



Railways Clauses Act 1863

1863 CHAPTER 92

PART V

AMALGAMATION

36 Application of Part V.

This Part of this Act shall apply where Two or more Railway Companies, respectively incorporated either before or after the passing of this Act, are amalgamated by a Special Act hereafter passed and incorporating this Part of this Act.

37 Definition of Cases of Amalgamation.

For the Purposes of this Part of this Act, Companies shall be deemed amalgamated by a special Act, in either of the following-Cases :

- (1) Where by the Special Act, Two or more Companies are dissolved, and the Members thereof respectively are united into and incorporated as a new Company :
- (2) Where by the Special Act a Company or Companies is or are dissolved, and the Undertaking or Undertakings of the dissolved Company or Companies is or are transferred to another existing Company, with or without a Change in the Name of that Company :

And in this Part of this Act, such Special Act is referred to as the amalgamating Act ; the Company incorporated or continued by or under the amalgamating Act is referred to as the amalgamated Company ; and the Time prescribed in the amalgamating Act for the Amalgamation taking effect, and if no Time is prescribed, then the Time of the passing of the amalgamating Act, is referred to as the Time of Amalgamation.

38 Undertakings of dissolved Companies vested in amalgamated Company.

In every Case of Amalgamation, the Undertaking, Railways, Harbours, Navigations, Ferries, Wharfs, Canals, Works, Real and Personal Property, Powers, Authorities, Privileges, Exemptions, Rights of Action and Suit, and all other the Rights and

Interests of the dissolved Company, shall, subject to the Contracts, Obligations, Debts, and Liabilities of that Company, become at the Time of Amalgamation, and by virtue of the amalgamating Act, vested in the amalgamated Company, and may and shall be held, used, exercised, and enjoyed by the amalgamated Company in the same Manner and to the same Extent as the same respectively at the Time of Amalgamation are, or if the amalgamating Act were not passed might be, held, used, exercised, and enjoyed by the dissolved Company.

39 Acts relating to dissolved Companies to apply to amalgamated Company.

The Special Acts relating to or affecting the dissolved Company or their Undertaking in force at the passing of the amalgamating Act, shall, except so far as they are thereby expressed to be varied or repealed, remain in full Force ; and all Rights and Powers thereby conferred on and vested in the dissolved Company in relation to their Undertaking may be enjoyed and exercised by the amalgamated Company in relation to the dissolved Undertaking ; and all Matters to be done, continued, or completed, or which but for the Amalgamation would, might, or could be done, continued, or completed, by the dissolved Company, or their Directors, Officers or Servants, under or by virtue of those Acts, shall or may be done, continued, or completed by the amalgamated Company, and their Directors, Officers, and Servants, as the Case may be ; and every Special Act, so far as it relates to or affects the dissolved Company or their Undertaking, shall be read and construed as if the Name of the amalgamated Company had been used therein in relation to that Undertaking instead of the Name of the dissolved Company.

40 Saving Debts and Claims of dissolved Companies.

Except as may be otherwise provided in the Special Act, all Debts and Money due from or to the dissolved Company, or any Persons on their Behalf, shall be payable and paid by or to the amalgamated Company ; and all Tolls, Rates, Duties, and Money due or payable by virtue of any Act relating to the dissolved Company from or to that Company shall be due and payable from or to the amalgamated Company, and shall be recoverable from or by the amalgamated Company by the same Ways and Means, and subject to the same Conditions, as the same would or might have been recoverable from or by the dissolved Company if the amalgamating Act had not been passed.

41 Saving Conveyances, Contracts, &c.

All Deeds, Conveyances, Grants, Assignments, Leases, Purchases, Sales, Mortgages, Bonds, Covenants, Agreements, Contracts, and Securities which before the Amalgamation have been executed, made, or entered into by, with, to or in relation to the dissolved Company, or the Directors thereof, and which are in force at the Time of Amalgamation, and all Obligations and Liabilities which before the Amalgamation have been incurred by or to, or which but for" the Amalgamation might or would have arisen in relation to, the dissolved Company or the Directors thereof, shall be as valid and of as full Force and Effect in favour of, against, or in relation to the amalgamated Company as if the same had been executed, made, or entered into by, with, or to, or in relation to, or had been incurred by or to or had arisen in relation to, the amalgamated Company by Name.

42 Causes and Rights of Action reserved.

All Causes and Rights of Action or Suit accrued before the "Time of Amalgamation, and then in any Manner enforceable by, for, or against the dissolved Company, shall be and remain as good, valid, and effectual for or against the amalgamated Company as they would or might have been for or against the dissolved Company affected thereby, if the amalgamating Act had not been passed.

43 Actions not to abate.

Nothing in the amalgamating Act or in this Part of this Act shall cause the Abatement, Discontinuance, or Determination of or in anywise prejudicially affect any Action, Suit, or other Proceeding at Law or in Equity commenced by or against the dissolved Company, either solely or jointly with any other Company or with any Person, before the Time of Amalgamation, and then pending ; but the same may be continued, prosecuted, or enforced by or against the amalgamated Company, either solely or, as the Case may require, jointly with such other Company or with such Person ; and all Persons committing Offences against any of the Provisions of any Special Act relating to the dissolved Company before the Amalgamation may be prosecuted, and all Penalties incurred by reason of such Offences may be sued for and recovered, in like Manner in all respects as if the amalgamating Act had not been passed,—the amalgamated Company being in respect of all such Matters considered as identical with the dissolved Company.

44 Saving Submissions and Awards relating to dissolved Companies.

No Submission to Arbitration of any Matter in dispute between the dissolved Company and any other Company or any Person, under which any Reference is pending and incomplete at the Time of Amalgamation, and no Award theretofore made and then remaining in force, shall be revoked or prejudicially affected by anything in the amalgamating Act or in this Part of this Act contained ; but every such Submission and Award shall be as valid and effectual for or against the amalgamated Company as it would have been for or against the dissolved Company.

45 Unexecuted Works of dissolved Companies may be completed.

All Works which the dissolved Company is at the Time of Amalgamation authorized or bound to execute and complete, and which are not then executed or completed, may or shall (as the Case may require) be executed or completed by the amalgamated Company, and for that Purpose the amalgamated Company shall have and be subject to all the Powers, Rights, and Conditions which were conferred or imposed upon the dissolved Company, and which; but for the passing of the amalgamating Act might have been exercised by or enforced against the dissolved Company.

46 Contracts for Land entered into by dissolved Companies to be executed.

Where the dissolved Company has under any Special Act entered into any Contract for the Purchase of or taken or used any Lands, which at the Time of Amalgamation have not been effectually conveyed to the dissolved Company, or the Purchase Money in respect of which has not been duly paid by the dissolved Company,—then and in every such Case the Contract, if in force at the Time of Amalgamation, shall thereafter be completed by, and such Lands shall be conveyed to, the amalgamated Company, or as

the amalgamated Company directs, and the Purchase Money shall be paid and applied pursuant to the Special Acts relating to the dissolved Company ; and those Acts shall, in relation to the Completion of the Contract and the Purchase and Conveyance of the Lands, and the Payment and Application of the Purchase Money in respect thereof, be read and construed as if the amalgamated Company were the Company named in the Acts and Contract.

47 Application of Money paid into Bank or to Trustees.

Where any Money has, before the Time of Amalgamation, been paid by the dissolved Company, or is thereafter paid by the amalgamated Company under any Special Act relating to the dissolved Company, into the Bank of *England*, or into One of the incorporated or chartered Banks in *Scotland*, or into the Bank of *Ireland*, or to any Trustee or Trustees, on account of the Purchase of any Lands, or any Interest therein, or for any Compensation or Satisfaction, or on any other Account, such Money, or the Stocks, Funds, or Securities in or upon which the same then is or thereafter may be invested by Order of any Court, or otherwise, and the Interest, Dividends, and annual Produce thereof, shall be applied and disposed of pursuant to such Special Act ; and that and every other Act shall, in relation to such Money, Stocks, Funds, or Securities, or the Interest, Dividends, or annual Produce thereof, be read and construed as if the amalgamated Company were the Company therein named with reference to the same Money, Stocks, Funds, Securities, Interest, Dividends, or annual Produce.

48 Officers of dissolved Companies to be accountable for Books, &c.

All Officers and Persons who, at the Time of Amalgamation, have in their Possession or under their Control any Books, Documents, Papers, or Effects belonging to the dissolved Company, or to which the dissolved Company would but for such Dissolution have been entitled, shall be liable to account for and deliver up the same to the amalgamated Company, or to such Persons as the amalgamated Company may appoint to receive the same, in the same Manner, and, subject to the same Consequences on Refusal or Neglect, as if such Officers and, Persons had been appointed by and become possessed of such Books, Documents, Papers, or Effects for the amalgamated Company.

49 Officers of dissolved Companies to be Officers of amalgamated Company.

All Clerks, Officers, and Servants who at the Time of Amalgamation are in the Employment of the dissolved Company shall thereupon become Clerks, Officers, or Servants, as the Case may be, of the amalgamated Company, with the same Rights, and subject to the same Obligations and Incidents in respect of such Employment as they would have had or been subject to as the Clerks, Officers, or Servants of the dissolved Company, and shall so continue unless and until they respectively are duly removed from such Employment by the amalgamated Company, or until the Terms of their Employment are duly altered by the amalgamated Company.

50 Books, &c. to be Evidence.

All Books and Documents which would have been Evidence in respect of any Matter for or against the dissolved Company shall be admitted as Evidence in respect of the same or the like Matter for or against the amalgamated Company.

51 Resolutions of dissolved Companies to remain in force.

All Resolutions of any General Meeting or Board of Directors of the dissolved Company, or of any duly constituted and authorized Committee thereof, so far as the same, are applicable and remain in force, shall, notwithstanding the Dissolution, continue to be operative, and shall apply to the amalgamated Company, and to the Directors, Officers, and Servants of the amalgamated Company, until duly revoked or altered by the amalgamated Company or under their Authority.

52 Payment of Calls.

All Calls made by the dissolved Company, and not paid at the Time of Amalgamation, shall be payable to and may be enforced by the amalgamated Company, as if such Calls had been made by the amalgamated Company.

53 Registers, Books, and Certificates relating to dissolved Companies to subsist until replaced.

All Registers of Shares, Stock, Mortgages, and Bonds of the dissolved Company, and all Registers of Transfers thereof respectively, and all Shareholders and Stockholders Address Books, and all Certificates of Shares or Stock of and in the dissolved Company, which are valid and subsisting at the Time of Amalgamation, shall continue to be valid and subsisting, and shall have the same Operation' and Effect as before the Dissolution, unless and until new or altered Registers, Books, and Certificates respectively are substituted in their Stead ; and all Transfers, Sales, or Dispositions of Stock or Shares made before the Dissolution and not then completed shall have the same Operation and Effect as if made after the Dissolution.

54 Byelaws to remain in force.

All the Byelaws, Rules, and Regulations of the dissolved Company relating to the Management, Use, or Control of their Undertaking shall, notwithstanding the Dissolution, continue to be in force and applicable to and in respect of the Undertaking, and shall and may be enforced by and available to the amalgamated Company in their own Name, as well for the Recovery of Penalties as for all other Purposes, as if the same respectively had been originally made by the amalgamated Company, until the Expiration of Twelve Months after the Time of Amalgamation, or until other Byelaws, Rules, and Regulations are duly made by the amalgamated Company in their Stead, whichever first happens.

55 General Saving of Rights and Claims.

Notwithstanding the Dissolution of the dissolved Company, and the Amalgamation, everything before the Time of Amalgamation done, suffered, and confirmed respectively, under or by virtue of any Special Act relating to the dissolved Company, shall be as valid as if the amalgamating Act had not been passed ; and the Dissolution and Amalgamation, and the amalgamating Act, and this Part of this Act, respectively, shall accordingly be subject and without Prejudice to everything so done, suffered, and confirmed respectively, and to all Rights, Liabilities, Claims, and Demands, present or future, which if the Dissolution and Amalgamation had not taken place, and the amalgamating Act had not been passed," would be incident to or consequent on anything so done, suffered, and confirmed respectively; and with respect to all Things

Status: This is the original version (as it was originally enacted).

so done, suffered, and confirmed respectively, and to all such Rights, Liabilities, Claims, and Demands, the amalgamated Company shall to all Intents represent the dissolved Company ; and the Generality of this present Provision shall not be deemed to be restricted by any other of the Provisions of this Part of this Act, or by any Provision of the amalgamating Act that does not expressly refer to this present Provision, and expressly restrict the Operation thereof.