ANNO VICESIMO QUINTO & VICESIMO SEXTO

VICTORIÆ REGINÆ.

****

Cap. cxxxv.

An Act to amalgamate the *Caledonian and Dumbartonshire Junction* Railway Company with the *Edinburgh and Glasgow* Railway Company.

[7th *July* 1862.]

WHEREAS the *Caledonian and Dumbartonshire Junction* 9 & 10 Vict.
Railway Company were incorporated by "The *Caledonian* c. lxxxi.
and Dumbartonshire Junction Railway Act, 1846," and 10 & 11 Vict.
further Powers were conferred on the said Company by "The *Caledonian* c. lxxxiii.
and Dumbartonshire Junction Railway (Deviation and Branches) Act, 1847:" And whereas the said Company were by the recited Acts authorized to raise by the Creation and Issue of Shares and Stock the Sum of Six hundred and fifty thousand Pounds, and by borrowing on Mortgage or Bond the Sum of Two hundred and sixteen thousand Pounds: And whereas the paid-up Capital of the said Company consists of Twelve thousand two hundred and thirty-four Shares of Sixteen Pounds each, and the Sums raised and received by the said Company for the Purposes of their Undertaking amount to Two hundred and thirty-eight thousand seven hundred and thirty-one Pounds Fifteen Shillings and Fivepence, as set forth in the Schedule to this Act annexed: And whereas the *Edinburgh and Glasgow* Railway Company were
incorporated by "The *Edinburgh and Glasgow* Railway Consolidation 15 Vict.
Act, 1852," and further Powers were conferred on the said Company c. cix.
16 & 17 Vict.
by Acts passed in the Sixteenth and Seventeenth, Eighteenth and c. cli.
Nineteenth, Twenty-first and Twenty-second, and Twenty-fourth and 18 & 19 Vict.
Twenty-fifth Years of the Reign of Her present Majesty: And whereas cc. clviii. and cxc.
a Portion of the *Caledonian and Dumbartonshire Junction* Railway 21 & 22 Vict.
intervenes c. lxiv.

24 & 25 Vict. c. lxxxiv.

intervenes between and connects Two Portions of the *Glasgow, Dumbarton, and Helensburgh* Railway which is worked partly by the *Caledonian and Dumbartonshire Junction* Railway Company and partly by the *Edinburgh and Glasgow* Railway Company, and the *Caledonian and Dumbartonshire Junction* Railway might be conveniently and economically, and to the public Advantage, worked by the *Edinburgh and Glasgow* Railway Company: And whereas the said Companies are desirous and have agreed that the Undertaking of the *Caledonian and Dumbartonshire Junction* Railway Company should be transferred to and vested in the *Edinburgh and Glasgow* Railway Company, on the Terms and Conditions herein-after specified; and it is expedient that all necessary Powers should be granted for that Purpose; 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 Commons, in this present Parliament assembled, and by the Authority of the same, as follows:

Short Title.

1. This Act may be cited for all Purposes as "The *Edinburgh and Glasgow and Dumbartonshire* Railways Amalgamation Act, 1862."

Interpretation of Terms.

2. In this Act the Expression "the *Dumbartonshire* Company" shall mean the *Caledonian and Dumbartonshire Junction* Railway Company; the Expression "recited Acts" shall mean the Acts relating to that Company first and second herein-before recited; and the Expression "Date of Amalgamation" shall mean the Thirty-first Day of *July* One thousand eight hundred and sixty-two.

Certain Provisions of 8 & 9 Vict. c. 17. incorporated.

3. Subject to the Provision 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 in Shares, with respect to the Transfer or Transmission of Shares, with respect to the Remedies of Creditors of the Company against the Shareholders, with respect to the Consolidation of the Shares into Stock, 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, are incorporated with this Act: Provided that each Proprietor of the preferential or ordinary Shares or Stock by this Act authorized to be created and issued shall be entitled to the same Number of Votes in respect thereof which the Possession of an equal nominal Amount of the Capital authorized by the recited Acts relating to the *Edinburgh and Glasgow* Railway Company would have conferred upon him.

Caledonian and Dumbartonshire *Junction* Railway

4. From and after the Thirty-first Day of *July* One thousand eight hundred and sixty-two the *Caledonian and Dumbartonshire Junction* Railway, and the whole Undertaking, Stations, Works, Lands, Leases, and Plant, and the whole Powers, Rights, and Privileges of and belonging to

to the *Dumbartonshire* Company, shall, subject to the Provisions of the recited Acts and this Act, be and the same are hereby transferred to and vested in and constituted a Part of the Undertaking of the *Edinburgh and Glasgow* Railway Company, and the *Dumbartonshire* Company shall be dissolved and cease to exist; and the surplus Funds of the *Dumbartonshire* Company shall be divided among the Persons, Companies, and Corporations who at the Date of Amalgamation shall be the Proprietors of the said Twelve thousand two hundred and thirty-four Shares of the *Dumbartonshire* Company, rateably and proportionally according to the Number of Shares held by each such Proprietor. transferred to Edinburgh and Glasgow Railway Company.

5. The *Dumbartonshire* Company shall, as soon as conveniently may be after the Date of Amalgamation, deliver to the *Edinburgh and Glasgow* Railway Company all Writs and Title Deeds in their Possession relating to their Undertaking, and in so far as the Titles relating thereto have been already executed the same shall be accepted by the *Edinburgh and Glasgow* Railway Company as their Title thereto, and in so far as any Title may not be completed and executed in favour of the *Dumbartonshire* Company at the Date of Amalgamation the same shall be taken in Name of the *Edinburgh and Glasgow* Railway Company; and the *Dumbartonshire* Company shall also deliver to the *Edinbnrgh and Glasgow* Railway Company all Plans of the said Undertaking or any Portion thereof, and all other Documents and Papers in their Possession relating to or available for the Maintenance and Use of the said Undertaking. Writs and Title Deeds to be delivered up by Dumbartonshire Company.

6. No Action, Suit, Prosecution, or other Proceeding commenced or carried on either by or against the *Dumbartonshire* Company previous to the Date of Amalgamation shall abate or be discontinued or be prejudicially affected by this Act, but the same shall continue and take effect in favour of and against the *Edinburgh and Glasgow* Railway Company in the same Manner in all respects as they would have continued and taken effect in relation to the *Dumbartonshire* Company if this Act had not been passed. Actions not to abate.

7. Nothing in this Act contained shall extend or be deemed or construed to extend to alter, affect, or prejudice any Rights, Privileges, Powers, Accommodations, or Exemptions which under or by virtue of the recited Acts are specially granted or created or reserved to or for the Benefit of any Persons or Corporations whose Estates or Interests have been, are, or may be in any way affected in or by the making or maintaining of the *Caledonian and Dumbartonshire Junction* Railway, or to which such Persons or Corporations are or may be entitled under or by virtue of the recited Acts or either of them, or by virtue of any Contract or Agreement entered into between them and the *Dumbartonshire* Company, but such Persons and Corporations shall be entitled to such and the like Powers and Remedies upon and against the *Edinburgh and Glasgow* Railway Company for securing the Possession, Use, and Enjoyment of such Rights, Privileges, Accommodations, and Exemptions, except such as have been fulfilled, as they would have been entitled Saving Rights.

entitled to against the *Dumbartonshire* Company if this Act had not been passed.

Deeds to remain valid.

8. All Deeds, Conveyances, Contracts, Agreements, Obligations, Bonds, Covenants, Purchases, Sales, Leases, Rights, Privileges, Liabilities, Securities, Acts, Matters, and Things whatsoever made, done, executed, granted, incurred, or entered into before the passing of this Act to, with, by, for, against, or in respect of the *Dumbartonshire* Company, and which are in force at the Date of Amalgamation, shall be and remain as good, valid, and effectual for or against or with reference to the *Edinburgh and Glasgow* Railway Company to all Intents and Purposes as they respectively were immediately before the passing of this Act for, against, or with reference to the *Dumbartonshire* Company.

Byelaws to remain in force.

9. All Byelaws, Rules, and Regulations made under the Authority of the recited Acts, and which are in force at the Date of Amalgamation, shall continue in full Force and Effect until the Expiration of Six Months after the Date of Amalgamation, or until other Byelaws, Rules, and Regulations shall be duly made by the *Edinburgh and Glasgow* Railway Company in their Stead, whichever Event shall first happen; and the said Byelaws, Rules, and Regulations, and all Penalties and Forfeitures thereby imposed, shall and may be enforced, recovered, and applied by the *Edinburgh and Glasgow* Railway Company in such and the like Manner in all respects as the same might have been enforced, and such Penalties and Forfeitures might have been recovered and applied, if the said Byelaws, Rules, and Regulations, and the said Penalties and Forfeitures, had been made and imposed by the *Edinburgh and Glasgow* Railway Company under the Provisions of the recited Acts and this Act.

Powers of Dumbartonshire Company vested in Edinburgh and Glasgow Railway Company.

10. From and after the Date of Amalgamation all the Powers and Authorities, Enactments, Provisions, Rights, and Privileges, contained in the recited Acts, so far as relates to the making, maintaining, and using of the *Caledonian and Dumbartonshire Junction* Railway, and Works and Lands connected therewith, the conveying of Passengers and Traffic thereon, and the levying of Tolls, Rates, and Charges for the Use of the said Railway and the Conveyance of Passengers and Traffic thereon, shall and may be exercised, enjoyed, and enforced by the *Edinburgh and Glasgow* Railway Company as fully and effectually, to all Intents and Purposes, as the same were or could have been exercised, enjoyed, or enforced by the *Dumbartonshire* Company previous to the Date of Amalgamation; and the recited Acts shall to the Extent and Effect before specified be read and construed as if the *Edinburgh and Glasgow* Railway Company were the Company named therein.

Books to be Evidence.

11. All Books and other Documents which would have been Evidence for or against the *Dumbartonshire* Company shall, after the Date of Amalgamation, be admitted as Evidence for or against the *Edinburgh and Glasgow* Railway Company in respect of any Matters as to which the same would have been admissible as Evidence for or against the *Dumbartonshire* Company.

12. Not-

General Saving of Rights and Claims.

12. Notwithstanding the Dissolution of the *Dumbartonshire* Company, and the Amalgamation of the Shareholders thereof with the *Edinburgh and Glasgow* Railway Company, and except only as is by this Act otherwise expressly provided, everything before the Date of Amalgamation done, suffered, and confirmed respectively by the *Dumbartonshire* Company shall be as valid as if this Act had not been passed, and such Dissolution and Amalgamation and this Act respectively shall accordingly be subject and without Prejudice to everything so done, suffered, and confirmed respectively, and to all Rights, Liabilities, Claims, and Demands, both present and future, which, if such Dissolution and Amalgamation respectively had not taken place and this Act had not been passed, would be incident to or consequent on any and every thing so done, suffered, and confirmed respectively; and with respect to all such Things so done, suffered, and confirmed respectively, and to all such Rights, Liabilities, Claims, and Demands, the *Edinburgh and Glasgow* Railway Company shall to all Intents represent the *Dumbartonshire* Company; provided that the Generality of this Provision shall not be restricted by any other of the Clauses and Provisions of this Act.

Shareholders of Dumbartonshire Company to be entitled to preferential or ordinary Shares in Edinburgh and Glasgow Railway Company.

13. Every Person, Company, or Corporation who at the Date of Amalgamation shall be the Proprietor of One or more of the said Twelve thousand two hundred and thirty-four Shares in the *Dumbartonshire* Company, on which the Sum of Sixteen Pounds has been paid up, and who shall not have intimated to the Directors of that Company, on or before the Thirty-first Day of *January* One thousand eight hundred and sixty-two, the Option to take ordinary Shares or Stock in the *Edinburgh and Glasgow* Railway Company, in lieu of such Share or Shares, shall for and in respect of each such Share in the *Dumbartonshire* Company become and be the Proprietor of a preferential Share of Sixteen Pounds or of preferential Stock of the same Amount in the *Edinburgh and Glasgow* Railway Company, subject to the Provisions herein-after contained; and every Person, Company, or Corporation who at the Date of Amalgamation shall be the Proprietor of One or more of the said Twelve thousand two hundred and thirty-four Shares in the *Dumbartonshire* Company, and who shall have intimated to the Directors of that Company, on or before the Thirty-first Day of *January* One thousand eight hundred and sixty-two, the Option to take ordinary Shares or Stock in the *Edinburgh and Glasgow* Railway Company in lieu of such Share or Shares, shall, for and in respect of each such Share in regard to which the Option to take ordinary Shares or Stock has been so intimated, become and be the Proprietor of an ordinary Share of Twenty Pounds or of ordinary Stock of the same Amount in the *Edinburgh and Glasgow* Railway Company; and it shall be lawful for the *Edinburgh and Glasgow* Railway Company to create and issue such Number of Shares or such Amount of Stock in their Undertaking, either preferential or ordinary, or partly preferential and partly ordinary, as may be required for the Purposes aforesaid.

The Edinburgh and Glasgow and Dumbartonshire Railways Amalgamation Act, 1862.

Dividend on preferential Shares or Stocks.

14. The preferential Shares or Stock in the *Edinburgh and Glasgow* Railway Company which shall be created and issued as aforesaid shall be held to be fully paid up, and shall bear and be entitled to a fixed Dividend, to be paid by the said Company, at the Rate of Five Pounds *per Centum per Annum*, payable half-yearly in equal Moieties on the same Days in the Months of *March* or *April* and *September* or *October* on which the other preferential Dividends of the said Company shall be payable, commencing the Payment of the first half-yearly Dividend on the same Day in the Month of *March* or *April* One thousand eight hundred and sixty-three on which such other preferential Dividends for the Six Months preceding the Thirty-first Day of *January* One thousand eight hundred and sixty-three shall be payable, with Interest upon such Dividend from each respective Period of Payment till paid; and such Dividend shall be paid preferably to any Dividend on the ordinary Shares or Stock in the said Company, and *pari passu* with the Dividend on any other preferential Shares or Stock which may be created and issued by the said Company after the passing of this Act, under the Authority of "The *Edinburgh and Glasgow* Railway Amendment Act, 1861," or of any Act passed or to be passed in the present Session of Parliament: Provided that if in any Half Year ending on the Thirty-first Day of *January* or the Thirty-first Day of *July* there shall not be Profits of the said Company available for the Payment of the full Amount of such preferential Dividend, the Deficiency or any Part thereof shall not be made good out of the Profits of any subsequent Half Year, or out of any other Funds of the said Company.

Rights of Holders of preferential Shares or Stock.

15. The preferential Shares or Stock in the *Edinburgh and Glasgow* Railway Company which shall be created and issued as aforesaid shall confer and impose on the Holders thereof all such Rights and Privileges, Liabilities and Obligations, as shall be conferred and imposed on the Holders of any preferential Shares or Stock which may be created and issued by the said Company in pursuance of "The *Edinburgh and Glasgow* Railway Amendment Act, 1861," or of any Act passed or to be passed in the present Session of Parliament.

Conditions to be stated on Certificates of preferential Shares or Stock.

16. The Terms and Conditions to which any preferential Shares or Stock created or issued under this Act are subjected by the Provisions of this Act shall be clearly stated on every Certificate of such preferential Shares or Stock.

Former Grants of Preference not to be affected.

17. No Preference or Priority to be conferred on any Shares or Stock under the Provisions of this Act shall prejudice or affect any Preference or Priority in the Payment of any Interest or Dividend on any other Shares or Stock which shall have been granted by the *Edinburgh and Glasgow* Railway Company in pursuance of or which may have been confirmed by any Act passed in any previous Session of Parliament, or which may otherwise be lawfully subsisting.

18. The

The Edinburgh and Glasgow and Dumbartonshire Railways Amalgamation Act, 1862.

Proprietors of ordinary Shares or Stock to have same Rights as other Shareholders of Edinburgh and Glasgow Railway Company.

18. The ordinary Shares of Twenty Pounds each or the ordinary Stock in the *Edinburgh and Glasgow* Railway Company which shall be issued by that Company to the Proprietors of Shares in the *Dumbartonshire* Company shall be held to be fully paid up, and the Proprietors thereof shall be entitled to participate in all Dividends payable by the *Edinburgh and Glasgow* Railway Company from Time to Time on their ordinary Shares or Stock, and shall and may exercise the same Rights and Privileges, and be subject to the same Liabilities and Obligations in all respects, as are conferred or imposed upon and are competent to the other Proprietors of ordinary Shares or Stock in the *Edinburgh and Glasgow* Railway Company.

Certificates of Shares to be delivered to Proprietors.

19. The *Edinburgh and Glasgow* Railway Company shall, on Demand of any Proprietor of Shares in the *Dumbartonshire* Company, and in exchange for the Certificate of Shares in that Company held by him, deliver to such Proprietor, free of Expense, a Certificate of the preferential or ordinary Shares or Stock in the *Edinburgh and Glasgow* Railway Company to which such Proprietor has become entitled under the Provisions of this Act.

No additional Capital of Dumbartonshire Company to be raised by Shares or borrowing, and Forfeiture of Shares on which Calls are unpaid.

20. It shall not be lawful for the *Dumbartonshire* Company or the *Edinburgh and Glasgow* Railway Company to create or issue any Part of the unissued Shares of the Capital authorized to be raised by the recited Acts, or to borrow any Money under the Authority of the recited Acts; and all Shares in the *Dumbartonshire* Company which may have been created and issued, but on which the Calls have not been fully paid up previous to the First Day of *December* One thousand eight hundred and sixty-one, shall be and are hereby declared to be forfeited and cancelled.

Interest not to be paid on Calls paid up.

21. It shall not be lawful for the *Edinburgh and Glasgow* Railway Company, out of any Money by this Act or any other Acts relating to the said 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 any 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 that nothing herein contained shall be deemed to prevent the said Company from paying to any Shareholder such Interest on Money advanced by him beyond the Amount of the Calls actually made as shall be in conformity with the Provisions in "The Companies Clauses Consolidation (*Scotland*) Act, 1845," in that Behalf contained.

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

22. It shall not be lawful for the *Edinburgh and Glasgow* Railway Company, out of any Money by this Act or any other Acts relating to the said Company authorized to be raised for the Purposes of such Act or Acts, to pay or deposit any Sum of Money which, by any Standing Order of either House of Parliament in force for the Time being, may be required to be deposited in respect of any Application to Parliament for the Purpose of obtaining an Act authorizing the said Company to construct any Railway or execute any other Work or Undertaking.

23. Nothing

The Edinburgh and Glasgow and Dumbartonshire Railways Amalgamation Act, 1862.

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

23. Nothing in this Act contained shall be deemed or construed to exempt the Railways by the recited Acts or the Acts relating to the *Edinburgh and Glasgow* Railway Company authorized to be made from the Provisions of any General Act relating to Railways 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 the recited Acts or the Acts relating to the said Company.

Expenses of Act.

24. The Costs, Charges, and Expenses of applying for and obtaining this Act and incidental thereto shall be paid by the *Edinburgh and Glasgow* Railway Company.

SCHEDULE referred to in this Act.

Statement of Capital of Caledonian and Dumbartonshire Junction Railway Company.

	Capital authorized.			Capital raised and received.		
	Shares of £25 each.	Amount.	Loans.	Shares of £16 each.	Amount.	Loans.
		£	£		£ s. d.	
9 & 10 Vict. c. 81.	24,000	600,000	200,000	12,234	195,744 0 0	Nil.
10 & 11 Vict. c. 83.	2,000	50,000	16,600	—	—	—
	26,000	650,000	216,600	12,234	195,744 0 0	—
Sum paid on forfeited Shares held by the Company -				8,914	42,987 15 5	—
				21,148	238,731 15 5	—

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