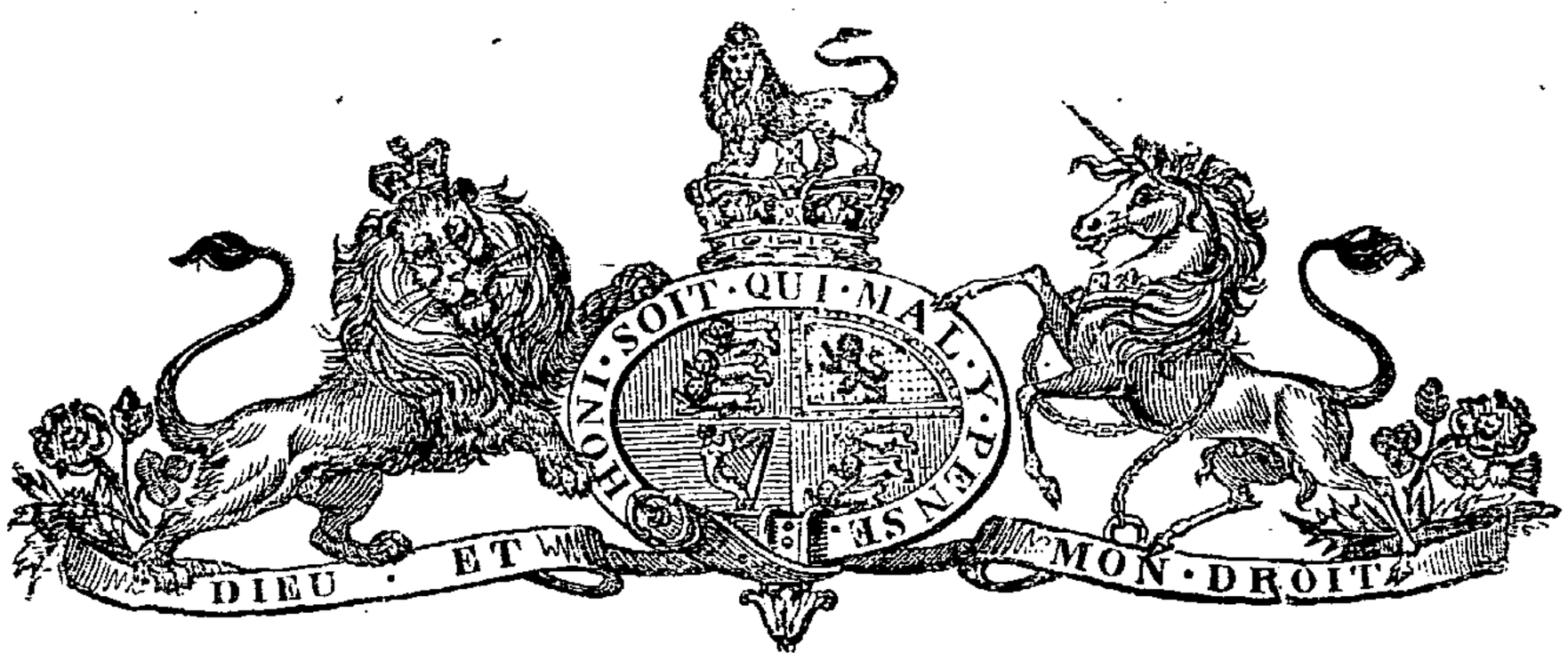


ANNO VICESIMO SEPTIMO & VICESIMO OCTAVO

VICTORIÆ REGINÆ.

Cap. ccl.

An Act to authorize the Amalgamation of the *Hamilton and Strathaven* Railway Company with the *Caledonian* Railway Company; and for other Purposes. [25th *July* 1864.]

WHEREAS by "The *Caledonian* Railway Act, 1845," the *Caledonian* Railway Company (herein-after called "the Company") were incorporated, and further Powers have been conferred upon that Company by various subsequent Acts: And whereas by "The *Hamilton and Strathaven* Railway Act, 1857," the *Hamilton and Strathaven* Railway Company were incorporated and authorized to make a Railway from that Part of the Undertaking of the *Caledonian* Railway Company known as the *Clydesdale Junction* Railway near *Hamilton* to *Strathaven*, and for that Purpose to raise Share Capital to the Extent of Seventy thousand Pounds, and to borrow on Mortgage or Bond the Sum of Twenty-three thousand three hundred Pounds: And whereas by "The *Hamilton and Strathaven* Railway (Amendment) Act, 1860," the *Hamilton and Strathaven* Railway Company were authorized to attach to any Portion not exceeding Twenty thousand Pounds, of their Capital not issued at the Time of the passing of that Act a preferential Dividend not exceeding Five Pounds *per Centum per Annum*: And whereas in pursuance of the above-recited Powers the *Hamilton and Strathaven* Railway

8 & 9 Vict. c. clxii.

20 & 21 Vict. c. cxxviii.

23 & 24 Vict. c. cxcviii.

Railway Company have created Share Capital to the Extent of the said Sum of Seventy thousand Pounds, of which the Amount of Fifty-three thousand and ninety Pounds, herein-after called "*Hamilton and Strathaven* Railway Ordinary Stock," has been issued as Ordinary Stock (of which the Sum of One thousand one hundred and eighteen Pounds Fourteen Shillings and Sevenpence remains unpaid), and the Amount of Sixteen thousand eight hundred and sixty-five Pounds, herein-after called "*Hamilton and Strathaven* Railway Preference Stock," has been issued with a preferential Dividend at the Rate of Five Pounds *per Centum per Annum* (of which the Sum of Sixty Pounds remains unpaid), and Forty-five Pounds of the said Share Capital remains unissued: And whereas the *Hamilton and Strathaven* Railway Company have not exercised the Power conferred upon them by the secondly-recited Act of borrowing Money on Mortgage or Bond: And whereas the *Hamilton and Strathaven* Railway Company have expended upon their Undertaking, in addition to the Monies raised by means of their Share Capital, a Sum of about Thirty-six thousand five hundred Pounds: And whereas the *Hamilton and Strathaven* Railway Company have completed their Railway, and the Traffic thereon is now being worked by the Company under the Agreement authorized by the secondly-recited Act: And whereas it would be attended with Advantage and Convenience if the Undertaking of the *Hamilton and Strathaven* Railway Company were amalgamated with the Undertaking of the Company, and the said Companies are willing and desirous that such Amalgamation should be carried into effect: And whereas it has been arranged that the Holders of the *Hamilton and Strathaven* Railway Ordinary Stock shall exchange the Stock of that Description held by them for an equal nominal Amount of Stock of the Company, with the guaranteed Dividends herein-after provided: And whereas the Holders of the *Hamilton and Strathaven* Railway Preference Stock (excepting those named in the Schedule to this Act) have consented to accept from the Company in lieu of the Stock of that Description held by them the Amount actually paid up thereon: And whereas it is expedient that for the Purpose of carrying out the said Arrangement the Company should be authorized to raise additional Monies by means of Ordinary or Preference Shares or Stock in their own Undertaking, and by borrowing on Mortgage a Sum in addition to the Amount which they are already authorized to borrow; but these Objects 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 of the Commons, in this present Parliament assembled, and by the Authority of the same, as follows; (that is to say,)

1. In

The Caledonian and Hamilton and Strathaven Railways Amalgamation Act, 1864.

Short Title.

1. In citing this Act for any Purpose it shall be sufficient to use the Expression "The *Caledonian* and *Hamilton and Strathaven* Railways Amalgamation Act, 1864."

Interpretation of Terms.

2. In this Act the Expression "the Company" shall mean the *Caledonian* Railway Company; the Expression "*Hamilton and Strathaven* Railway Ordinary Stock" shall mean the Shares or Stock issued by the *Hamilton and Strathaven* Railway Company under the Powers of "The *Hamilton and Strathaven* Railway Act, 1857," without any Preference Dividend attached thereto; and the Expression "*Hamilton and Strathaven* Railway Preference Stock" shall mean the Shares or Stock issued by the *Hamilton and Strathaven* Railway Company under the Powers of "The *Hamilton and Strathaven* Railway Act, 1857," and of "The *Hamilton and Strathaven* Railway (Amendment) Act, 1860," to which a Preference Dividend at the Rate of Five Pounds *per Centum per Annum* has been attached, in pursuance of the Provision in that Behalf in the last-mentioned Act contained.

Hamilton and Strathaven Company dissolved and amalgamated with Caledonian Company.

3. Subject to the Provisions herein-after enacted, the *Hamilton and Strathaven* Railway Company is on the Commencement of this Act hereby dissolved and amalgamated with the *Caledonian* Railway Company, and for the Purposes of Part V. of "The Railways Clauses Act, 1863," the said Companies shall be deemed amalgamated by this Act.

Certain Provisions of Hamilton and Strathaven Railway Acts repealed.

4. The following Provisions of the recited Acts relating to the *Hamilton and Strathaven* Railway Company are hereby repealed; (that is to say,) the Fourth and following Sections of "The *Hamilton and Strathaven* Railway Act, 1857," to the Twenty-second Section thereof inclusive, relating to the Incorporation of the *Hamilton and Strathaven* Railway Company, the Capital and Borrowing Powers of that Company, the Meetings and Directors of that Company, the Balancing of their Books, and the Newspaper for Advertisements; the Fortieth and following Sections of the same Act to the Forty-fifth Section thereof inclusive, and the Forty-eighth Section thereof, relating to Tolls; the Forty-ninth and following Sections of the same Act to the Fifty-sixth Section thereof inclusive, relating to Agreements between the *Hamilton and Strathaven* Railway Company and the Company, and to the Tolls to be taken during the Continuance of such Agreements; also the Third, Fourth, Fifth, Sixth, Seventh, Eighth, Tenth, and Eleventh Sections of "The *Hamilton and Strathaven* Railway (Amendment) Act, 1860," relating to the Preference Shares thereby authorized to be issued.

5. The

Hamilton and Strathaven Company to subsist for Payment of Dividends accrued before Commencement of Act.

5. The *Hamilton and Strathaven* Railway Company shall, notwithstanding the Provisions of this Act, continue to subsist for the Purpose only of enabling the Directors thereof to declare and pay to the Holders of Shares and Stock of that Company any Dividend which may have accrued in respect thereof previously to the Commencement of this Act, and the said Company and the Directors thereof shall for that Purpose have and may exercise all requisite Powers and Authorities, and do all necessary and proper Acts, as if this Act had not been passed.

Parts of 26 & 27 Vict. cc. 92. and 118. incorporated.

6. Part V. of "The Railways Clauses Act, 1863," relating to Amalgamation, and Part I. of "The Companies Clauses Act, 1863," relating to Cancellation and Surrender of Shares, and Part II. thereof, relating to Additional Capital, are hereby incorporated with this Act: Provided always, that each Year, out of the Profits of which the Preference Shares or Preference Stock issued under the Authority of this Act shall be entitled to the preferential Dividend assigned thereto, shall end on the Thirty-first Day of *January*.

Hamilton and Strathaven Company's Share Capital extinguished.

7. On the Commencement of this Act the Shares and Stock (except the Preference Stock described in the Schedule to this Act) of the *Hamilton and Strathaven* Railway Company issued under the Authority of the secondly and thirdly recited Acts, and all Right, Title, and Interest heretofore attaching thereto and belonging to the Holders thereof, are hereby extinguished.

Power to Company to create guaranteed Stock in lieu of Hamilton and Strathaven Ordinary Capital.

8. For the Purpose of providing Stock to be issued to the Holders of the *Hamilton and Strathaven* Railway Ordinary Stock, it shall be lawful for the Company and they are hereby required to issue, in addition to the Sums which they are or may be authorized to raise by this or any other Act of Parliament, a separate Stock in the Capital of the Company, to the Amount of the said Sum of Fifty-three thousand and ninety Pounds, to be denominated "*Caledonian* Railway, *Hamilton and Strathaven* Stock," which shall be entered in a separate Register of Shareholders, and separate Certificates shall be issued for the same, all in the Manner prescribed by "The Companies Clauses Consolidation (*Scotland*) Act, 1845"; and each Holder of any Portion of the *Hamilton and Strathaven* Railway Ordinary Stock shall be entitled, on paying up to the Company all Arrears of Calls, if any, due thereon, to an Amount of the said *Caledonian* Railway, *Hamilton and Strathaven* Stock, equal to the Amount of the said *Hamilton and Strathaven* Railway Ordinary Stock held by him immediately previous to the Commencement of this Act; and the Company shall and they are hereby required to issue, free of Expense, to each such Holder who shall apply for the same, Certificates of the *Caledonian* Railway,

Railway, *Hamilton and Strathaven* Stock, to which he is entitled as aforesaid, in exchange for the Certificates of the *Hamilton and Strathaven* Railway Ordinary Stock held by him: Provided always, that the Holders of the said *Caledonian* Railway, *Hamilton and Strathaven* Stock, shall not be entitled to vote at any Meeting of the Company in respect of such Stock.

Dividend on guaranteed Stock.

9. The Holders of the said *Caledonian* Railway, *Hamilton and Strathaven* Stock, shall not be entitled to any Dividend on such Stock for the Period preceding the Thirty-first Day of *July* One thousand eight hundred and sixty-five, but they shall from and after that Date be entitled to the fixed guaranteed Dividends, on the Amount of such Stock held by them, herein-after mentioned; (that is to say,) for the Year ending on the Thirty-first Day of *July* One thousand eight hundred and sixty-six, and the Year ending on the Thirty-first Day of *July* One thousand eight hundred and sixty-seven, they shall be entitled to a Dividend at the Rate of Two Pounds *per Centum per Annum*; and for the Years ending respectively on the Thirty-first Day of *July* One thousand eight hundred and sixty-eight, on the Thirty-first Day of *July* One thousand eight hundred and sixty-nine, and on the Thirty-first Day of *July* One thousand eight hundred and seventy, they shall be entitled to a Dividend at the Rate of Three Pounds *per Centum per Annum*; and for each Year ending on the Thirty-first Day of *July* thereafter they shall be entitled to a Dividend at the Rate of Four Pounds *per Centum per Annum*, and they shall not be entitled to any other Dividend out of the Profits of the Company; and such Dividends shall be paid by the Company in Two equal half-yearly Proportions, on the Second Day of *February* and the Second Day of *August* in each Year in which the same shall be payable: Provided always, that the said Dividends shall be subject to be retained or reduced by the Company in the Event herein-after mentioned: Provided also, that no such Guarantee shall prejudice or affect any Preference or Priority in the Payment of Interest or Dividend on any other Shares or Stock which may have been granted by the Company in pursuance of or which may have been confirmed by any of the Acts relating to the Company, or which may otherwise be lawfully subsisting.

Retention of Dividends to pay Debts beyond a certain Amount.

10. In the event of the Company being called upon to pay, on account of the Debts or Liabilities of the *Hamilton and Strathaven* Railway Company, any Sum exceeding in the whole Thirty-six thousand five hundred Pounds, it shall be lawful for the Company to retain the whole or so much as may be necessary of the Dividends herein-before declared to be payable on the *Caledonian* Railway, *Hamilton and Strathaven* Stock, and to apply the same towards

Reimbursement of the Excess in the Amount so paid by them above the said Sum of Thirty-six thousand five hundred Pounds, until such Excess shall have been satisfied and repaid to them: Provided always, that any Reduction on the said Dividends consequent on such Retention shall be made rateably from each Proprietor of such Stock in proportion to the Amount thereof held by him.

Guaranteed Stock to be subject to same Trusts, &c. as Share Capital for which it is exchanged.

11. The several Portions of the *Caledonian* Railway, *Hamilton and Strathaven* Stock, exchanged as aforesaid shall be and are hereby declared to be respectively subject to the same Trusts, Powers, Provisoes, Agreements, Declarations, Liens, Charges, and Incumbrances as the corresponding Portions of the *Hamilton and Strathaven* Railway Ordinary Stock for which the same are so exchanged; and no Will or Testamentary Disposition of or affecting any Portion of such *Hamilton and Strathaven* Railway Ordinary Stock shall be revoked or affected by reason of such Exchange.

Redemption of Hamilton and Strathaven Preference Capital.

12. Except as herein-after provided, the Company shall and they are hereby required within Six Months after the passing of this Act to redeem the *Hamilton and Strathaven* Railway Preference Stock by making Payment to the Proprietors of such Stock of the Amount thereof actually paid up at the Time, and the Directors of the Company shall, by a registered Letter signed by their Secretary and sent by Post to the Address of every such Proprietor as last entered in the Books of the *Hamilton and Strathaven* Railway Company, give Notice to such Proprietor that on a Day and at a Place to be named in such Letter, such Day not being less than One Month after the Date of giving such Notice, the Company will redeem such Stock by making Payment of a Sum of Money equal to the Amount thereof paid up as aforesaid, and of Interest thereon at the Rate of Five Pounds *per Centum per Annum*, from the First Day of *August* One thousand eight hundred and sixty-four to the Day on which the same shall be paid or consigned, as herein-after provided; and if any such Proprietor, not being a Holder of the Stock set forth in the Schedule to this Act, shall fail to attend personally, or by some Person authorized on his Behalf, at the Time and Place mentioned in such Letter, and to deliver up the Certificates of the said Stock held by him, on Payment of the said Amount and Interest, it shall be lawful for the Company to consign such Amount and Interest, for behoof of the Party entitled thereto, in any Bank in *Scotland* incorporated by Act of Parliament or Royal Charter, and after such Payment or Consignation as aforesaid all Liability of the Company in respect of the Stock so held by such Proprietor shall cease: Provided always, that it shall not be lawful for the Company to make Consignation as aforesaid in respect of the *Hamilton and Strathaven* Railway Preference

ference Stock specified in the Schedule to this Act, but the Company shall continue to pay to the respective Holders of such Stock named in the said Schedule, or their Heirs or Assignees, Interest at the Rate of Five Pounds *per Centum per Annum* on the Amount paid up by them respectively in respect of such Stock, in such Order and with such Priority as such Holders were entitled to previous to the passing of this Act, until such respective Holders, or their Heirs or Assignees, shall demand and receive Payment of the Amount paid up by them respectively as aforesaid, when the Stock so paid off shall be extinguished.

Power to Company to raise Money by Creation of new Shares or Stock.

13. For the Purpose of redeeming the said *Hamilton and Strathaven* Railway Preference Stock, and towards paying the Debts and Liabilities of the *Hamilton and Strathaven* Railway Company, it shall be lawful for the Company from Time to Time to raise, in addition to the Sums which they are or may be authorized to raise by any other Act of Parliament, any further Sums of Money by the Issue, at the Option of the Company, of new Ordinary Shares or Stock or of new Preference Shares or Stock to an Amount not exceeding in the whole Sixteen thousand nine hundred and ten Pounds: Provided always, that the Sums so raised shall be applied only to the Purposes aforesaid: Provided also, that no such Share and no Portion of such Stock shall be issued by the Company, or shall vest in the Person accepting the same, until not less than Twenty *per Centum* on the nominal Amount of such Share or Portion of Stock shall have been paid up thereon.

Power to borrow on Mortgage.

14. When and so soon as the said *Caledonian* Railway, *Hamilton and Strathaven* Stock, amounting as aforesaid to Fifty-three thousand and ninety Pounds shall have been issued, and after the whole of the said additional Capital of Sixteen thousand nine hundred and ten Pounds by this Act authorized to be raised by the Company shall have been issued and taken up, and One Half of the last-mentioned Sum shall have been paid up, it shall be lawful for the Company from Time to Time to borrow on Mortgage on the Security of their Undertaking, and if paid off again to borrow, any Sum or Sums of Money not exceeding in the whole Twenty-three thousand three hundred Pounds, in addition to the Amount which they are or may be authorized to borrow by any other Act of Parliament: Provided always, that no Part of the said Sum of Twenty-three thousand three hundred Pounds shall be borrowed until the Company shall have proved to the Sheriff who is to certify under the Provisions contained in the Forty-second Section of "The Companies Clauses Consolidation (*Scotland*) Act, 1845," that the whole of the said additional Capital of Sixteen thousand nine hundred and ten Pounds has been

issued

issued and taken up *bonâ fide*, and that not less than Twenty *per Centum* had been paid up on each Share and on each Portion of Stock so issued at the Time of the Issue and Acceptance thereof, and that the whole of the said Shares or Stock are held by the Persons to whom the same were issued, or their Executors, Administrators, or Assignees, and for which such Persons or their Executors, Administrators, or Assignees are legally liable: Provided also, that the Sums so to be borrowed under the Powers of this Act shall be applied only to the Objects and Purposes by "The *Hamilton and Strathaven* Railway Act, 1857," and this Act authorized: Provided further, that all Mortgages, Bonds, and Debenture Stock for which or for the Interest whereof the Company are lawfully liable, and which shall be in force at the Time of the passing of this Act, shall during their Subsistence have Priority over any Mortgage to be granted by the Company under the Powers of this Act.

Portions of 8 & 9 Vict. c. 17. incorporated.

15. Subject to the Provisions of this Act, the Clauses and Provisions of "The Companies Clauses Consolidation (*Scotland*) Act, 1845," with respect to the Distribution of the Capital of the Company into Shares, and with respect to the Transfer or Transmission of Shares, and with respect to the Payment of Subscriptions and the Means of enforcing the Payment of Calls, and with respect to the Forfeiture of Shares for Nonpayment of Calls, and with respect to the Remedies of Creditors of the Company against the Shareholders, and with respect to the borrowing of Money by the Company on Mortgage or Bond, and with respect to the Conversion of the borrowed Money into Capital, and with respect to the Consolidation of the Shares into Stock, and with respect to the General Meetings of the Company and the Exercise of the Right of voting by the Shareholders, and with respect to the Provision to be made for affording Access to the Special Act by all Parties interested, shall be incorporated with this Act: Provided always, that each Holder of the new Shares or Stock in the Capital by this Act authorized to be raised by the Company, excepting the *Caledonian* Railway, *Hamilton and Strathaven* Stock, shall be entitled to the same Number of Votes in respect thereof which the Possession of an equal nominal Amount in Money of the Capital authorized by the first-recited Act would have conferred on him.

Tolls to be taken for the Use of the Hamilton & Strathaven Railway.

16. It shall be lawful for the Company to demand and recover for the Use of the Railway by "The *Hamilton and Strathaven* Railway Act, 1857," authorized, and the Conveyance of Traffic thereon, the same Tolls, Rates, and Charges as shall for the Time be leviable for the Use of that Portion of the Company's Undertaking called the *Clydesdale Junction* Railway, and the Conveyance of Traffic thereon,

thereon, excepting always the Tolls and Charges for small Parcels and single Articles of great Weight, which shall be levied and recovered according to the Rates provided by Section Forty-seven of the last-mentioned Act.

Interest not to be paid on Calls paid up.

17. It shall not be lawful for the Company, out of any Money by this Act or any other Act relating to the Company authorized to be raised by Calls in respect of Shares, or by the Exercise of any Power of borrowing, to pay to any Shareholder Interest or Dividend 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 the Company may pay 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 that Behalf of "The Companies Clauses Consolidation (*Scotland*) Act 1845."

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

18. It shall not be lawful for the Company, out of any Money by this Act or any other Act relating to the Company 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 execute any other Work or Undertaking.

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

19. Nothing herein contained shall be deemed or construed to exempt the Railways by any of the Acts relating to the Company authorized to be made 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 which may hereafter pass during 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 and of the Rates for small Parcels authorized by such Acts respectively.

Commencement of Act.

20. This Act shall commence and take effect on and after the First Day of *August* One thousand eight hundred and sixty-four.

Expenses of Act.

21. All the Costs, Charges, and Expenses of applying for and obtaining this Act, and in any way preparatory or incidental thereto, shall be paid by the Company.

The Caledonian and Hamilton and Strathaven Railways Amalgamation Act, 1864.

SCHEDULE.

NAMES of HOLDERS of the Hamilton and Strathaven Railway Preference Stock who have not consented to the Provisions of the Act, with the Amount of that Stock held by them.

Names of Holders.	Amount of Stock.		
	£	s.	d.
David Davidson, as Treasurer to the Bank of Scotland -	350	0	0
John Mackenzie, as Treasurer to the Bank of Scotland -	1,000	0	0
Thomas McLennachan, Merchant, Strathaven - - -	20	0	0
John Moffat, Fitzroy Place, Glasgow - - - -	75	0	0
Robert Reid Rae, Avondale Manse, Strathaven - -	60	0	0
Hugh Morton, of East Dyke, Strathaven - - - -	15	0	0
Thomas Morton, of Haggs, Glassford - - - -	100	0	0
James Couper - - - - - - - -	60	0	0
The Earl of Eglinton - - - - - - -	299	0	0
Total - - - -	£1,979	0	0

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