CHAPTER cxci.

An Act for dissolving the Epsom and Ewell Gas Company, Limited; for re-incorporating the Proprietors therein with others, and for conferring Powers on the Company so to be incorporated; and for other purposes. [2d August 1877.] A.D. 1877.

WHEREAS in the year one thousand eight hundred and thirty-nine certain persons formed themselves into a gas company, under the name of the Epsom and Ewell Gas Company, for the purpose of supplying with gas the towns of Epsom and Ewell, in the county of Surrey, and generally for carrying on the business usually carried on by gas companies, and such Company was constituted and regulated by a deed of settlement dated the thirty-first day of December one thousand eight hundred and thirty-nine:

And whereas the Company was subsequently and is now duly registered, under the Companies Act, 1862, by the name of the Epsom and Ewell Gas Company, Limited (herein-after referred to as the "Limited Company"):

And whereas the present share capital of the Limited Company consists of fifty thousand pounds, divided into two thousand shares of twenty-five pounds each, of which twelve hundred shares have been subscribed for and issued, and twenty-four thousand pounds has been paid up thereon:

And whereas the Limited Company have borrowed on mortgage or debentures and now owe four thousand eight hundred pounds:

And whereas the gasworks of the Limited Company are situated on the land firstly described in Schedule A. to this Act, and the Company are now supplying gas in Epsom, Ewell, Cuddington, and Banstead:

And whereas the demand for gas in the places aforesaid has largely increased and is increasing, and other places in the neighbourhood are wholly without a supply of gas, and it is expedient that the works of the Limited Company be enlarged and improved,

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and their mains extended, and that additional capital should be provided for those purposes, and that the supply of gas within the district be placed under the provisions of the Gasworks Clauses Acts, 1847 and 1871:

And whereas it is expedient that the Limited Company be dissolved, and re-incorporated with further powers:

And whereas it is expedient that the Company to be incorporated by this Act (in this Act called "the Company") be authorised to purchase and acquire by agreement the lands secondly and thirdly described in Schedule A. to this Act which adjoin or are near to the existing gas lands of the Limited Company, and on such lands so secondly and thirdly described to extend their existing gasworks and erect new works:

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 Epsom and Ewell Gas Act, 1877.

Commencement of Act.

2. This Act shall commence and take effect from and after the thirtieth day of September one thousand eight hundred and seventy-seven.

Certain provisions of Acts herein named incorporated.

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

Interpretation of terms.

4. 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 works," "the gasworks," and "the undertaking" shall respectively mean and include the gasworks and works connected therewith by this Act vested in and authorised to be made and maintained by the Company, and

any improvements thereof which they may construct under the powers of this Act, and the lands, buildings, estate, rights, title, privileges, effects, and undertaking of the Company and every part thereof respectively; and the expression "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.

5. The limits of this Act shall be the parishes, townships, hamlets, extra-parochial and other places of Epsom, Horton, Ewell, Ashtead, Chessington, so much of the parish of Cuddington as lies on the south or south-easterly side of the Epsom and Leatherhead Branch of the London and South-western Railway and Malden-Rushet, otherwise "Kingston-detached and Malden-detached," all in the county of Surrey, and so much of the parish of Banstead, in the said county, as lies within two hundred yards on each side of the line of the main of the Company in such parish, as laid down in or about the year one thousand eight hundred and seventy-five, and now supplying Nork House; and, notwithstanding anything to the contrary contained in the Sutton Gas Act, 1876, the Sutton Gas Company shall not, without the previous consent in writing under the seal of the Company, supply gas within such part of the said parish of Banstead.

Incorporation of Company.

6. From and after the passing of this Act the Limited Company shall be by this Act 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 Epsom and Ewell 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 land and other property for the purposes of this Act.

Objects of Company.

7. The Company shall be established for the purpose of manufacturing gas or inflammable air from coal, peat, oil, or other materials yielding gas or inflammable air of what nature soever, and for supplying gas within the limits of this Act, and for converting

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or utilising and distributing materials used in and about the manufacture of gas or inflammable air as aforesaid, and of residual products resulting from such manufacture, and for dealing and selling and disposing of gas and inflammable air, and also coal, coke, lime, tar, asphaltum, chemicals, and other materials for and residual and manufactured products of the same, and other matters and things, and for carrying on the business usually carried on by gas companies or by companies or persons dealing in any of the matters and things aforesaid, and for manufacturing, purchasing, or hiring and supplying gas meters, fittings, and other apparatus.

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

8. Subject to the provisions of this Act, all the lands, gasworks, erections, buildings, rights, and easements which immediately 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, pipes, plugs, plant, lamps, 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, house, or building within the limits of this Act, or which immediately before the passing of this Act were the property of the Limited Company, and all money, securities, credits, effects, and other property whatsoever, real and personal, 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.

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 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 and 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 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.

Contracts prior to Act to be binding.

11. 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 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 the Company instead of the Limited Company, or the trustees or persons acting on behalf of the Limited Company, had been a party thereto.

Actions, &c. not to abate.

12. 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

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(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, &c. of Limited Company to be indemnified.

13. 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 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.

14. 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 rents, &c.

15. 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.

16. 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.

17. 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.

18. 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 justice and elsewhere, notwithstanding such dissolution and avoidance.

Officers to continue until removed.

19. 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 register of members to be continued.

20. 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.

21. The capital of the Company shall be sixty thousand pounds, whereof thirty thousand pounds is in this Act called "the original capital," and thirty thousand pounds is in this Act called "the additional capital," and shall be raised in manner herein-after mentioned, and the original capital shall be divided into twelve hundred shares of twenty-five pounds each, which shares are in this Act called "the old shares," and the Company may convert into stock the whole or any part of their original or additional capital when fully paid up.

Vesting of old shares in present shareholders.

22. 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 share for share in substitution for the existing shares of the Limited Company, 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

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passing of this Act affected the existing shares in the Limited Company for which the old share is substituted, and so as to give effect to and not revoke any testamentary disposition of or affecting the same.

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

23. 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 holders of such existing certificates of shares shall not be entitled to any certificate of proprietorship under this Act until they shall have delivered to the Company to be cancelled the certificates of proprietorship 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.

Profits of the Company limited.

24. The profits of the Company to be divided among the shareholders in any year shall not, except as in this Act is otherwise provided, exceed the rate of eight pounds per centum per annum upon the original capital, and the rate of seven pounds per centum per annum on ordinary shares or stock of the additional capital by this Act authorised to be raised, and six pounds per centum per annum on preference shares or stock of such last-mentioned capital (which rates are respectively in this Act referred to as the standard rates of dividend).

Standard rates of dividend to include certain profits.

25. In computing the standard rates of dividends there shall be included therein the profits made by any person or persons with whom the Company has contracted or may contract for the management of the Company's works and business, and in rendering the accounts prescribed by the Gasworks Clauses Act, 1871, no other sums shall be charged by the Company than would be chargeable if no such contract existed, and no compensation to any person or persons so contracting as aforesaid shall be paid, except out of the amounts available for dividends as aforesaid.

Power to raise additional capital.

26. The Company may from time to time, subject to the provisions of Parts II. of The Companies Clauses Act, 1863, raise any additional capital, not exceeding in the whole thirty thousand pounds, by the creation and issue, at their option, of new ordinary or preference shares or stock, or wholly or partially by one or more of those modes, and the additional capital shall form and for all purposes be deemed part of the general capital of the Company.

As to amount of new shares.

27. Any new shares, whether ordinary or preference, issued under this Act shall be of a nominal amount not less than ten pounds.

Shares not to be issued until one fifth paid.

28. The Company shall not issue any new 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.

29. One fifth of the amount of a new 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.

New shares or stock to be offered by auction or tender.

30. 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 of the Company, and whether the ordinary shares or stock 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 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, except that if any bidding or offer by tender of any such holder or holders of shares or stock be the same in amount as any bid or offer made by any other person, the bidding or offer of such holder or holders of shares or stock shall be accepted in preference.

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

31. The intention to sell any such shares or stock by auction or by tender shall be communicated in writing to the clerk of the local authority of the district in which the principal office of the Company is situate, 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 circulating within the limits of such district. The term local authority in this section shall mean the Epsom Local Board.

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Shares or stock not sold by auction or by tender to be offered to share or stock holders.

32. When any shares or stock created under the powers of this Act have been offered for sale by auction or by tender, and not sold, the same shall be offered, at the reserved price put upon the same respectively for the purpose of sale by auction or tender, to the holders of the 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, at such reserve price as shall be fixed by the directors of the Company, with the sanction of the Board of Trade.

Application of premium arising on issue and sale of shares or stock.

33. 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.

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

34. 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 prescribed maximum rate of dividend on each class of ordinary stock or shares in the capital of the Company, a rateable deduction shall be made in the dividend in each class.

Receipts on behalf of incapacitated persons.

35. If any money be payable to a shareholder being a minor, idiot, lunatic, or person not sui juris, the receipt of the guardian or committee of his estate shall be a sufficient discharge to the Company.

Power to borrow in respect of original capital.

36. The Company may at any time, and from time to time after the passing of this Act, borrow on mortgage, in respect of the original capital of thirty thousand pounds, any sum not exceeding in the whole seven thousand five hundred pounds, inclusive of the sum of four thousand eight hundred pounds borrowed on mortgage or debentures by the Limited Company.

Power to borrow in respect of additional capital.

37. The Company may from time to time, in addition to the sum of seven thousand five hundred pounds they are by this Act authorised to borrow in respect of the original capital, borrow on mortgage any further sum or sums not exceeding in the whole seven thousand five hundred pounds, at the times and subject to

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the restrictions herein-after contained; (that is to say,) as and when each sum of four thousand pounds of the additional capital hereby authorised to be raised has been issued and accepted, and one half thereof has been paid up and certified as herein-before mentioned, the sum of one thousand pounds in respect of each such sum of four thousand pounds, and when the last two thousand pounds of such additional capital has been issued and accepted, and one half thereof has been paid up and certified as herein-after mentioned, the Company may borrow the sum of five hundred pounds in respect of such sum of two thousand pounds; but no part of any such sum shall be borrowed until the Company has from time to time 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 required amount of additional capital has been issued and accepted, and that one half of so much of the portion of additional capital in respect whereof the borrowing powers are to be exercised as is to be raised by means of shares has been paid up, and that not less than one-fifth part of the amount of each separate share in such portion of additional capital has been paid on account thereof before or at the time of the issue or acceptance thereof, and until stock for one half of such portion of the said additional capital as is to be raised by means of stock is fully paid up, and the Company have proved to such justice as aforesaid, before he so certifies, that such shares or stock, as the case may be, were issued and accepted, and paid up bonâ fide, and are held by the persons or corporations to whom the same were issued, or their executors, administrators, successors, or assigns, and also if such capital is raised by shares that such persons or corporations, or their executors, administrators, successors, or assigns, are legally liable for the same; and upon production from time to time 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.

Priority of principal moneys secured by existing mortgages.

38. All mortgages, debentures, and bonds granted by the Limited Company before the passing of this Act, and subsisting at the passing hereof, shall, during the continuance of such mortgages, debenture, and bonds, have priority over any mortgages granted by virtue of this Act.

Priority of mortgages over other debts.

39. All moneys raised or 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

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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 rent-charge 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 on their mortgages or debenture stock.

As to conversion of borrowed money into capital.

40. 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 referred to in this section are limited to a rate not exceeding five pounds per centum per annum.

Debenture stock.

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

Rate of interest on debenture stock and borrowed moneys.

42. The rate of interest payable upon debenture stock to be created, and upon moneys to be borrowed by the Company on mortgage under the powers of this Act, shall not exceed five pounds per centum per annum, and the Company shall not renew the existing mortgages or debentures of the Company at a higher rate of interest than five pounds per centum per annum.

Application of moneys.

43. 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.

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

Quorum for meetings of Company.

45. The quorum of all general meetings, whether ordinary or extraordinary, shall be ten shareholders present in person or by proxy, holding not less in the aggregate than fifty share in the ordinary capital of the Company.

Number of directors.

46. The number of the directors shall not be less than three nor more than six.

Qualification of directors.

47. The qualification of a director other than the present directors of the Company elected after the passing of this Act shall be the possession in his own right of not less than twenty shares, or of stock to the amount of five hundred pounds.

Quorum.

48. The quorum of a meeting of directors shall be three, unless the number of directors be reduced to three, in which case the quorum shall be two.

First directors.

49. Robert Burn the younger, Edward Butcher, Henry Westwood Hoffmann, Charles James Langlands, George Stone, and one other person to be nominated by them and consenting to such nomination, 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 nominated as aforesaid, 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 aforesaid 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 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 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.

Auditors need not hold shares.

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

Certain contracts not to disqualify for office of director.

51. Any contract to be made with any board, corporation, or public body under this Act shall not disqualify any of the members of any such board, corporation, or public body for the office of director, but no director being a member of any such board, corporation, or public body shall vote on any question as to any contract with such board, corporation, or public body.

Powers as to construction and maintenance of gasworks, &c.

52. Subject to the provisions of this Act, and to section five of the Gasworks Clauses Act, 1871, the Company may from time to time maintain, alter, improve, enlarge, extend, and renew or discontinue the existing gas and other works of the Limited Company upon the lands upon which the same are erected, or any part thereof, and which are firstly described in Schedule A. to this Act, and which are by this Act vested in the Company, and they may, upon the lands secondly and thirdly described in the said Schedule A. to this Act, or some part thereof, erect, make and maintain, alter,

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improve, enlarge, extend, and renew or discontinue other works for the manufacture of gas or inflammable air from coal, peat, oil, or other materials yielding gas or inflammable air of what nature soever, and for the conversion and utilisation of materials used in and about the manufacture of gas or inflammable air as aforesaid, and of residual products resulting from such manufacture, and for the manufacture of chemicals, and upon those lands respectively they may accordingly manufacture gas and inflammable air, and manufacture, convert, utilise, and distribute chemicals and such materials and residual products as aforesaid, and also on those lands respectively store gas and inflammable air, and erect houses and other buildings; and the Company may also from time to time provide, lay down, maintain, alter, improve, enlarge, extend, and renew or discontinue drains, sewers, mains, pipes, meters, lamps, lamp-posts, burners, stopcocks, machinery, and other works and apparatus and conveniences, and may do all such other acts as they may think proper for making, storing, and supplying gas or inflammable air within the limits of this Act, and may supply gas or inflammable air accordingly, and may deal in and sell and dispose of coal, and also lime, coke, tar, asphaltum, ammoniacal oil, and all other materials and products or residuum of any materials employed in or resulting or obtainable from the manufacture of gas, including chemicals, and may carry on the business usually carried on by gas companies, or by companies or persons dealing in any of the matters and things aforesaid, and may manufacture, purchase, or hire, and supply gas meters, fittings, and other apparatus.

53. With respect to the Post Office telegraph system the following provisions shall take effect:

Restriction on works affecting Post Office telegraph system.

(A.) The Company shall not by any work or thing interfere with any telegraph post, wire, tube, apparatus, or work of Her Majesty's Postmaster General, or execute or do any work or thing causing or likely to cause any interruption of or impediment to postal telegraphic communication, unless and until the Company have given to the Postmaster General one calendar month's previous notice in writing of their intention to execute or do the proposed work or thing, specifying all necessary and proper particulars relating thereto, and unless and until the Postmaster General has approved of the proposed work or thing by writing delivered to the Company, or has failed to approve or to disapprove of the same for one calender month after service of such notice and particulars on him: Provided always,

that this section shall not be deemed to prevent the Company executing any repairs or other works or things which shall be necessary to prevent accidents, and in any such case the Company shall forthwith give notice to the Postmaster General of any such interference and the reason for the same:

Power for Postmaster General to annex conditions.

(B.) Her Majesty's Postmaster General may annex to his approval under this Act of any work or thing such reasonable terms and conditions as to the time and mode of execution of any such work or thing as he thinks fit, and the Company shall observe and perform the same:

Power of entry for Postmaster General.

(C.) The engineer and other officers and servants and workmen of Her Majesty's Postmaster General may at and for all reasonable times enter on and into and remain on any of the lands and works of the Company for the purpose of examining, repairing, altering, or removing any telegraph post, wire, tube, apparatus, or work the property of the Postmaster General being thereon:

Compensation by Company to Postmaster General, and penalty.

(D.) The Company shall from time to time make full compensation to Her Majesty's Postmaster General for any expense, loss, or damage which he is put to or sustains by reason of the Company, by any work or thing executed or done by them, interfering with any telegraph post, wire, tube, apparatus, or work of the Postmaster General; and if at any time any such work or thing causes an interruption of or impediment to postal telegraphic communication, the Company shall, in addition to making compensation as aforesaid, be liable to forfeit a sum not exceeding twenty pounds for every twenty-four hours during which that interruption or impediment continues; and the amount of any such expense, loss, damage, or forfeiture shall be a debt due from the Company to the Crown, and be recoverable accordingly with costs, or the same may be recovered with costs on behalf of the Postmaster General as a penalty is recoverable from the Company:

Provisions to remain in force for one year and to the end of the then next session of Parliament.

(E.) Inasmuch as it is contemplated to introduce a general measure for the better protection of the national telegraphs, and to enlarge the powers of the Postmaster General in relation thereto, this section shall only remain in force for one year from the date of the passing of this Act, and to the end of the then next session of Parliament.

Power to purchase

54. The Company may for the purposes of their undertaking purchase, take, and hold (by agreement, but not otherwise) the lands

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lands by agreement.

secondly and thirdly described in the Schedule A. to this Act, and they may for the purposes of their undertaking purchase, take, and hold by agreement, in addition to the lands described in the Schedule A. to this Act, any lands and hereditaments, not exceeding in the whole six acres, which the Company may from time to time require for the purposes of their works and undertaking; but no gas or residual products shall be manufactured by the Company except on the lands described in the Schedule A. to this Act.

Power to lay pipes against buildings.

55. 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.

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

56. The standard price to be charged by the Company for gas supplied by them shall be five shillings and sixpence 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 hundred pounds per annum.

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

57. If the clear profits of the undertaking of the Company in any year amount to a larger sum than is sufficient to make up the rates of dividend by this Act authorised, the excess beyond the sum necessary for such purpose shall from time to time, to the extent of one pound 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 or demand which may at any time arise against the Company from accident which, in the opinion of the auditor,

due prudence 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 prescribed rate of dividend.

58. 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 rates of dividend by this Act respectively authorised, and to form or make up the insurance fund by this Act authorised, the excess (subject to the provisions of this Act respecting the reserve fund) shall be carried to the credit of the divisible profits of such undertaking for the following year.

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

59. Where in any year the amount of the standard rates of dividend 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 the reserve fund existing at the time of the commencement 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 rates of dividend respectively authorised by this Act, and, save as in this Act otherwise provided, no sum shall in any year be carried by the Company to any reserve fund.

Pressure of gas.

60. 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

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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 the 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.

61. The prescribed number of candles shall be fourteen.

Testing place.

62. Within six months from the passing of this Act a testing place shall be provided upon some part of the works or lands of the Company.

Burner.

63. The prescribed burner shall be Sugg's Number One London Argand burner, consuming five cubic feet of gas an hour, with a six-inch by one-and-three-quarter-inch glass chimney, but if at any time the gas flame lap over the top of that glass, a six-inch by two-inch chimney shall be used.

Power to hold licenses under letters patent.

64. The Company may take, hold, and use patent rights or licenses or authorities (not being exclusive) under any letters patent for the use of any invention relative to the manufacture, conversion, utilisation, or distribution of gas or inflammable air, and of such materials and residual products as aforesaid.

Contracts for supplying gas for public purposes.

65. The Company may enter into and carry into effect any agreement with any corporation, urban or rural sanitary authority, or other local authority, and the trustees of any turnpike or other road, or any highway board, or any surveyors of any highway, and any railway company and any other companies, bodies, or persons, for the supply of gas or inflammable air by the Company for public purposes within the limits of this Act for any period not exceeding under any one such contract or arrangement seven years, and may vary, suspend, or rescind any such agreement, and enter into or carry into effect other agreements in lieu thereof or in addition thereto.

As to testing accuracy of meters.

66. If either the Company or any local authority supplied by them shall dispute the accuracy of the registration of any meter used for measuring the gas supplied to the public lamps, then such meter shall be tested in the manner provided by the Act passed in the session of Parliament held in the twenty-second and twenty-third years of the reign of Her present Majesty, intituled "An Act for "regulating measures used in the sale of gas," and if found to

register erroneously within the meaning of the said Act, or in case any such meter shall be shown to have at any time ceased to register, notwithstanding gas may have passed through it to the burners, and notwithstanding such meter shall on being submitted to the test then act correctly, it shall not be deemed to be one of the meters from which the average meter indication shall be determined.

Contract to be signed before gas supplied.

67. Every person being or desiring to become a customer of the Company shall, if required by them, sign a contract with them in the form given in the Schedule B. to this Act, or to the like effect, with such variations and additions as circumstances require, and if any person refuses to do so, the Company may refuse to give or may discontinue the supply of gas to him, and may remove any meter belonging to them in his possession.

Power to refuse supply to person in debt for other property.

68. If a person requiring a supply of gas from the Company has previously quitted premises at which gas was supplied to him by them without paying to them all gas and meter rent due from him in respect thereof, they may refuse to furnish to him a supply of gas until he pays the same.

Rebates on gas rents.

69. The directors may allow discounts or rebates to consumers of gas in consideration of prompt payment of gas rents, or of large consumption, upon such scale, and subject to such conditions and regulations, as may be prescribed by special contract in writing between the Company, or their secretary or manager on their behalf, and such consumer: Provided that such discounts or rebates shall be of equal amount under like circumstances to all consumers.

Company to pay interest on money deposited as security.

70. If any person is required by the Company to give to them security for the payment of gas rates or 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, subject however to the right of the Company to set off the same against any money due to the Company from such person.

As to proceedings in bankruptcy on behalf of the Company.

71. If any person against whom the Company have any claim or demand under this Act for gas rents or otherwise becomes bankrupt, or enters into any liquidation by arrangement or composition with creditors, any person appointed for that purpose by the directors or secretary of the Company may represent the Company, and act in their behalf in all respects as if the claim or demand of the Company were the claim or demand of such person and not of the Company.

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Authentication of notices.

72. Any summons, warrant, demand, or notice, or other such document to be issued or given for any of the purposes of this Act, may be in writing or print, or partly in writing or partly in print, and if the same require authentication by the Company, the signature thereof by the secretary to the Company shall be a sufficient authentication.

Report of gas examiner.

73. The gas examiner shall, within three days next immediately following that on which the testing of the illuminating power or purity of the gas has been conducted, make and deliver a report in writing of the results of his testing to the local authority or the justices by whom he was appointed and to the Company.

Penalties not cumulative.

74. Penalties imposed for one and the same offence by several Acts of Parliament shall not be cumulative, and for this purpose this Act and any Act incorporated wholly or in part with this Act shall be deemed several Acts.

Application of penalties.

75. 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.

Notices to Company to be in writing, &c.

76. No notice to the Company for the discontinuance of a supply of gas shall be of any effect unless such notice shall be in writing, and shall be left at the principal office for the time being of the Company.

Expenses of Act to be paid by the Company.

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

The SCHEDULES to the foregoing Act.

SCHEDULE A.

Firstly. A piece of land, belonging or reputed to belong to the Limited Company, forming the site of the existing gasworks and buildings with the lane leading thereto of the Limited Company, situate and being in the parish of Epsom, in the county of Surrey, bounded on the north-westerly side by an occupation road leading from Kingston Lane to Garden Cottages, on the south-easterly side by land respectively belonging or reputed to belong to George Spikesman and Charles Smart, and by East Street, on the north-easterly side by a lane leading from East Street aforesaid to the occupation road aforesaid, and on the south-westerly side in part by Kingston Lane, and in other part by land belonging or reputed to belong to the representatives of the late Thomas Roberts, deceased, and measuring on the north-westerly side 144 feet, on the south-easterly side in part 212 feet and in other part 14 feet, on the north-easterly side 284 feet, and on the south-westerly side 198 feet or thereabouts respectively.

Secondly. All that other plot of land, situate at Epsom aforesaid, bounded on the north-westerly side by the occupation road aforesaid, on the south-easterly side by the lane leading from East Street by a stable belonging or reputed to belong to Mr. Thomas Humphrey, and by a line drawn from the north-eastern corner of the said stable to the north-western corner of land in the occupation of Ransley Tanton, and by land in the occupation of the said Ransley Tanton, on the north-easterly side by glebe lands, and on the north-westerly side by the existing gasworks, and measuring on the north-westerly side 360 feet, on the south-easterly side 300 feet, on the north-easterly side 245 feet, and on the south-westerly side 180 feet or thereabouts respectively.

Thirdly. All that triangular plot of land, situate in Epsom aforesaid, lately used as a brickfield by Thomas Humphrey, bounded on the northerly side by a meadow occupied by Thomas Miles, on the south-easterly side by the Leatherhead Branch of the London and South-western Railway, and on the westerly side by Kingston Lane, and measuring on the northerly side 210 feet, on the said south-easterly side 350 feet, and on the westerly side 260 feet or thereabouts respectively.

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SCHEDULE B.

EPSOM AND EWELL GAS COMPANY.

I of do hereby contract with the Epsom and Ewell Gas Company for a supply of gas by meter on the following terms and conditions; (namely,) at per thousand cubic feet, or such other rate as the Company are for the time being entitled under Act of Parliament to charge, and per quarter for the use of the Company's light meter, and if the meter from any cause ceases or omits to register accurately the quantity of gas used, I hereby agree to pay in respect of the gas consumed a reasonable proportion at the above rate, and during the period of such non-registration: And I agree to pay the rent (quarterly), and hold myself liable for all gas consumed on the above premises, whether by myself or others, until notice in writing be given by me to the Company.

I also agree that the meter shall be accessible at all reasonable times to the inspection of the Company's inspectors or servants.

(Signed) Consumer.

(Witness) Inspector.

LONDON: Printed by George Edward Eyre and William Spottiswoode, Printers to the Queen's most Excellent Majesty. 1877.