ANNO VICESIMO OCTAVO

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Cap. xcviii.

An Act for a Joint Station at *Bristol* for the *Great Western*, *Bristol and Exeter*, and *Midland* Railway Companies; and for other Purposes.

[19th *June* 1865.]

WHEREAS the *Great Western* Railway Company (in this Act called the *Great Western* Company) and the *Bristol and Exeter* Railway Company (in this Act called the *Exeter* Company) have Stations at *Bristol* for the Traffic of their respective Railways: And whereas the *Midland* Railway Company now use the Passenger Station at *Bristol* of the *Great Western* Company under Arrangements with that Company: And whereas by "The *Midland* Railway (*Bristol* Lines) Act, 1863," the *Midland* Railway Company (in this Act called the *Midland* Company) are authorized to make a Railway to connect the *Bristol and Birmingham* Line of their Railway with the *Bristol and Exeter* Railway in the City of *Bristol;* and by the same Act (Section Twenty-seven) Powers are given to the *Exeter* Company and *Midland* Company to enter into Agreements for the laying down of Rails on the Narrow Gauge, and for the User by the *Midland* Company of a Part of the Railway and Station at *Bristol* of the *Exeter* Company: And whereas it would be beneficial to the Public and to the Three Companies before mentioned

tioned if a Station at *Bristol* were provided for the Accommodation of the Passenger and other Traffic of the Three Companies, and it is expedient that Powers should be given to the Three Companies for the Adaptation of the existing Stations at *Bristol* of the *Great Western* Company and *Exeter* Company, and any Lands near or adjoining thereto, for the Purposes of a Joint Station for the Three Companies, and that Provision be made for the Use and Management of it: And whereas it is expedient that the Companies should be empowered to raise further Sums of Money for the Purposes of such Joint Station: And whereas the Objects 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:

Short Title.

1. This Act may be cited as "The *Bristol* Joint Station Act, 1865."

Interpretation of Terms.

2. In this Act the following Words and Expressions have the Meanings hereby assigned, unless there be something in the Subject or Context repugnant to or inconsistent with such Construction; (that is to say,)

The Expression "the Three Companies" means the *Great Western* Railway Company, the *Bristol and Exeter* Railway Company, and the *Midland* Railway Company:

The Expression "the Joint Station" includes the Lands to be devoted for the Purposes of the Joint Station and Works, and also the Lines of Railway thereon and therein, Platforms, Sidings, Turntables, Buildings, Booking and other Offices, Sheds, Watering Places, Signals, Approaches, Works, and Conveniences.

Agreements between the Three Companies.

3. The Three Companies may enter into and carry into effect and from Time to Time alter and vary Agreements for all or any of the following Purposes; (that is to say,)

The Settlement of a Plan for the Joint Station, and the Appropriation and User of any of the Lands, Stations, Buildings, and Works of the Three Companies, or any of them, for the Purposes of the Joint Station:

The Adaptation, Alteration, and Rearrangement of the existing Stations, Lines of Railway, Works, and Lands belonging to or hereafter made or acquired by the Three Companies, or any of them, for the Purposes of the Joint Station, and the Alteration, Removal, or Erection of any Station Buildings and Offices, and the Approaches thereto:

The Execution of any of the Works by the Three Companies or any of them:

The User of the Joint Station by the Three Companies, and the Appropriation to and separate User by any of them of any Portion of the Joint Station:

The Repair and Maintenance of the Joint Station, and the Payment of the Rates, Taxes, and Charges thereon:

The Use, Working, Management, and Control of the Joint Station, or any Part thereof, by the Three Companies jointly, or by any of them separately:

The Payments to be made by One or more of the Companies to the other or others of them in respect of the Lands and Property acquired or used for the Purposes of the Joint Station, and of the Expenses of the Adaptation or Alteration of Works and Buildings, and Management of the Joint Station, and the Payments to be made by each Company to a common Fund for the Purposes of the Agreement:

The Appointment of a Joint Committee for the Purposes of this Act, subject to the Provisions of this Act:

The Expenses of maintaining, using, and working the Joint Station, and the Expenses of the Joint Committee, and the Sums to be paid by the Three Companies, either by fixed Payments or Proportions, or in accordance with the Amount of Traffic of the respective Companies or otherwise:

Any other Matter incidental or accessory to the Formation of the Joint Station and its User.

Agreement under Seal.

4. The Agreement shall be under the Common Seals of the Three Companies respectively, and the Execution of the Agreement under the Common Seals of the Three Companies is in this Act referred to as the Completion of the Agreement, and the Agreement so executed is in this Act referred to as the Agreement.

Appointment of Joint Committee.

5. Upon the Completion of the Agreement the Directors of the *Great Western* Company, by Writing under the Hand of the Chairman or Secretary of that Company, shall appoint Two Persons, the Directors of the *Exeter* Company, by Writing under the Hand of the Chairman or Secretary of that Company, shall appoint Two Persons, and the Directors of the *Midland* Company, by Writing under the Hand of the Chairman or Secretary of that Company, shall appoint Two Persons, and the Six Persons so appointed shall form a Committee, to be called the *Bristol* Joint Station Committee, and such Committee is in this Act referred to as the Committee.

As to Vacancies in Committee.

6. The Three Companies respectively may from Time to Time in like Manner at their Pleasure remove all or any of the Members of the Committee so appointed by themselves respectively, and may in like Manner respectively fill up Vacancies occurring among such Members by Removal, Death, or Resignation.

7. Any

Validity of Acts of Committee.

7. Any Act of the Committee shall not be invalidated or questioned by or by reason of any Informality in the Appointment of any Member thereof, or by any Omission to supply any Vacancy therein.

Officers of Joint Committee.

8. The Committee from Time to Time may appoint and remove a Secretary and such Clerks and Servants as may be necessary for the Conduct of the Business of the Committee and of the Traffic of the Joint Station.

Proceedings of Committee.

9. The Proceedings of the Committee shall be regulated by the following Provisions:

1. The Committee shall hold their Meetings at *Bristol*, or at such other Place as they from Time to Time determine:
2. Three Members of the Committee shall constitute a Quorum:
3. The Chairman of Meetings shall be alternately selected from the Members representing the Three Companies respectively, unless it is otherwise unanimously agreed on at any Meeting for that Meeting; and the Chairman shall in all Cases have One Vote, and no more:
4. The first Business transacted at each Meeting shall be the Election of a Chairman:
5. The Resolutions of each Meeting shall be determined by a Majority of the Members present; but if on any Question there is an Equality of Votes, or in case the Representative or Representatives present of any One Company shall require it, or if there be no Representative of One of the Companies present, and the Directors of that One of the Companies shall so require it, then every such Question shall, within Fourteen Days after the Meeting, be referred to the Directors of the Three Companies, and if those Directors do not, within Thirty Days after the Question is referred to them, agree thereon, then the same shall stand referred to the Standing Arbitrator appointed as hereinafter provided.

Accounts of Committee.

10. The Secretary of the Committee shall cause proper Books of Account to be kept containing accurate Statements of all Receipts and Expenditure in any way relating to the Joint Station, as well as Books in which shall be entered the Minutes of all Proceedings at every Meeting of the Committee; and such Books of Account and Minute Books, and all other Books, Papers, Writings, or Accounts of the Committee, shall at all Times be open to the Inspection of any of the Directors and of the Secretaries and Traffic Managers of the Three Companies respectively, and such Directors, Secretaries, and Managers respectively shall have Power to take such Copies thereof or Extracts therefrom as they may think fit, without making any Payment for the same.

11. Within

Appointment of Standing Arbitrator.

11. Within Two Months after the Completion of the Agreement, and on or within a Month after each succeeding Thirty-first Day of *October*, the Directors of the Three Companies shall, by Writing under the respective Common Seals of the Companies, appoint a Standing Arbitrator, and fix the Remuneration to be paid to him, and in case they fail to do so a Standing Arbitrator shall, within Three Months after the Completion of the Agreement, or, as the Case may be, after the Month of *November* next following such Failure, be from Time to Time, on the Application of any of the Three Companies, appointed by the Board of Trade by Writing under the Hand of their Secretary; and the Board of Trade shall fix the Remuneration to be paid to the Arbitrator appointed by them, which Remuneration shall be paid by the Committee out of the Common Fund.

Removal of Standing Arbitrator.

12. Any such Standing Arbitrator may be removed from his Office by the Directors of the Three Companies concurrently by Writing under the respective Common Seals of the Three Companies, or by the Board of Trade by Writing under the Hand of the Secretary to the Board on the Representation of any of the Companies.

Appointment of Standing Arbitrator on casual Vacancy.

13. If any such Standing Arbitrator during his Year of Office dies or resigns or is removed from Office, the Directors of the Three Companies shall, in manner aforesaid, within One Month after Notice of such Death or Resignation, or after such Removal, appoint another Standing Arbitrator in his Place, and in default a Standing Arbitrator shall be appointed by the Board of Trade in manner aforesaid.

Duration of Office of Standing Arbitrator appointed on casual Vacancy.

14. Every Standing Arbitrator appointed to supply a Vacancy occurring in the Interval between the annual Periods of Appointment shall continue in Office so long only as the Person in whose Place he is appointed would have been entitled to remain in Office.

Review of previous Decisions.

15. The Standing Arbitrator for the Time being shall, on the Request of the Directors of any of the Companies, review any previous Decision of any such Arbitrator or of the Committee, but any Alteration of any such Decision shall have a prospective Operation only, and shall not affect anything done or suffered under the Decision reviewed.

Powers of Committee as to Joint Station.

16. The Committee shall carry into effect the Agreement between the Three Companies with reference to the Joint Station, and shall have all such Control over the Adaptation, Alteration, and Rearrangement of the existing Stations, Buildings, Offices, Lines of Rails, Approaches, Works, and Conveniences as may be delegated to them by the Agreement, and for the Purposes thereof may execute such Works, and erect such Buildings, and enter into such Contracts,

on behalf of the Three Companies, as may be necessary and proper, and may do and perform any other Matter or Thing for giving effect to the Agreement.

As to Powers of Midland Company under Act of 1863.

17. The *Midland* Company may, by the Agreement, delegate to the Committee the Execution of all or any Part of the Works authorized by "The *Midland* Railway (*Bristol* Line) Act, 1863," and the Committee may for such Purpose exercise all or any of the Powers of the *Midland* Company under such Act so delegated, whether with reference to the Purchase of Lands or the Execution of Works, or otherwise, and shall be subject to the same Restrictions and Provisions as if the Committee had been named in such Act instead of the *Midland* Company; and the Twenty-sixth Section of the said Act shall not be in force if any such Agreement be made.

Committee to have Control of Joint Station.

18. The Committee shall have all such Powers as may be by the Agreement vested in them for the general Management, Regulation, and Control of all such Parts of the Joint Station as are not appropriated by the Agreement to the separate Use of any of the Companies, the Maintenance and Repair of the Joint Station, and the Appointment, Remuneration, and Removal of the Officers, Clerks, and Servants necessary for such joint Use, and the making of Bye-laws, Rules, and Regulations for the Control of the same, and for the Regulation of the Joint Station: Provided always, that it shall be lawful for the Three Companies respectively to appoint, control, and remove the Booking Clerks and Servants necessary for the particular Purposes of the Traffic of the respective Companies.

Recovery of Expenses from Companies.

19. The Three Companies respectively shall, upon Demand, pay to the Committee the Amounts declared from Time to Time by the Committee or by the Standing Arbitrator to be due from them respectively, and in default of Payment such Amounts may be recovered from the Three Companies respectively, or any of them, as the Case may require, by Action of Debt at the Suit of the Committee or of any of the Three Companies, and in any such Action it shall be sufficient to aver that the Amount claimed has been declared by the Committee or Arbitrator to be due from the Company sued, and has been paid or is payable, as the Case may be, by the Committee, and the Production of the Minute Books of the Committee containing such Declaration shall be sufficient Evidence of the Declaration and Amount.

Power to apply existing Funds.

20. The Three Companies respectively from Time to Time may apply for or towards any of the Purposes of this Act any Sums of Money which they have already raised or are authorized to raise by

by any of their Acts, and which are not required for the Purposes to which they are by those Acts respectively made specially applicable.

Power to Three Companies to raise additional Capital.

21. The Three Companies respectively may raise for the Purposes of this Act, by the Creation and Issue of new Ordinary Shares or Stock, or new Preference Shares or Stock, at the Option of the respective Company, such Amount of Capital as they think fit, not exceeding the Amount which by the Agreement may be the Contribution and Proportion payable by the respective Company for the Construction and Adaptation of the Joint Station: Provided always, that the total Sum to be raised by the Companies collectively under the Powers of this Act shall not exceed One hundred and fifty thousand Pounds.

Incorporation of Parts of Companies Clauses Acts.

22. The Clauses and Provisions of "The Companies Clauses Consolidation Act, 1845,"—

With respect to the Distribution of the Capital of the Company into Shares;

And Part I. of "The Companies Clauses Act, 1863," shall be incorporated with this Act, and shall apply to all Shares and Stock created, and to Mortgages granted, and Money borrowed under the Powers of this Act by the *Great Western* Company and the *Exeter* Company respectively; and the Clauses and Provisions of "The Companies Clauses Consolidation Act, 1845,"—

With respect to the Transfer or Transmission of Shares;

With respect to the Payment of Subscriptions and the Means of enforcing the Payment of Calls;

With respect to the Forfeiture of Shares for Nonpayment of Calls;

With respect to the Remedies of Creditors of the Company against the Shareholders;

With respect to the borrowing of Money by the Company on Mortgage or Bond;

With respect to the Conversion of the borrowed Money into Capital;

With respect to the Consolidation of the Shares into Stock; and

With respect to the Provision to be made for affording Access to the Special Act by all Parties interested;

And Part II. of "The Companies Clauses Act, 1863," shall be incorporated with this Act, and shall apply to all Shares and Stock created, and to Mortgages granted, and Money borrowed under the Powers of this Act by the Three Companies respectively.

Restrictions as to Issue of Shares.

23. It shall not be lawful for the Three Companies respectively to issue any Share or Stock created under the Authority of this Act, nor shall any such Share or Stock vest in the Person accepting the same,

same, unless and until a Sum not being less than One Fifth Part of the Amount of such Share or Stock is paid up in respect thereof.

Power to restrict Right of voting in respect of new Preference Shares.

24. The Three Companies respectively may, on the Creation and Issue of any Preference Shares or Stock under the Powers of this Act, make such Restrictions upon the Right of voting in respect of, or Qualifications conferred by, such Preference Shares or Stock as they think fit.

As to Amount and Issue of new Shares by the Midland Railway Company.

25. If at the Time of the Creation of new Shares by the *Midland* Company under this Act the then existing Ordinary Consolidated Stock in that Company be at a Premium, or of greater actual Value (according to the Market Price thereof in the City of *London*) than the nominal Value thereof, such new Shares shall be of such Amounts (not other than an integral Number of Pounds Sterling *per* Share) as will allow the same to be conveniently apportioned among the then Holders of all Shares or Stock in the *Midland* Company (other than and except Shares or Stock to which any guaranteed or preferential Dividend of a fixed Amount, without further Participation in the Profits of the same Company, shall have been assigned,) in proportion to the Number of Shares or Amount of Stock held by them respectively, and such new Shares may be either of One Class or of different Classes, and the Directors of the *Midland* Company may from Time to Time (but subject to the Provisions of this Act) fix the Amounts and Times of Payment of the Calls on the new Shares created under the Powers of this Act; and every Holder of Shares or Stock in the *Midland* Company at the Time of such Creation as aforesaid, other than and except as aforesaid, shall in such Proportion as aforesaid be entitled to an Allotment of the new Shares according to the Provisions of this Act; and no Holder of any Shares or Stock entitled to a fixed Amount of Dividend without further Participation in the Profits of the *Midland* Company shall be entitled to any Apportionment of any such new Shares.

Shares of same Class to have like Privileges.

26. All Shares of the same Class created by the *Midland* Company under this Act shall confer like Privileges, and shall bear like Dividends or Interest, and be subject to like Restrictions (if any).

Vesting or other Disposition of new Shares.

27. All new Shares created by the *Midland* Company under this Act shall vest in and belong to the then Shareholders in that Company who shall accept the same, and pay the First Instalment thereon to the Amount and at the Time which shall be fixed by the Directors and specified in the Letter offering the new Shares; and if any such Shareholder for One Month after such Offer of new Shares fail to accept the same, and pay the First Instalment called for in respect thereof, then the *Midland* Company may authorize the Directors to dispose

dispose of the same in such Manner as they may deem most for the Advantage of that Company.

Qualification of new Shares.

28. Except as by or under the Powers of this Act otherwise provided, all new Shares issued by the *Midland* Company under the Powers of this Act shall, in proportion to the aggregate Amount from Time to Time paid up on the new Shares held by the same Person at the same Time, entitle the respective Holders thereof to the same Dividends and Profits, and confer on them the like Qualifications and the like Rights of voting, as the like Amount paid up on existing Shares or Stock of the same Company (other than and except as aforesaid): Provided always, that, unless otherwise determined by the Meeting sanctioning the new Shares, no Person shall be entitled to vote in respect of any of the new Shares to which a fixed or preferential Dividend or other special Advantages shall be assigned.

Power to raise Capital under any other Act of this Session and this Act by new Shares of One Class.

29. If by any other Act passed in the present Session of Parliament, whether before or after the passing of this Act, the Three Companies, or any or either of them, be authorized to raise any Capital by new Shares, then, subject to the Provisions of the other Act and this Act respectively, the Company so authorized, if they think fit, may raise by the Creation and Issue of new Shares of One and the same Class all or any Part of the aggregate Capital which they are by the other Act and this Act respectively authorized to raise by the Creation and Issue of new Shares.

Saving Rights of existing Preference Shareholders.

30. This Act or anything therein contained shall not prejudice or affect any Preference or Priority in the Payment of Interest or Dividend on any other Shares or Stock which shall have been granted by the *Midland* Company in pursuance of or which may have been confirmed by any previous Act of Parliament, or which may otherwise be lawfully subsisting, or any Dividend on any *Midland* Mortgage, Preference Shares or Stock, or any Payment in respect of *Midland* Annuities.

Power to borrow Money on Mortgage.

31. The Three Companies respectively may borrow on Mortgage such Sums of Money as shall from Time to Time be authorized to be borrowed by any General or Special Meeting of the respective Companies, not exceeding in the whole One Fourth Part of the Amount of the Contribution or Proportion payable by the respective Company by virtue of the Agreement; but no such Money shall be borrowed until Shares or Stock for Three Fourth Parts of such Amount shall have been subscribed for and taken, and One Half of such Three Fourth Parts shall have been paid up, and until the respective Company shall have proved to the Justice who is to certify under the Fortieth Section of "The Companies Clauses Consolidation

Act, 1845," before he so certifies, that Shares or Stock for Three Fourths of the said Amount of Contribution or Proportion of the respective Company are issued and accepted, and that One Half thereof has been paid up, and that not less than One Fifth Part of the Amount of each separate Share, or Twenty *per Centum* on the whole of the Stock, has been paid up on account thereof before or at the Time of the Issue or Acceptance thereof, and that the whole of such Shares and Stock are taken in good Faith, and are held by the Subscribers or their Assigns, those Subscribers or their Assigns being legally liable for the same (of which Matters the Certificate of the Justice shall be sufficient Evidence).

Existing Mortgages to have Priority.

32. All existing Mortgages and Bonds granted by the Three Companies respectively under the Powers of any former Acts relating to the Three Companies respectively shall, during the Continuance thereof, have Priority over any Mortgages to be granted by virtue of this Act.

Application of Monies.

33. All Monies raised by the Three Companies under the Powers of this Act shall be applied only to the Purposes of this Act, and if any of the Companies shall receive any Sums of Money by way of Purchase for or Compensation in respect of Lands or Works under the Provisions of the Agreement, such Sum shall be applied only for the Purposes to which the Capital of such Company is applicable.

Interest or Dividend on Calls not to be paid out of Capital.

34. It shall not be lawful for the Three Companies respectively, out of any Money by this Act or by any other Act relating to the Companies respectively authorized to be raised by Calls in respect of Shares, or by the Exercise of any Power of borrowing, to pay Interest or Dividend to any Shareholder on the Amount of the Calls made in respect of the Shares held by him in the Capital by this Act authorized to be raised: Provided always, that nothing herein-before contained shall be deemed to prevent the respective Companies from paying to any Shareholder such Interest on Money advanced by him beyond the Amount of the Calls actually made as shall be in conformity with the Provisions in "The Companies Clauses Consolidation Act, 1845," in that Behalf contained.

Deposits for future Bills not to be paid out of Capital.

35. It shall not be lawful for the Three Companies respectively, out of any Money by this Act authorized to be raised for the Purposes of such Act, to pay or deposit any Sum of Money which, by any Standing Order of either House of Parliament now in force or hereafter to be in force, may be required to be deposited in respect of any Application to Parliament for the Purpose of obtaining an Act authorizing the Company to construct any other Railway, or to execute any other Work or Undertaking.

36. Nothing

Railways not exempt from Provisions of present and future General Acts.

36. Nothing herein contained shall be deemed or construed to exempt the Railways or the Three Companies respectively from the Provisions of any General Act relating to Railways, or to the better and more impartial Audit of the Accounts of Railway Companies, now in force or passed in this or any future Session of Parliament, or from any future Revision and Alteration, under the Authority of Parliament, of the maximum Rates of Fares and Charges authorized to be taken by the Three Companies respectively, or of the Rates for small Parcels.

Expenses of Act.

37. All the Costs, Charges, and Expenses of applying for, obtaining, and passing this Act, or preparatory or incident thereto, shall be paid by the Three Companies in equal Shares.

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