairs of the said Company, and either prosecuting, carrying on, or defending all or any Actions or Suits and other Proceedings touching the Property or Affairs of the said Company, or compounding or settling the same, and in doing any other Matter or Thing on account of the said Company, subject to such Orders, Bye Laws, Rules, and Regulations as shall at any Time be duly made by the said Company in Restraint, Control, or Regulation of the Powers and Authorities by this Act granted; and the said Directors shall and may appoint any One or more of themselves to superintend or manage any of the Business of or relating to the said Company, and also shall and may appoint a Secretary, Clerks, Solicitors, Bankers, Engineers, Officers, Servants, Workmen, and Tradesmen of the said Company, and from Time to Time dismiss, remove, discharge, or suspend them, any or either of them, as they shall think fit, and shall and may at any Time or Times call any Special General Meeting of the said Company for any Purpose they may think necessary or proper, and shall and they are hereby required to take such Security to the said Company from all or any of the Officers, Servants, or other Person or Persons employed or engaged for or on behalf of the said Company, or in any Place or Situation of Trust or Confidence under the said Company, for the due and faithful Execution of their respective Duties or Trusts, as they shall think necessary, proper, or expedient.

XXXV. And be it further enacted, That the said Directors shall hold their Meetings or Boards at the House or Office of the said Company once in every Month at the least, and at such other Times and Places as they shall from Time to Time think proper; and all Questions, Measures, and Things which shall be proposed, discussed, or considered by the said Directors at any of their Meetings or Boards shall be decided and determined by the Majority in Number then present; and in case of an equal Number of Votes, including the Vote of the Chairman for the Time being, such Chairman shall have the decisive or casting Vote; and if on the Day appointed for any Meeting or Board of the said Directors Three Directors shall not attend, then and in such Case the Meeting shall be adjourned till the next Day, if not a *Saturday* or *Sunday*, and if the next Day shall be a *Saturday* or *Sunday*, then to the *Monday* following, by the Director or Directors then present, or if none be present, then by the Clerk or principal Clerk of the said Company, or such Person as shall attend in his Place; and any One or more of the Directors of the said Com-

Meetings of Board of Directors, and Regulations of their Proceedings.

pany,

pany, or the Clerk or principal Clerk of the said Company by the Direction of any One or more of the said Directors, may at any Time when they or he shall think fit call a Meeting or Board of the Directors by causing a Notice in Writing, signed by One or more Director or Directors, or the Clerk or principal Clerk of the Company, to be sent by the Post or otherwise to the Residence or Address of every other Director, and also renew the Meetings or Boards of the Directors, although they may have been discontinued for Want of Adjournment, or to institute a new Meeting or Board independent of any Meeting or Board appointed by Adjournment; but no Business shall be transacted at any such Meeting or Board unless Three of the said Directors at least shall be present when such Business shall be decided upon; and the Chair shall be taken at every Meeting or Board by the Chairman of the said Company, or in his Absence by the other of the said Presidents, or in the Absence of both, or in case both should decline the same, or in any Case not otherwise provided for, then by one of the said Directors to be chosen out of the Directors present; and the Majority of Directors present at every or any such Meeting or Board shall and may be considered as invested with and exercise all and every the discretionary and other Powers and Authorities hereby given to or vested in, or in pursuance hereof to be given to or vested in, the Directors of the said Company.

Disqualifica-
tion of Di-
rectors on
Nonattend-
ance unless
in the Case
of Illness, or
Leave given
by the Board.

XXXVI. And be it further enacted, That in case any Director of the said Company, save and except either of the above-named Presidents, shall for Six successive Calendar Months, unless prevented by Illness, neglect to attend the Monthly or other Meetings or Boards of the said Directors at the House or Office of the said Company, (without the Consent of the other Directors of the said Company at one of their Monthly or other Meetings or Boards by him obtained,) then every such Person, from and after the Expiration of such Six Calendar Months from the Time of his last Attendance at the Monthly or other Meetings or Boards of the said Directors at their House or Office as aforesaid, shall cease to be a Director of the said Company, and be totally disqualified from acting as and being a Director of the said Company, although the Term for which such Person shall have been appointed to be a Director of the said Company shall not then have elapsed, any Provision, Matter, or Thing in this Act contained to the contrary thereof notwithstanding.

Proceedings
to be entered
in a Book.

XXXVII. And be it further enacted, That all Orders and Proceedings of all and every General or Special General Meeting of the Proprietors, and also all Orders, Resolutions, and Proceedings of the Directors of the said Company, shall be entered in a Book or Books to be kept for that Purpose, and such Orders, Resolutions, and Proceedings shall be signed by the Chairman at each respective Meeting, and shall be deemed and taken to be original Orders and Proceedings, and shall be allowed to be read in Evidence in all Courts and Places whatsoever, and by and before all Judges, Justices, and others.

Power to bor-
row Money

XXXVIII. And be it further enacted, That it shall be lawful for the said Directors, at any Time or Times hereafter, by and with
the

the Consent and Authority of a Special General Meeting of the Proprietors of the said Company duly called for that Purpose in manner herein-before mentioned, but not otherwise, to borrow and raise, at any lawful Rate of Interest whatsoever, any Sum or Sums of Money whatsoever, not exceeding in the whole the Sum of Fifty thousand Pounds, for the Purposes of the said Undertaking or Company, or any of them, and for the Purpose of securing the Repayment of the Sum or Sums of Money so to be raised, with Interest thereon, to charge either the Whole or any Part or Parts of the Property which shall then or at any Time or Times thereafter be of or belonging or due or owing to the said Company with such Sum or Sums of Money, and Interest thereon, and to sign, issue, and deliver to the Person or Persons advancing such Monies any Debentures or Debenture under the Hands of any Three or more of such Directors, and which Debentures shall be transferable by Indorsement in the same Manner as Bills of Exchange, or in any other Manner whatsoever; and the Interest to become due upon such Sum and Sums of Money, and also the Principal Sum or Sums when due, in case and when the same Principal Sum or Sums shall be demanded, shall be from Time to Time paid to the Holders or Holder of such Debentures or Debenture in preference to any such Dividend as aforesaid which shall be made or declared subsequently to the same becoming due; and which Debentures may be in the Form or to the Effect following; that is to say,

WE, the undersigned of the Directors of the Imperial Continental Gas Association, in pursuance of a Resolution of a Special General Meeting of the Proprietors of the said Association made on the Day of and in consideration of paid by of for the Use of the said Company, the due Receipt whereof is hereby acknowledged, do hereby charge the present and future Property of the said Company [*or specifying the particular Property charged, as the Case may be,*] with the Sum of Sterling, to be paid to the said his Executors, Administrators, or Assigns, on the Day of with Interest for the same at per Centum per Annum, to be paid half-yearly on the Day of and the Day of in every Year, until Payment of the said Sum of . In witness whereof we have hereunto set our Hands this Day of .

Form of Debenture.

XXXIX. Provided always, and be it further enacted, That no Person who may lend or advance Money upon any such Debenture as aforesaid, nor any Assignee, Transferee, or Holder of any such Debenture, shall be bound to inquire whether any Special General Meeting of the Proprietors of the said Company shall have been held for the Purpose of consenting to and authorizing the raising of the Money expressed in such Debenture to be advanced on the Security thereof; and every such Debenture shall be good and binding upon the said Company and the Property thereof, or such Part thereof as shall be expressed in such Debenture, notwithstanding no such Special

Debentures to be good, notwithstanding Irregularity in calling Meeting.

General Meeting shall have been held in pursuance and by virtue of this Act, and notwithstanding any Irregularity in the Mode of calling such Meeting or the holding thereof.

Power for
Directors to
execute
Power of
Attorney to
recover Fo-
reign Debts.

XL. And be it further enacted, That it shall be lawful for any Three or more of such Directors, in pursuance of any Resolution of a Meeting or Board of Directors previously made or entered into for that Purpose, from Time to Time to sign or seal or in any Manner execute Powers of Attorney or other Instruments, thereby empowering any Person or Persons whomsoever to apply for, recover, and receive, and to commence, institute, and carry on Actions, Suits, and Proceedings in or before any Court or Courts, Tribunal or Tribunals, in any Foreign Country or Countries, for the Purpose of recovering or compelling Payment or Delivery of any Sum or Sums of Money, Property, or Effects now or hereafter to be belonging, due, or owing to the said Company, or any Person or Persons on behalf thereof, from or by any Person or Persons whomsoever, and to act in all or any Matters in relation to the said Company, or the Concerns and Effects thereof, or any of them, with all or any such Powers and Authorities, either general or special, as may be necessary or expedient; which said Powers of Attorney and Instruments, and all Matters and Things done by virtue thereof, shall be binding on the said Company and the Property thereof to all Intents and Purposes whatsoever.

Provisions of
the Act to
extend to all
the Partners.

XLI. And be it further enacted, That the Provisions contained in this Act shall extend and be construed to extend to the said Company, Association, or Partnership called "The Imperial Continental Gas Association" at all Times during the Continuance of the same, whether the same from Time to Time hath been or be now or shall be hereafter composed of all or some of the Persons who were the original Proprietors or Partners thereof, or of all or some of those Persons together with some other Persons, or shall be composed altogether of Persons who were not original Proprietors or Partners of the same.

Act not to
prejudice the
Rights of the
Proprietors
under their
Partnership
Deed.

XLII. Provided always, and be it further enacted, That nothing Act contained shall extend to alter, vary, or prejudice the Powers, Rights, and Privileges of the several Persons now constituting or who may from Time to Time constitute the said Company under and by virtue of their Co-partnership Deed, or any Rules or Regulations duly made by any General Meeting of Proprietors in pursuance of the said Deed and the Powers therein contained, and in particular the Proprietors for the Time being shall and may use and exercise all such Powers as are provided by the said Deed for altering, varying, and making new Rules and Regulations, or for dissolving the said Company, any thing herein contained to the contrary thereof in anywise notwithstanding.

Company not
incorporated
by this Act.

XLIII. Provided always, and be it further enacted, That nothing herein contained shall extend, or be deemed, construed, or taken to extend, to incorporate the said Company.

XLIV. And

XLIV. And be it further enacted, That all the Costs, Charges, and Expences attending the applying for, obtaining, and passing of this Act shall in the first place be paid and discharged out of the Funds of the said Company. Expences of Act how to be paid.

XLV. And be it further enacted, That this Act shall be deemed and taken to be a Public Act, and shall be judicially taken notice of as such by all Judges, Justices, and others. Public Act.

LONDON: Printed by GEORGE EYRE and ANDREW SPOTTISWOODE,
Printers to the King's most Excellent Majesty. 1833.

