## CHAPTER xl.

An Act for incorporating and conferring powers on the Bromsgrove Gas Company, and for other purposes. A.D. 1882.

[19th June 1882.]

WHEREAS in the year one thousand eight hundred and sixty-nine certain persons formed themselves into a gas company under the name of the Bromsgrove Gas Consumers Company (Limited) (herein-after referred to as "the Limited Company") for the purpose of supplying with gas the town and neighbourhood of Bromsgrove in the county of Worcester, and generally for carrying on the business usually carried on by gas companies, and such Company was duly registered under the Companies Act 1862: 25 & 26 Vict. c. 89.

And whereas the present share capital of the Limited Company consists of twelve thousand pounds, divided into twelve thousand shares of one pound each, of which twelve thousand pounds have been subscribed, and nine thousand seven hundred and fifty pounds paid up, and the Limited Company have no mortgage debt:

And whereas the Limited Company purchased the piece of land described in the First Schedule to this Act, with gasworks erected thereon, and have from time to time improved and enlarged the same with the capital raised by them and are now supplying gas within the district aforesaid:

And whereas the demand for gas in the district supplied by the Limited Company has increased and is increasing, and it is expedient that the works of the Limited Company should be improved and their mains extended, and that additional capital should be provided for such improvement and extension:

And whereas it is expedient that the Limited Company should be dissolved and reincorporated with further powers:

And whereas it is expedient that the Company for the better and more effectually carrying out the objects and purposes of their undertaking should be authorised to acquire the lands shown on the plans and described in the book of reference herein-after referred to, and to construct additional works thereon:

A.D. 1882.

And whereas a plan of the lands which may be taken for the purposes of this Act, and also a book of reference to the plans containing the name of the owner or reputed owner and of the occupier of the lands, were duly deposited with the clerk of the peace for the county of Worcester, and are herein-after respectively referred to as the deposited plans and books of reference:

And whereas the objects aforesaid cannot be effected without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted, and be it enacted, by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled, and by the authority of the same, as follows; (that is to say),

Short title.

**1.** This Act may be cited as the Bromsgrove Gas Act 1882.

*Incorporation of Acts.*

**2.** The following Acts and parts of Acts (except so far as the same are expressly varied by or inconsistent with this Act) are hereby incorporated with and form part of this Act (that is to say):

8 & 9 Vict. c. 18.
23 & 24 Vict. c. 106.
32 & 33 Vict. c. 18.
8 & 9 Vict. c. 16.
26 & 27 Vict. c. 118.
32 & 33 Vict. c. 48.
10 & 11 Vict. c. 15.
34 & 35 Vict. c. 41.

The Lands Clauses Consolidation Acts, 1845, 1860, and 1869; the Companies Clauses Consolidation Act, 1845: Part I. (Cancellation and surrender of shares), Part II. (additional capital) and Part III. (debenture stock) of the Companies Clauses Act, 1863, as amended by the Companies Clauses Act, 1869; and the Gasworks Clauses Act, 1847, are (subject to the provisions of this Act) incorporated with and form part of this Act and the Gasworks Clauses Acts 1847 and 1871, shall apply to the undertaking of the Limited Company as if the same had been authorised by this Act.

Interpretation clause.

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

The expression "the Company" shall mean the Company incorporated by this Act;

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

The expressions "superior courts" or "court of competent jurisdiction," or any other like expression in this Act or any Act wholly or partially incorporated herewith, shall for the purposes of this Act be read and have effect as if the debt or demand in respect of which the expression is used were a common simple contract debt and not a debt or demand created by statute.

Limits of Act.

**4.** The limits of this Act shall be the parishes, extra-parochial and other places following (that is to say):—

Bromsgrove, Stoke Prior, so much of the parish of Dodderhill as lies to the east of an imaginary line drawn parallel to and one hundred yards west of the main road from Bromsgrove to Droitwich, and to the north of an imaginary straight line drawn from the point where the boundary of the parish of Dodderhill crosses the main road from Bromsgrove to Hanbury to the Robin Hood Inn on the Bromsgrove and Droitwich Road, and continued thence until it meets the firstly described imaginary line, Grafton Manor, Upton Warren, and so much of the parish of Tardebigg as lies to the north-west of the Worcester and Birmingham Canal, all in the county of Worcester.

Incorporation of Company.

**5.** From and after the passing of this Act the Limited Company shall be dissolved, and the several persons and corporations who immediately before the passing of this Act were members of that Company, and all other persons and corporations who have subscribed to or who shall hereafter become proprietors in the undertaking of the Company, and their executors, administrators, successors, and assigns respectively, shall be and they are hereby united into a company for the purpose herein-after mentioned, and shall be incorporated by the name of the Bromsgrove Gaslight and Coke Company, and by that name shall be a body corporate, with perpetual succession, and a common seal, with power to purchase, take, hold, and dispose of lands and other property for the purposes of this Act.

General purposes of the Company.

**6.** The Company shall be established for the purpose of manufacturing and supplying gas within the limits of this Act, and for manufacturing, storing, utilising, and distributing gas and residual products on the lands described in the First and Second Schedules to this Act, and for the purpose of carrying on the business of a gas company, and generally for all purposes connected therewith, and for carrying the powers of this Act into execution.

Present property of Limited

**7.** Subject to the provisions of this Act, all the lands, gasworks, erections, buildings, rights, and easements which immediately

A.D. 1882.

Company vested in Company incorporated by this Act.

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

Memorandum and articles of association of the Limited Company to be void without prejudice to remedies for antecedent breaches thereof.

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

Nothing to affect previous rights and liabilities.

**9.** Except as is by this Act otherwise expressly provided, everything before the passing of this Act done or suffered by or with reference to the Limited Company, or the members thereof as such, shall be as valid as if the Company had not been incorporated, and the said memorandum and articles of association had not been avoided by this Act, and such incorporation and avoidance, and this Act respectively, shall accordingly be subject and without prejudice to everything so done or suffered, and to all rights, liabilities,

claims, and demands, both present and future, which, if the Company were not incorporated, and the said memorandum and articles of association were not avoided by this Act, and this Act were not passed, would be incident to or consequent on any and everything so done or suffered, and with respect to all such rights, liabilities, claims, and demands, the Company and its shareholders and property shall to all intents and purposes represent the Limited Company, and the members thereof as such, and the property of the Limited Company, as the case may be; and the generality of this enactment shall not be restricted by any of the other clauses and provisions of this Act.

Contracts prior to Act to be binding.

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

Actions, &c. not to abate.

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

Trustees of Limited Company to be indemnified.

**12.** Every trustee or other person in whom or in whose name any lands, works, buildings, easements, rights, property, or effects belonging to the Limited Company were vested immediately before the passing of this Act, and who (being authorised so to do) entered into any bond, covenant, contract, or engagement in

A.D. 1882.

respect of the same, or otherwise, on behalf of the Limited Company, shall be indemnified out of the funds and property of the Company against all liability (including costs, charges, and expenses) which he may sustain or incur or be put unto by reason of his having entered into such bond, covenant, contract, or engagement.

Company to satisfy liabilities of Limited Company.

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

Recovery of gas rents, &c.

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

As to payment of debts owing before passing of Act.

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

Certificates, &c. to remain in force.

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

Books, &c. continued as evidence.

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

Officers to continue until removed.

**18.** All officers and servants of the Limited Company who were in office immediately before the passing of this Act shall hold and enjoy their respective offices and employments together with the salaries and emoluments thereunto annexed until they shall resign

the same or be removed therefrom by the Company, and shall be subject and liable to the like conditions, obligations, pains, and penalties, and to the like powers of removal, and to the like rules, restrictions, and regulations in all respects whatsoever as if they had been appointed under this Act.

Present registers of members to be continued.

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

Original capital of Company.

**20.** The original capital of the Company shall be twelve thousand pounds, divided into one thousand two hundred shares of ten pounds each, which shares in this Act are called "the old shares," and the Company may convert into stock the whole or any part of such original capital when fully paid.

Vesting of old shares in present shareholders.

**21.** The old shares shall be vested in the several persons who, immediately before the passing of this Act, were the registered members of the Limited Company in manner following, that is to say, one whole share in the Company for every complete number of ten shares in the Limited Company, and one half share for every complete number of five shares in the Limited Company, in substitution for the existing shares of the Limited Company, and every share and half share so vested shall be subject to the same liability for calls and subject and liable to the same trusts, powers, provisions, declarations, agreements, charges, liens, and incumbrances as immediately before the passing of this Act affected the shares for which the same are respectively substituted, and so as to give effect to and not revoke any testamentary disposition of or affecting the same. Whenever two half shares shall become vested in the same person they shall be consolidated into one whole share, and shall not thereafter be re-divided.

Half shares and their consolidation.

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

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

A.D. 1882.

have proved to the reasonable satisfaction of the Company the loss or destruction thereof.

Power to Company to raise additional capital.

**23.** The Company may from time to time raise (in addition to their present capital) any further capital, not exceeding in the whole eighteen thousand pounds, by the creation and issue of new ordinary shares or stock, or new preference shares or stock, or wholly or partially by one or more of those modes respectively, but the Company shall not issue any share of less nominal value than ten pounds, nor shall any such share or stock vest in the person or Corporation accepting the same unless and until the full nominal amount of such share or stock, together with any premium obtained upon the sale thereof, shall have been paid in respect thereof: Provided, that it shall not be lawful for the Company to create and issue under the powers of this Act any greater nominal amount of capital than shall be sufficient to produce, including any premium which may be obtained on the sale thereof the sum of eighteen thousand pounds: Provided also, that the Company shall not create and issue within the year following the passing of this Act any greater nominal amount of capital than shall be sufficient to produce in manner aforesaid six thousand pounds, or within any subsequent year four thousand pounds.

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

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

Profits of the Company limited.

**25.** The Company shall not in any one year make out of their profits any larger dividend on the additional share capital to be raised under the powers of this Act than seven pounds in respect of every one hundred pounds actually paid up of such capital as shall be issued as ordinary capital, or six pounds in respect of every one hundred pounds actually paid up of such capital as may be issued as preference capital.

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

**26.** In case in any half year the net revenues of the Company applicable to dividend shall be insufficient to pay the full amount of the standard rate of dividend on each class of ordinary stock or shares in the capital of the Company a proportionate deduction shall be made in the dividend of each class.

New shares to be offered by auction or tender.

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

Purchase money of capital sold by auction to be paid within three months.

**28.** It shall be one of the conditions of any sale of shares or stock under this Act that the whole nominal amount thereof, together with any premiums given by any purchaser at such sale, shall be paid to the Company within three months after such sale.

As to notice to be given as to sale, &c. of shares.

**29.** The intention to sell any such shares or stock by auction or by tender shall be communicated in writing to the clerk to the local board of the town district of Bromsgrove, to the clerk to the Bromsgrove local board for the country district, and to the secretary of the committee of the London Stock Exchange, at least twenty-eight days before the day of auction, or the last day for the reception of tenders, as the case may be; and notice of such intention shall be duly advertised once in each of two consecutive weeks in one or more local newspapers circulated within the gas limits of the Company.

When proprietor tenders same amount as any other person proprietor to be declared purchaser.

**30.** When the amount bidden or tendered by any proprietor of any shares or stock of the Company for any shares or stock offered for sale by auction or by tender under the provisions of this Act is equal to the highest amount bidden or tendered for such last-mentioned shares or stock by any person not being a proprietor, then and in every such case such proprietor shall be declared to be the purchaser of and entitled to such shares or stock.

Shares not sold by auction or by

**31.** When any shares or stock created under the powers of this Act have been offered for sale by auction or tender, and not sold, the same shall be offered at the reserved price put upon the same

A.D. 1882.

tender to be offered to shareholders.

respectively, for the purpose of sale by auction or tender, to the holders of ordinary shares or ordinary stock of the Company in manner provided by the Companies Clauses Act 1863: Provided always, that any shares or stock so offered and not accepted within the time prescribed by the said Act shall again be offered for sale by public auction or by tender, in the manner and subject to the provisions of this Act with respect to the sale of shares and stock created under the powers of this Act.

Application of premium arising on issue of shares or stock.

**32.** Any sum of money which shall arise from the issue of any such shares or stock by way of premium, after deducting therefrom the expenses of and incident to such issue, shall not be considered as profits of the Company, but shall be expended in extending or improving the works of the Company, or in paying off money borrowed or owing on mortgage by the Company, and shall not be considered as part of the capital of the Company entitled to dividend.

If profits exceed the amount limited, excess may be invested and form an insurance fund.

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

Application of excess of profits over

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

standard rate of dividend on the ordinary share capital or stock of the Company, the excess, or such portion of it as is not carried to the insurance fund, shall be carried to the credit of the divisible profits of such undertaking for the next following year.

standard rate of dividend.

**35.** Where in any year the amount of the standard rate of dividend of the Company on the ordinary share capital or stock of the Company shall by reason of a diminution of the standard price charged by the Company in such year be increased, then out of the amount of the divisible profits of the Company applicable to the payment of such increase the Company may in such year set apart such sum as they shall think fit, and all sums (if any) so set apart by the Company, and any reserve or other fund of the Company existing at the passing of this Act, may be invested in Government or other securities, and the dividends and interest arising from such securities may also be invested in the same or the like securities in order that the same may accumulate at compound interest, and the fund so formed shall be called "the reserve fund," and shall be applicable to the payment of dividend in any year in which the clear profits of the Company shall be insufficient to enable the Company in such year to pay the standard rate of dividend on the ordinary share capital or stock of the Company, and, save as in this Act otherwise provided, no sum shall in any year be carried by the Company to any reserve fund.

Power to create a reserve fund out of dividends in excess of the standard rate of dividend, and application thereof.

**36.** The Company may at any time and from time to time after the passing of this Act borrow on mortgage of the undertaking in respect of the original capital of twelve thousand pounds any sum not exceeding in the whole three thousand pounds.

Power to borrow in respect of original capital.

**37.** In addition to the sum of three thousand pounds which the Company are authorised to borrow, by the last preceding section they may from time to time in respect of the additional capital of eighteen thousand pounds borrow on mortgage of the undertaking any sum not exceeding in the whole four thousand five hundred pounds, provided that the aggregate amount to be borrowed by the Company shall not at any time exceed one-fourth part of the share capital actually paid up, but no part of the said four thousand five hundred pounds shall be borrowed until the Company have proved to the justice who is to certify under the fortieth section of the Companies Clauses Consolidation Act 1845, before he so certifies that the capital in respect of which such borrowing powers are sought to be exercised has been fully paid up; and upon production to such justice of the books of the Company, and of such other evidence as he shall think sufficient, he shall grant a certificate that the proof aforesaid has been given, which certificate shall be sufficient evidence thereof.

Power to borrow in respect of additional capital.

A.D. 1882.

As to conversion of borrowed money into capital.

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

Debenture stock.

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

Application of moneys.

**40.** All moneys raised under this Act, whether by shares, stock, debenture stock, or borrowing, shall be applied for the purposes of this Act only.

First ordinary meeting.

**41.** The first ordinary meeting of the Company shall be held within six months after the passing of this Act.

Quorum of meetings.

**42.** The quorum to constitute a general meeting, whether ordinary or extraordinary, of the Company shall be not less than five shareholders holding themselves or as proxies in the aggregate not less than one thousand pounds nominal value in the capital of the Company.

Extraordinary meeting convened by shareholders.

**43.** The number of shareholders who may require an extraordinary meeting to be convened shall not be less than five, holding in the aggregate not less than two thousand pounds in the capital of the Company.

Voting.

**44.** At all meetings of the Company every proprietor of capital in the Company shall have one vote in respect of each whole share or of each portion of stock of the nominal amount of ten pounds in the paid-up capital of the Company held by him: Provided always, that except as otherwise expressly provided by the resolution creating the same, no person shall be entitled to vote in respect of any share or stock to which a preferential dividend shall be assigned.

Auditors not required to hold shares.

**45.** The auditors need not hold shares in the Company.

Number of directors.

**46.** The number of directors shall be six; but the Company may from time to time reduce the number, provided that the number be not less than four.

Qualification of directors.

**47.** The qualification of a director shall be the possession in his own right of not less than twenty-five shares.

First directors.

Election of directors.

**48.** William Jefferies, Alfred Bennett, John Green, William Bolding, Samuel Saywell, and Edwin Ward, the persons who at the time of the passing of this Act are the directors of the Limited Company, shall be the first directors of the Company, and shall continue in office until the first ordinary meeting held after the passing of this Act. At that meeting the shareholders present in person or by proxy may either continue in office the directors appointed by this Act, or any of them, or may elect a new body of directors or directors to supply the place of those not continued in office, the directors appointed by this Act being, if qualified, eligible for re-election; and at the first ordinary meeting to be held in every year after the first ordinary meeting the shareholders present in person or by proxy shall (subject to the power herein-before contained for reducing the number of directors) elect persons to supply the places of the directors then retiring from office, agreeably to the provisions of the Companies Clauses Consolidation Act 1845, and the several persons elected at any such meeting, being neither removed nor disqualified, nor having died or resigned, shall continue to be directors until others are elected in their stead, in manner provided by the same Act.

Quorum.

**49.** The quorum of a meeting of directors shall be four, but if the number of directors be reduced to five or four, the quorum shall be three or two respectively.

Power as to maintenance of gasworks, &c.

**50.** Subject to the provisions of this Act the Company may from time to time maintain, alter, improve, enlarge, extend, and renew or discontinue their existing gasworks upon the lands on which the same are erected, or any part thereof, and which are described in the First Schedule to this Act, and they may also erect, lay down, provide, and from time to time maintain, alter, improve enlarge, extend, and renew, or discontinue, additional and other gasworks, retorts, gasometers, receivers, drains, sewers, mains, pipes, meters, lamps, lamp-posts, burners, stop-cocks, machinery, and other works and apparatus and conveniences, and may do all such acts as they may think proper for making and storing gas, and for supplying gas within the limits of this Act, and may make, store, and supply gas accordingly, and may manufacture, sell, provide, supply, and deal in coke, lime, tar, pitch, asphaltum, ammoniacal oil and salts, and all other products or residuum of any materials

A.D. 1882.

employed in or resulting from the manufacture of gas, and also meters, fittings, tubes, pipes, stoves, engines, and other articles and things in any way connected with gasworks, or with the supply of gas, as they may from time to time think fit.

Power to purchase lands and maintain and erect gas-works.

**51.** Subject to the provisions of this Act, the Company may enter upon, take, and use all or any of the lands delineated upon the deposited plans and described in the deposited book of reference, and may on that portion of those lands which is set forth in the Second Schedule to this Act, erect, construct, and maintain, and from time to time alter, enlarge, extend, discontinue, and renew, all such works, machinery, and apparatus as are necessary for and incidental to the manufacture and storage of gas, and the manufacture, conversion, utilisation, and storing of residual products and matters producible therefrom, and may do all such acts as they are herein-before authorised to do upon their existing works by virtue of the last preceding section.

Power to supply gas fittings, &c. for heating, cooking, and motive power.

**52.** The Company may manufacture, purchase, provide, supply, sell, let for hire, use, and otherwise deal in fittings, engines, stoves, ranges, pipes, and other apparatus and appliances for lighting, for motive power, for warming and ventilation, or for cooking. Any such letting for hire may be for such remuneration in money, and on such terms with respect to the repair of articles and fittings let, and for securing the safety and return to the Company of such articles and fittings and otherwise as may be agreed upon between the hirer and the Company.

Period for compulsory purchase of lands.

**53.** The powers of the Company for the compulsory purchase of lands for the purposes of this Act shall not be exercised after the expiration of three years from the passing of this Act, and for the purposes of section 127 of the Lands Clauses Consolidation Act 1845, the prescribed period shall be seven years from the passing of this Act.

Power to purchase lands by agreement. Gas not to be manufactured except on lands scheduled.

**54.** The Company may for the purposes of their undertaking purchase, take, and hold (by agreement, but not otherwise), in addition to the lands described in the schedules to this Act, any lands and hereditaments not exceeding in the whole three acres which the Company may from time to time require for the purposes of their works and undertaking, but no lands shall be used by the Company for the purpose of manufacturing gas or residual products, except the lands described in the schedules to this Act.

Company may acquire patent rights.

**55.** The Company may acquire, hold, and use patent rights or licenses for the use of inventions in relation to the manufacture distribution or supply of gas; and also in relation to the manu-

facture, conversion, or utilisation of residual products and materials arising in or resulting from the manufacture of gas.

Power to lay pipes agains buildings.

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

Accounts may be made up half-yearly.

**57.** Notwithstanding anything contained in the thirty-fifth section of the Gasworks Clauses Act 1871, the Company may make up and forward to the local authority half yearly statements of accounts made up to the thirtieth day of June and the thirty-first day of December respectively, instead of the annual statements mentioned in the said section: Provided, nevertheless, that the said half yearly accounts shall be in the form as near as may be and contain the particulars specified in Schedule B. to the said Act annexed.

Company may sell or lease lands not require

**58.** The Company may from time to time subject to the provision of the Lands Clauses Consolidation Act 1845 with respect to the sale of superfluous lands sell or lease any lands vested in or acquired by them, and which may not be required for the purposes of the Company.

Power to Bromsgrove Local Board to purchase undertaking.

**59.** If the Bromsgrove local board desire to purchase the undertaking of the Company within three years from the passing of this Act, and obtain the sanction of the Local Government Board so to do, and of such intention give to the Company three months notice in writing, the Company shall, at the expiration of the said period of three months, sell and transfer their undertaking to the said local board for such price and upon such terms and conditions as may be settled by agreement between the Company and the said local board, or as, failing such agreement, may be determined by arbitration, in accordance with the provisions of the Lands Clauses Consolidation Acts, 1845, 1860, and 1869, with respect to the settlement of questions of disputed compensation, and for the purposes of such arbitration, the said provisions shall be deemed to be incorporated herewith, and in the construction of the said provisions the expressions "the promoters of the undertaking," and "lands," shall be construed to mean respectively the said local board and the undertaking of the Company, and from and after such sale of the said undertaking to the said local board, all the

A.D. 1882.

property, real and personal, and all rights, powers, and authorities of the Company in respect of their said undertaking, held, enjoyed, and exerciseable by the Company at the time of such sale other than and excepting powers relating to share and loan capital, and of general meetings, and of directors, or otherwise relating to the constitution or management of the Company shall, subject to all liabilities then affecting the same, be transferred to and vested in, and may be enjoyed and exercised by, the said local board as though the same had been acquired by and conferred upon the said local board instead of the Company: Provided always, that at any time after the completion of such sale the local board shall when so required by any other sanitary authority sell to such sanitary authority (subject to the provisions of this Act affecting the same) all gas pipes, fittings, and other apparatus belonging to the said local board (other than such pipes, fittings, and other apparatus as may be required for the supply of any other portion of the said local board's limits of supply) which shall at such time be laid or lie in the district of such sanitary authority, at such price and upon and subject to such terms and conditions as may be settled by agreement between the said local board and such sanitary authority, or, failing agreement, as may be determined by the Local Government Board on the application of either party, and after such sale the powers of the said local board to distribute gas within the district of such sanitary authority shall cease, and all moneys received by the said local board in respect of any such sale shall be applied in repayment of any moneys borrowed by them for the purposes of the purchase of the said undertaking.

Security for payment of gas rents.

**60.** Any person having or being entitled to have a supply of gas from the Company shall, if and when so required by the Company, and before he is entitled to have any service pipes or meter provided and fixed, or to have a supply or further supply of gas, give the Company such security for the payment of one year's rent or charge for the gas or meter to be supplied to him as he and the Company may agree upon, or as in default of agreement shall be determined in the manner provided by the Gasworks Clauses Act 1871, for determining the amount of security to be given for the use of meters supplied by the Company; and the Company shall be liable to a penalty not exceeding five pounds if they shall discontinue the supply of gas to any person then having a supply, unless such person shall have failed for seven days after the same shall have been demanded by the Company to give them such security.

A.D. 1882.

*Notice to Company to discontinue supply.*

**61.** A notice to the Company from a consumer for a discontinuance of a supply of gas shall not be of any effect unless it be in writing, and be left at the principal office for the time being of the Company.

*Application of penalties.*

**62.** Every penalty imposed by this Act shall (except where otherwise expressly provided, and except where the Company shall be the party by whom the penalty has to be paid) be paid to the Company.

*Fixing standard price of gas with sliding scale as to dividend.*

**63.** The standard price to be charged by the Company for gas supplied by them shall be four shillings and fourpence per one thousand cubic feet Provided that the Company may increase or diminish such standard price subject to a decrease or increase in the standard rates of dividend as defined by this Act, to be calculated as follows:

For every penny charged in excess or in diminution of such standard price in any year, the standard rates of dividend shall for such year be reduced or increased by five shillings in the one hundred pounds per annum.

*Pressure of gas.*

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

*Quality of gas.*

**65.** The prescribed number of candles shall be fourteen.

*Testing-place.*

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

*Burner.*

**67.** The prescribed burner shall be Sugg's London Argand Burner No. 1, with a six-inch by one-and-three-quarter-inch glass chimney, but if at any time the gas flame rises above the top of that glass a six-inch by two-inch chimney shall be used, or any other burner or chimney approved for this purpose by the Board of Trade.

A.D. 1882.

Company to pay interest on money deposited as security for gas meter, &c.

**68.** If any person is required by the Company to give to them security for the payment of the price of gas to be supplied or the rent of a meter, the Company shall pay interest after the rate of five pounds per centum per annum on every sum of ten shillings deposited by way of such security for every six months during which the same remains in their hands.

Expenses of Act.

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

# SCHEDULES referred to in the foregoing Act.

## THE FIRST SCHEDULE.

A.D. 1882.

Certain lands, containing two thousand eight hundred and twenty-two square yards or thereabouts, situate in the parish of Bromsgrove and county of Worcester, belonging, or reputed to belong, to and in the occupation of the Limited Company, on which the existing gasworks of that Company are situate, bounded on the north-east side thereof by a road or lane known by the name of Factory Lane, on the south-east side thereof by a road leading from Factory Lane aforesaid in a south-westerly direction, parallel with and being the next road to Worcester Street, on the south-west side thereof, partly by another road leading out of the last-mentioned road in a north-westerly direction to Spadesbourne Brook, parallel with and being the next road to Factory Lane aforesaid, and partly by a malthouse, cottages, gardens, and premises belonging, or reputed to belong to William Bolding, and in the occupation of the said William Bolding and his under-tenants, and on the north-west side thereof in part by the said malthouse, cottages, gardens, and premises, and in part by a house and garden belonging, or reputed to belong, to the said William Bolding, and in the occupation of John Bevan.

## THE SECOND SCHEDULE.

Certain lands situate in the parish of Stoke Prior, in the said county of Worcester, containing two acres or thereabouts, of a triangular shape, forming the eastern portion of a close or parcel of meadow land known as Rushy Meadow, belonging, or reputed to belong, to and in the occupation of John Newton Jones, numbered one hundred and fifty on the tithe commutation map of the said parish of Stoke Prior, bounded on the east side thereof by land and sidings belonging, or reputed to belong, to the Midland Railway Company, on the west or south-west side thereof by other part of the said close or parcel of meadow land called Rushy Meadow, and on the north or north-west side thereof in part by a house and garden belonging, or reputed to belong, to William Green, and in the occupation of Leonard Stayt, in further part by a private road belonging, or reputed to belong, to the trustees of the Bromsgrove, Stoke Prior, and District

A.D. 1882. Benefit Building Society, in further part by a house and a piece of garden ground belonging, or reputed to belong, to Mrs. Emma Holyoake, and in the occupation of George Jones, in further part by land belonging, or reputed to belong, to and in the occupation of the School Board for the United District of Stoke Prior, and as to the remaining part by a piece or parcel of arable land, called Further Furlong, and numbered one hundred and forty-eight on the said tithe commutation map of the said parish of Stoke Prior.

---

LONDON: Printed by George E. B. Eyre and William Spottiswoode,
Printers to the Queen's most Excellent Majesty. 1882.