CHAPTER xx.

An Act for incorporating "The Cleveland Gas Company," and enabling them to construct Gasworks, and light with Gas Skelton and other places in the North Riding of Yorkshire. [13th May 1875.]

A.D. 1875.

WHEREAS it is expedient that the persons herein-after named, with others, should be incorporated and empowered to construct gasworks for lighting Skelton and other places in the North Riding of Yorkshire with gas, and to acquire certain lands in the township and parish of Skelton whereon to construct their gasworks:

And whereas plans showing the said lands, and a book of reference containing the names of the owners and lessees, or reputed owners and lessees, and of the occupiers of those lands, have been deposited with the clerk of the peace for the said North Riding, and are herein-after referred to as the deposited plan and book of reference:

And whereas by "The Gas and Water Orders Confirmation Act, 1874," a Provisional Order, namely, "The Lofthouse Gas Order, 1874," was confirmed, whereby the Lofthouse and District Gas Company (Limited) (in this Act called "the Limited Company") were empowered to construct gasworks, and to light with gas the whole of the parishes or townships of Lofthouse, Easington, Liverton, Skinningrove, and the main portion of the parish or township of Kilton, all in the said North Riding:

37 & 38 Vict. c. lxxxvii.

And whereas the Limited Company have as yet not proceeded with the construction of their authorised works, and the lighting of the district included within their limits of supply could be well and efficiently accomplished by the Company to be incorporated by this Act (in this Act referred to as "the Company"):

And whereas the capital of the Limited Company is limited to fifteen thousand pounds, and of this eight thousand four hundred and ninety-five pounds has been subscribed and one thousand seven hundred and forty pounds ten shillings paid up, and the said Company have not borrowed any money:

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And whereas the Limited Company's district forms but a small part of that included within the limits of this Act, and the capital of the Limited Company is insufficient for carrying into execution the objects of this Act, and they are willing, and have agreed unanimously, by special resolution, to their being merged in the Company:

And whereas it is expedient that such agreement should be carried into effect, and that the Limited Company should be dissolved, and "The Lofthouse Gas Order, 1874," be annulled:

And whereas the objects aforesaid cannot be accomplished 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 Cleveland Gas Act, 1875."

Provisions of certain general Acts incorporated.

2. "The Companies Clauses Consolidation Act, 1845," Parts I. (cancellation and surrender of shares) and III. (debenture stock) of "The Companies Clauses Act, 1863," "The Companies Clauses Act, 1869," "The Lands Clauses Consolidation Acts, 1845, 1860, and 1869," "The Gasworks Clauses Act, 1847," and "The Gasworks Clauses Act, 1871," are (except where expressly varied by this Act) incorporated with and form part of this Act.

Interpretation of terms.

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

The expression "the Company" means the Company incorporated by this Act;

The expression "the works" or "the gasworks" or "the undertaking" respectively mean and include the gasworks and works connected therewith by this Act authorised to be made and maintained by the Company, and any improvement thereof which they may make 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 expression "superior courts" or "court of competent jurisdiction," or any 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 following parishes and townships in the North Riding of Yorkshire; namely, Skelton, Great Moorsholm otherwise Great Moorsome, Stanghow otherwise Stanghoe, Gerrick, Upleatham, Kilton, Lofthouse, Easington, Liverton, and Skinningrove.

Annulling of Lofthouse Gas Order, 1874.

5. From and after the passing of this Act the said Lofthouse Gas Order, 1874, shall be and is hereby annulled and shall be no longer in force, and so much of "The Gas and Water Orders Confirmation Act, 1874," as relates thereto shall be and is hereby repealed.

Company incorporated.

6. 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 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 Cleveland Gas 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 powers of the Company.

7. The Company shall be established for the purpose of manufacturing gas, and of supplying gas within the limits of this Act, and they may convert, manufacture, sell, and dispose of coke, coal, tar, pitch, asphaltum, and ammoniacal liquor, oil, and all other products, refuse, or residuum arising, remaining, produced by, or obtained from the manufacture of gas, or the materials used therein, and may manufacture and sell such articles as can be produced from or by means of the several matters and things aforesaid, and may, but only for the purposes of the Company within the limits of this Act, contract or take and use any leave, license, or authority to work, use, exercise, or put in practice any invention or inventions under any letters patent at any time heretofore made or hereafter to be made granting any right or privilege of working, using, exercising, or vending any invention in relation to the manufacture and distribution of gas, or the utilization of the residual products arising from the manufacture of gas, or otherwise in relation thereto, but not so as to acquire an exclusive right to the working, use, exercise, or putting in practice of any such invention or inventions, and may also manufacture and sell, let, or deal in gas-fittings,

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tubes, meters, pipes, and all other articles and things in any way connected with gasworks, or with the supply of gas to the consumers thereof, in such manner as the Company may think proper, and generally carry on the business usually carried on by gas companies, or which is or may become incident thereto.

Present property of Limited Company vested in Company incorporated by this Act.

8. Subject to the provisions of this Act, all moneys, securities, credits, effects, lands, works, 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 (if any) 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.

9. 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 therein 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.

10. 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 every thing 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.

Company to satisfy liabilities of Limited Company.

11. 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.

As to payment of debts owing before passing of Act.

12. 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.

13. 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 evidence.

14. 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.

15. 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

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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 register of members to be continued.

16. 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."

Capital.

17. The capital of the Company shall be fifty thousand pounds, divided into five thousand shares of ten pounds each.

Vesting of old shares in present shareholders.

18. The several persons who immediately before the passing of this Act were the registered members of the Limited Company shall be entitled to shares, as near as may be, of the same nominal value in substitution (share for share) for the existing shares to which they were at the passing thereof entitled in the Limited Company, and each such substituted share shall stand credited with such an amount as may have been paid up on the share for which such share is substituted in the Limited Company at the time of the passing of this Act, and such substituted shares shall be vested in such persons, and every 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 share for which the same is substituted, and so as to give effect to and not revoke any testamentary disposition of or affecting the same: Provided always, that any such registered member of the Limited Company may, instead of accepting any such substituted share, require the payment by the Company of such a sum as he may have paid upon his share or shares in the Limited Company, and such payment shall be made by the Company accordingly, and thereupon any right of such shareholder to a substituted share, or any other claim upon the Limited Company, or the Company, shall cease and determine.

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

19. 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 pro-

prietorship issued to them before the passing of this Act, or shall have proved to the reasonable satisfaction of the Company the loss or destruction thereof.

Shares not to be issued until one fifth paid.

20. The Company shall not issue any share created under the authority of this Act, nor shall any such share vest in the person or corporation accepting the same, unless and until a sum not being less than one fifth of the amount of such share is paid in respect thereof.

Calls.

21. One fifth of the amount of a share shall be the greatest amount of a call, and three months at least shall be the interval between successive calls, and three fourths of the amount of a share shall be the utmost aggregate amount of the calls made in any year upon any share.

Receipts for infants and lunatics.

22. If any money is payable to a shareholder being an infant or a lunatic, the receipts of his guardian or of the committee of his estate shall be a sufficient discharge to the Company.

Power to borrow on mortgage.

23. The Company may from time to time borrow on mortgage any sum not exceeding in the whole twelve thousand five hundred pounds, but no part thereof shall be borrowed until the whole capital of fifty thousand pounds is issued and accepted, and one half thereof is paid up, and 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 whole of such capital has been 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 in such capital has been paid on account thereof before or at the time of the issue or acceptance thereof, and that such capital was issued bonâ fide and is held by the persons or corporations to whom the same was issued, or their executors, administrators, successors, or assigns, and that such persons or corporations, their executors, administrators, successors, or assigns, are legally liable for the same; 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 shall be sufficient evidence thereof.

Debenture stock.

24. 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 created and issued by the Company shall rank pari passu with the interest of all mortgages granted by the Company, and shall have priority over all principal moneys secured by such mortgages.

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As to conversion of borrowed money into capital.

25. The Company shall not have power to raise the money by this Act authorised to be borrowed on mortgage, 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.

Priority of mortgages and debenture stock over other debts.

26. All money to be raised by the Company on mortgage or debenture stock under the provisions of this Act shall have priority against the Company, and the property from time to time of the Company, over all other claims on account of any debts incurred or engagements entered into by them after the passing of this Act: Provided always, that this priority shall not affect any claim against the Company or their property in respect of any rentcharge granted or to be granted by them in pursuance of "The Lands Clauses Consolidation Act, 1845," or "The Lands Clauses Consolidation Acts Amendment Act, 1860," or in respect of any rent or sum reserved by or payable under any lease granted or made to the Company, in pursuance of any Act relating to the Company, which is entitled to rank in priority to or pari passu with the interest or dividend on their mortgages or debenture stock, nor shall anything herein-before contained affect any claim for land taken, used, or occupied by the Company for the purposes of their works, or injuriously affected by the construction thereof, or by the exercise of any powers conferred on the Company.

Application of moneys.

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

First ordinary meeting.

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

Quorum of general meetings.

29. The quorum of a general meeting (whether ordinary or extraordinary) of the Company shall be three shareholders present in person or by proxy, holding in the aggregate not less than five hundred pounds in the capital of the Company.

Extraordinary meetings may be convened by shareholders.

30. The number of shareholders who may convene extraordinary meetings of the Company shall not be less than five, holding together not less than five thousand pounds in the capital of the Company.

Scale of voting.

31. Every shareholder shall have one vote for every share held by him.

Number of directors.

32. The number of directors shall be five, but the Company may from time to time reduce the number, provided that the number be not less than three.

Qualification of directors.

33. The qualification of a director shall be the possession in his own right of not less than fifty shares.

Quorum.

34. The quorum of a meeting of directors shall be three so long as the number of directors shall be five, and two when their number is less than five.

First directors.

35. John Thomas Wharton, Francis Fox, William Cockburn, John George Swan, and Edward Bell Hamilton 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.

Election of directors.

Auditors need not hold shares.

36. The auditors need not hold shares in the Company.

Power to purchase certain lands.

37. Subject to the provisions of this Act the Company may enter upon, take, and use the lands delineated upon the deposited plans and described in the deposited book of reference.

Power to purchase lands by agreement.

38. 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 schedule to this Act, any lands and hereditaments, not exceeding in the whole five 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 schedule to this Act.

Gas not to be manufactured except on lands scheduled.

Power to lay pipes against buildings.

39. 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 in to, 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

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time, with the like consent, repair, replace, alter, discontinue, and remove any such pipe, branch, or apparatus.

Limiting price of gas.

40. The price to be charged by the Company for gas supplied by them to persons who shall consume the same by meter shall not at any time exceed seven shillings per one thousand cubic feet.

Pressure of gas.

41. 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.

42. The prescribed number of candles shall be fourteen.

Testing place.

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

Burner.

44. The prescribed burner shall be Sugg's London argand burner, number one, with a six-inch by one-and-three-quarter-inch glass chimney, but if at any time and so long as the gas flame tail over the top of that glass a six-inch by two-inch chimney shall be used.

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

45. If any person is required by the Company to give to them security for the payment of the price or 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.

46. All the costs, charges, and expenses of and incident to the passing of this Act, and preparatory thereto, shall be paid by the Company.

SCHEDULE referred to in the foregoing Act.

The lands in the township of Skelton, in the parish of Skelton, in the said North Riding, consisting of about three acres, belonging or reputed to belong to John Thomas Wharton, Esquire, and in the occupation of Messrs. Bolckow, Vaughan, and Company (Limited), which lands are known as "The New Laid Close" in the farm known as "Wet Furrows," and are situate between the Saltburn Extension and Cleveland Railways of the North Eastern Railway Company, and immediately to the east of the public road leading from Skelton to Stanghow, and which said lands are bounded as follows:—on the north by the said Saltburn Extension Railway, on the south by lands of the North Eastern Railway Company held in connexion with their Cleveland Railway, on the east by lands of or reputed to belong to the said John Thomas Wharton and occupied by Messrs. Bolckow, Vaughan, and Company (Limited), and on the west by the before-mentioned public road.

A field called the "Angling Green," belonging or reputed to belong to Anthony Lax Maynard, Esquire, and occupied by Messrs. J. W. Pease and Company, situate in the township of Skinningrove, in the North Riding of the county of York, and bounded on the north by other land belonging or claimed to belong to the said Anthony Lax Maynard, on the south and east by a certain stream or beck called the Skinningrove Beck, and on the west by a branch line of the North Eastern Railway Company, and which said field is that which is described in the schedule to "The Lofthouse Gas Order, 1874."

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