CHAPTER ccxv.

An Act to incorporate and confer powers upon the Felixstowe Gas Light Company. [15th August 1904.] A.D. 1904.

WHEREAS in the year one thousand eight hundred and eighty-three certain persons formed themselves into a company under the name of the Felixstowe Gas Light Company Limited (in this Act referred to as "the limited company") for the purpose (amongst other things) of supplying gas to the town of Felixstowe in the county of Suffolk and the neighbouring places and such company was duly registered under the Companies Act 1862: 59 Vict. c. i.

And whereas by the Felixstowe Gas Order 1895 (confirmed by the Gas Orders Confirmation Act 1895 session 2) the limited company were empowered to maintain and continue their gasworks and to supply gas in the parishes of Walton and Felixstowe in the county of Suffolk:

And whereas the share capital of the limited company authorised by the Order of 1895 consists of—

(A) One thousand five hundred and ninety-four shares of five pounds each and entitled under the Order of 1895 to a preferential dividend of five per centum per annum being the number of shares required to raise with the premiums thereon the sum of eight thousand pounds;

(B) One thousand eight hundred shares of five pounds each being the original capital of the limited company and entitled under the Order of 1895 to a fixed maximum dividend of ten per centum per annum;

the whole of which capital has been subscribed and fully paid up and the limited company have borrowed on mortgage of the undertaking and now owe the sum of four thousand pounds:

And whereas the limited company now supply gas at a fixed maximum price and it is expedient that provision should be made as in this Act contained whereby the rate of dividend payable

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by the Company upon their ordinary capital shall be regulated according to the price charged for gas upon the system known as the sliding scale of price and dividend:

And whereas the demand for gas within the limits of supply of the limited company has increased and is increasing and it is expedient that additional capital should be provided for the purposes of the undertaking:

And whereas it is expedient that the limited company should be dissolved and re-incorporated with further powers:

And whereas the parishes of Trimley St. Mary and Trimley St. Martin adjoining the limits of supply of the limited company are not now supplied with gas and it is expedient that the Company should be empowered to supply gas within those parishes:

And whereas the purposes of this Act 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 King'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):—

Preliminary.

Short title.

1. This Act may be cited as the Felixstowe Gas Act 1904.

Incorporation of Acts.

2. The following Acts (so far as the same are applicable for the purposes and are not inconsistent with the provisions of this Act) are hereby incorporated with this Act namely:—

(1) The Companies Clauses Acts 1845 to 1889 (except the provisions with respect to the conversion of borrowed money into capital and except Part IV. of the Companies Clauses Act 1863):

(2) The Lands Clauses Acts (except the provisions thereof with respect to the purchase and taking of lands otherwise than by agreement):

(3) The Gasworks Clauses Act 1847 (except sections 30 to 34) Provided that section 35 of that Act shall be read and construed as if the words from "in case the whole" down to "have been paid" were omitted therefrom and that section 13 shall be read as if the words "or any premises" were inserted after the words "private building" in that section:

(4) The Gasworks Clauses Act 1871.

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Interpretation.

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

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

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

The expression "the Order of 1895" means the Felixstowe Gas Order 1895.

Limits of Act.

4. The limits of this Act shall be the parishes of Felixstowe Walton Trimley St. Mary and Trimley St. Martin all in the county of Suffolk.

Re-incorporation of Company.

Incorporation of Company.

5. From and after the passing of this Act the limited company shall be dissolved and the several persons who immediately before the passing of this Act were members of that company and all other persons who have subscribed to or who shall hereafter become proprietors in the undertaking and their executors administrators successors and assigns respectively shall be and are hereby united into a company for the purposes herein-after mentioned and shall be and are hereby incorporated by the name of "The Felixstowe Gas Light 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 or of their undertaking.

General purposes of Company.

6. The Company shall be established for the purpose of manufacturing and supplying gas for lighting heating motive power and other purposes within the limits of this Act and may provide produce sell dispose of and deal in gas coke tar and all other residual products arising in or resulting from the manufacture of gas and generally may carry on the business usually carried on by a gas company.

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Present property of limited company vested in Company.

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

Memorandum and articles of association of limited company to be void.

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

Nothing to affect previous rights and liabilities.

9. Except as is by this Act otherwise expressly provided everything before the passing of this Act done or suffered by or with reference to the limited company or the members thereof as such shall be as valid as if the Company had not been incorporated and the said memorandum and articles of association had

not been avoided by this Act and such incorporation and avoidance and this Act respectively shall accordingly be subject and without prejudice to everything so done or suffered and to all rights liabilities claims and demands both present and future which if the Company were not incorporated and the said memorandum and articles of association were not avoided by this Act and this Act were not passed would be incident to or consequent on any and 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 provisions of this Act.

Contracts prior to Act to be binding.

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

Actions &c. not to abate.

11. Nothing in this Act contained shall release discharge or suspend any action or other proceeding 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 or other proceeding may be maintained prosecuted or continued by or in favour of or against the Company (as the case may be) in the same manner and as effectually and advantageously as the same might have been maintained prosecuted or continued by or in favour of or against the limited company or any member thereof if this Act had not been passed the Company and the shareholders therein being in reference to the matters aforesaid in all respects substituted for the limited company and its members respectively.

Trustees of limited company to be indemnified,

12. Every trustee or other person in whom or in whose name any lands works buildings easements rights property or

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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.

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

Recovery of gas rents &c.

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

As to payment of debts owing before passing of Act.

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

Certificates &c. to remain in force.

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

Books &c. continued evidence.

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

Officers to continue until removed.

18. All officers and servants of the limited company who were in office immediately before the passing of this Act shall hold and enjoy their respective offices and employments together with the salaries and emoluments thereunto annexed until they shall resign the same or be removed therefrom by the Company and shall be subject and liable to the like conditions obligations pains and penalties and to the like powers of removal and to the like rules restrictions and regulations in all respects whatsoever as if they had been appointed under this Act.

Present registers of members to be continued.

19. The books kept by the limited company for entering the names and designations of the members thereof shall continue to be kept for similar purposes by the Company and be taken and considered as the register of holders of stock required to be kept by the Companies Clauses Consolidation Act 1845 until a new register is provided by the Company.

CAPITAL.

Capital.

20. The capital of the Company shall be forty-nine thousand nine hundred and seventy pounds whereof seven thousand nine hundred and seventy pounds shall be preference stock representing the existing preference capital of the limited company nine thousand pounds shall be ordinary stock representing the existing ordinary capital of the limited company and thirty-three thousand pounds shall be the additional capital to be raised in manner herein-after mentioned.

Vesting of stock in present shareholders.

21.—(1) The said sum of nine thousand pounds ordinary stock shall be divided among and vested in the several persons who immediately before the passing of this Act were registered as the holders of the ordinary capital of the limited company their executors administrators and assigns in proportion to their respective holdings in the capital of the limited company and the said sum of seven thousand nine hundred and seventy pounds preference stock shall in like manner be divided among and vested in the several persons who immediately before the passing of this Act were registered as the holders of the preference shares of the limited company.

(2) Upon the passing of this Act there shall be created by virtue of this Act sufficient preference and ordinary stock to give effect to the provisions of this section.

(3) The stock vested by this section shall be subject and liable to the same trusts powers provisions declarations agreements charges liens and incumbrances as immediately before the passing

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of this Act affected the share or shares in respect of which such stock is so vested and so as to give effect to and not revoke any deed or other instrument or any testamentary disposition of or affecting the same.

(4) The Company shall call in and cancel the certificates of shares in the limited company and shall issue in lieu thereof to every shareholder certificates for the amount of preference or ordinary stock as the case may be by this section vested in him.

(5) Every new certificate issued in pursuance of this section shall be issued free of charge.

(6) No shareholder shall be entitled to a new certificate until he shall have delivered up to the Company to be cancelled the share certificate for which the new certificate is to be substituted or shall have proved to the reasonable satisfaction of the directors of the Company the loss thereof.

Power to Company to raise additional capital.

22. The Company may raise additional capital not exceeding in the whole thirty-three thousand pounds by the creation and issue of preference stock or additional ordinary stock but no such stock shall vest in the person accepting the same unless and until the full price of such stock including any premium obtained upon the sale thereof shall have been paid in respect thereof Provided that it shall not be lawful for the Company to create and issue under the powers of this section any greater nominal amount of capital than shall be sufficient to produce including any premium which may be obtained on the sale thereof the sum of thirty-three thousand pounds and the Company shall not create under the powers of this section a greater amount of preference stock than fifteen thousand pounds.

Limitation of profits.

23. Except as by this Act provided the profits of the Company to be divided among the stockholders in any year shall not exceed the following rates (that is to say) On the original ordinary capital the rate of ten pounds in respect of every one hundred pounds of such capital on the additional ordinary capital to be raised under the provisions of this Act the rate of seven pounds in respect of every one hundred pounds of such capital (in this Act respectively called "the standard rate of dividend") and on the preference capital the rate of five pounds in respect of every one hundred pounds.

Restriction as to votes of preference stockholders.

24. Except as otherwise expressly provided by the resolution creating the same no person shall be entitled to vote in respect of any stock to which a preferential dividend shall be assigned.

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Dividends on different classes of stock to be paid proportionately.

25. In case in any year the funds of the Company applicable to dividend shall be insufficient to pay the full amount of dividend at the authorised rate on each class of ordinary stock in the capital of the Company a proportionate reduction shall be made in the dividend of each class.

New stock to be offered by auction or tender.

26. Notwithstanding anything in this Act contained the Company shall when any stock created under the powers of this Act is to be issued and before offering the same to the holder of any stock in the Company and whether the ordinary stock of the Company 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 not inconsistent with the provisions of this Act as the directors of the Company shall from time to time determine Provided that at any such sale no single lot shall comprise more than one hundred pounds nominal value of stock and that notice of the amount of the reserve price put upon such stock 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 Provided also that no priority shall be allowed to any holder of stock in the Company except that if any bid or offer by tender of any holder or holders of stock be the same in amount as any bid or offer made by any other person the bid or offer of such holder or holders of stock shall be accepted in preference.

Purchase money to be paid within three months.

27. It shall be one of the conditions of any sale of stock under this Act that the full price thereof including any premium given by any purchaser at such sale shall be paid to the Company within three months after such sale.

Notice to be given as to sale of stock.

28. The intention to sell any such stock by auction or by tender shall be communicated in writing to the clerks to the district councils having authority in any part of the limits of this Act 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 this Act.

Stock not sold by auction or by

29.—(1) When any stock created under the powers of this Act has been offered for sale by auction or tender and not sold

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tender to be offered to holders of stock.

the same may be offered at the reserve price put upon the same for the purpose of sale by auction or tender to the holders of preference or ordinary stock of the Company or to the employees of the Company or to consumers of gas supplied by the Company or partly to one and partly to the other or others.

(2) Any stock not so offered and any stock so offered and not accepted within the time prescribed by the directors may 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 stock created under the powers of this Act and at such time or times as the directors of the Company think fit and any stock not then sold may be again offered to the holders of stock or to employees or consumers at the reserve price put upon the same at such second auction or tender and so from time to time until the whole of such stock is sold.

Application of premium arising on issue of stock.

30. Any sum of money which shall arise from the issue of any such 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 Provided that all such sums shall be deemed to be part of the paid-up capital of the Company for the purpose of determining the amount which the Company may borrow under this Act and the amount which the Company may invest to form an insurance or reserve fund.

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

31. If the clear profits of the undertaking of the Company in any year amount to a larger sum than is sufficient to pay the dividend on the preference capital and dividend at the authorised rate on the ordinary stock the excess beyond the sum necessary for that purpose may from time to time to the extent of one per centum per annum upon the paid-up capital of the Company be invested in Government or other securities and the dividends and interest arising from such securities shall also be invested in the same or the 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 part of the paid-up capital of the Company which sum shall form an insurance fund to meet any extraordinary claim demand or charge which may at any time arise against or fall upon the Company from accident strikes or other circumstances which in the opinion of a court of summary jurisdiction

due care and management could not have prevented and if such fund be at any time reduced it may thereafter be again made up to the said sum and so from time to time as often as such reduction shall happen Provided that when and so often as the said fund shall reach one-twentieth part of the paid-up capital the interest thereon shall be carried to the credit of the fund available for dividend Provided also that resort may be had to the insurance fund to meet any extraordinary claim demand or charge as aforesaid although such fund may not at the time have reached or may have been reduced below the full amount of one-twentieth part as aforesaid.

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

32. When in any year the dividend on the ordinary stock shall exceed the standard rate of dividend by reason of the price charged by the Company for gas in such year being below the standard price then out of the amount of the divisible profits of the Company applicable to the payment of such excess of dividend the Company may in such year set apart such sum as they shall think fit and all sums so set apart by the Company and any reserve or other fund of the Company existing at the passing of this Act may be invested in Government or other securities and the dividends and interest arising from such securities may also be invested in the same or the like securities in order that the same may accumulate at compound interest and the fund so formed shall be called "the reserve fund" and shall be applicable to the payment of dividend in any year in which the clear profits of the Company shall be insufficient to enable the Company in such year to pay the dividend at the authorised rate on the ordinary stock of the Company and save as is in this Act provided no sum shall in any year be carried by the Company to any reserve fund.

Power to borrow.

33. The Company may subject to the provisions of this Act borrow on mortgage of the undertaking any sum or sums which together with the sum of four thousand pounds borrowed on mortgage by the limited company shall not exceed in the whole one-third part of the amount of the capital of the Company at the time actually issued by stock but no part thereof shall be borrowed until the whole of the stock at the time issued together with the premium (if any) realised on the sale thereof shall have been fully 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 such stock has been issued and together with the premium (if any) fully paid up and upon production to such justice of the books

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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 existing mortgages.

34. All mortgages granted by the limited company before the passing of this Act and subsisting at the passing hereof shall during the continuance of such mortgages and subject to the terms thereof have priority over all mortgages granted by virtue of this Act.

For appointment of a receiver.

35. The mortgagees of the undertaking may enforce payment of arrears of interest or principal or principal and interest due on their mortgages by the appointment of a receiver In order to authorise the appointment of a receiver in respect of arrears of principal the amount owing to the mortgagees by whom the application for a receiver is made shall not be less than one thousand pounds in the whole.

Debenture stock.

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

Debenture stock to be offered by auction or tender.

37. The provisions of this Act with respect to the offering and disposal of stock by auction or tender shall extend and apply mutatis mutandis to and in respect of any debenture stock created by the Company under the powers of this Act.

Priority of mortgages over other debts.

38. All money to be raised by the Company on mortgage or debenture stock under the provisions of this Act shall subject to the provisions of this Act 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 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 Acts or in respect of any rent or sum

reserved by or payable under any lease granted to the Company which is entitled to rank in priority to or pari passu with the interest on their mortgages or debenture stock. A.D. 1904.

Application of moneys.

39. All moneys raised under this Act whether by stock debenture stock or borrowing shall be applied only to the purposes of the Company to which capital is properly applicable.

Renewal fund.

40.—(1) The directors of the Company may if they think fit annually appropriate out of the revenue of the Company and as part of the expenditure on revenue account any sum not exceeding an amount equal to one per centum on the paid-up capital of the Company including premiums to be called "the renewal fund" for the purpose of providing for the renewal and repair of their gasworks mains and pipes and may from time to time appropriate as occasion may require any portion of such fund to such purposes.

(2) Such fund shall be invested in any securities in which trustees are for the time being authorised by law to invest money 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 ten per centum on the paid-up capital for the time being of the Company.

(3) When and so often as the said fund shall reach such sum the interest thereon shall be carried to the credit of the fund available for dividend.

(4) If such fund be at any time reduced below the said sum it may thereafter be made up in manner herein-before provided to that sum and so from time to time as often as such reduction shall happen.

(5) Resort may from time to time be had to such fund for the purposes aforesaid notwithstanding that the same may not have reached or may have been reduced below the full amount of ten per centum upon the capital of the Company as aforesaid.

Meetings Directors &c.

Ordinary meetings.

41. The first ordinary meeting of the Company shall be held within nine months after the passing of this Act and the subsequent ordinary meetings of the Company shall be held once in every year in the month of February or March or at such other time as shall be appointed for that purpose by an order of a general meeting.

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Number of directors.

42. The number of directors shall be six but the Company may vary the number provided that the number be not more than six nor less than three.

Qualification of directors.

43.—(1) The qualification of a director shall be the possession in his own right of not less than two hundred pounds of ordinary stock Provided that a director named in this Act shall not be disqualified from acting by reason of insufficient qualification if he shall within one year from the passing of this Act have become qualified in accordance with this section.

(2) No person shall be disqualified from becoming or continuing a director of the Company by reason of his or any partner of his being or becoming interested in any contract with the Company either in his own behalf or as a member of any other company corporation local authority or partnership but no such person shall as a director vote in respect of any question as to any such contract.

(3) If any of the directors shall be made bankrupt or shall go to reside abroad or shall become lunatic or of unsound mind or shall neglect to attend a meeting of directors for three months (unless such neglect to attend be occasioned by illness or by any other reasonable cause allowed by the directors) then in any of the cases aforesaid the office of such director shall become vacant and thenceforth he shall cease from voting or acting as a director.

(4) The continuing directors may act notwithstanding any vacancy in the number of directors.

Quorum.

44. The quorum of a meeting of directors shall be three.

First directors.

45. The directors of the limited company namely Samuel Alexander Worthington Church William Jolly Thomas Edward Priestman Thomas Ward and Edward Hannath Woodmancy 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.

Election of directors.

46. At the first ordinary meeting held after the passing of this Act the stockholders present in person or by proxy may either continue in office any of the directors appointed by this Act 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 they continue qualified eligible for re-election and at the first ordinary meeting to be held in every year after the first ordinary meeting the stockholders present in person or by proxy shall (subject to the power in this Act contained for varying the

number of directors) elect persons to supply the places of directors then vacant 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 Companies Clauses Consolidation Act 1845.

Quorum for meetings of Company.

47. The prescribed quorum of general meetings of the Company shall be seven stockholders present in person or by proxy holding not less in the aggregate than one thousand pounds in the ordinary capital of the Company.

Scale of voting.

48. Every holder of ordinary stock in the Company shall be entitled to one vote for every ten pounds or part of ten pounds of stock held by him up to one hundred pounds and to an additional vote for every fifty pounds of stock beyond the first hundred pounds held by him up to one thousand pounds and an additional vote for every hundred pounds of stock beyond the first thousand pounds held by him:

Provided that no such holder shall be entitled to vote at any meeting in respect of any stock that he has acquired by transfer unless he has been possessed of the stock in respect of which he claims to vote for at least three months previously to the time of holding the meeting.

Number and qualification of auditors.

49.—(1) The prescribed number of auditors shall be one unless the number be increased to two by an order of a general meeting Provided that if the Company think fit a firm of accountants may be appointed auditors.

(2) It shall not be necessary for the auditors appointed by the Company to hold stock in the capital of the Company.

Receipt in case of persons not sui juris.

50. If any money is payable to a stockholder mortgagee or debenture stockholder being a minor idiot or lunatic the receipt of the guardian or committee of his estate shall be a sufficient discharge to the Company.

Interim dividend.

51. The directors may in any year without calling a meeting of stockholders for the purpose declare an interim half-yearly dividend out of the then ascertained profits of the Company Provided that any interim half-yearly dividend so declared shall not in any one half-year exceed one-half of the standard rate of dividend.

Closing of transfer books pre-

52. The directors may close the register of transfers for a period not exceeding fourteen days previous to the declaration of

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vious to declaring interim dividend.

any interim dividend and they may fix a day for closing the same of which seven days notice shall be given by advertisement in some newspaper published or circulating in the district within which the Company's principal place of business is situate and any transfer made during the time when the transfer books are so closed shall as between the Company and the person claiming under the same but not otherwise be considered as made subsequently to the declaration of any such dividend.

Books to be balanced to thirty-first December each year.

53. The period to which the books of the Company shall be balanced shall be the thirty-first day of December in each year.

Works and Lands.

Powers as to construction and maintenance of gasworks.

54. Subject to the provisions of this Act the Company may maintain alter improve enlarge extend and renew or discontinue the existing gasworks upon the lands described in the schedule to this Act and may also upon those lands erect lay down provide maintain alter improve enlarge extend and renew or discontinue additional and other gasworks retorts purifiers gasometers receivers drains sewers mains pipes meters lamps lamp-posts burners stop-cocks machinery and other works and apparatus and conveniences and may do all such acts as they may think proper for making and storing gas and for supplying gas within the limits of this Act and may make store and supply gas accordingly and may manufacture sell provide supply and deal in coke tar pitch asphaltum ammoniacal liquor oil sulphate of ammonia chemicals and all other products or residuum of any materials employed in or resulting from the manufacture of gas.

Power to purchase lands by agreement.

Gas not be manufactured except on lands scheduled.

55. The Company may for the purposes of their undertaking purchase take on lease 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 require for the purposes of their works and undertaking but the Company shall not create or permit a nuisance on any such lands and 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.

For protection of Great Eastern Railway Company.

56.—(1) Any mains pipes or other works which the Company under the powers of this Act lay down or execute under or over or so as to affect any railway or railway works of the Great Eastern Railway Company shall (except in cases of emergency) be laid down and executed and subsequently maintained and

repaired by the Company under the superintendence and to the reasonable satisfaction of the chief engineer of the Great Eastern Railway Company in accordance with plans and sections previously submitted to and approved by him.

(2) The Company shall restore and make good all roads over any bridges level crossings and approaches which the said Great Eastern Railway Company is or may be liable to maintain and which may be disturbed or interfered with by or owing to any operations of the Company and all works of the Company shall be constructed so as not to cause any injury to any railway or railway works of the said Great Eastern Railway Company or interruption of the passage or conduct of the traffic over such railways or at any station thereon.

(3) If any difference arises between the Company and the said Great Eastern Railway Company or their said engineer as to the mode of laying down repairing or enlarging their mains or pipes or other works or the facilities to be afforded for the same such difference shall be settled by an engineer to be appointed by the Board of Trade at the request of either party.

Miscellaneous.

Dwelling-houses for persons in Company's employ.

57. The Company may purchase or take on lease dwelling-houses for persons in their employ and may erect and maintain dwelling-houses for such persons upon the lands for the time being belonging to or leased by the Company.

Power to lay pipes in streets not dedicated to public use.

58. The Company may upon the application of the owner or occupier of any premises abutting on or being erected in any street laid out or made but not dedicated to public use within the limits of this Act supply such premises with gas and may subject to the provisions of the Gasworks Clauses Act 1847 with respect to the breaking up of streets for the purpose of laying of pipes so far as the same are applicable for the purposes of this section lay and repair take up alter relay or renew in across or along such street such pipes as may be requisite or proper for furnishing such supply.

Power to utilise pipes for ancillary purposes.

59. The Company may with consent of the local authority of the district lay down place repair alter remove and renew mains pipes and culverts within the limits of this Act for the purpose of procuring conducting or disposing of any oil or other materials used by them in or resulting from any manufacture of gas or any residual products thereof or for any purpose connected

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with their business and the provisions of the Gasworks Clauses Act 1847 with respect to the breaking up of streets for the purpose of laying pipes and for the protection of pipes when laid shall so far as applicable extend and apply to the laying down and placing repairing altering or removing and protection of such mains pipes and culverts.

Discounts.

60. The Company may if they think fit allow discounts or rebates not exceeding ten per centum to consumers of gas in consideration of the payment of gas rents upon such days as the directors may fix for the payment of gas rents by any such consumers and an additional amount by way of discount or rebate not exceeding fifteen per centum in respect of large consumption upon such scale and subject to such conditions and regulations as the Company may prescribe Provided that such discounts shall be of equal amount under like circumstances to all consumers Provided also that notice of the effect of this enactment shall be endorsed on every demand note for gas rent.

Pressure of gas.

61. 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 ten-tenths of an inch and from sunset to midnight not less than fifteen-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 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.

Quality of gas.

62. The prescribed number of candles shall be fourteen.

Testing place.

63. The prescribed testing place shall be a place to be provided by the urban district council of Felixstowe at the town hall Felixstowe and the Company shall not be required to provide a testing place under the provisions of the Gasworks Clauses Act 1871 and two hours previous notice shall be given to the Company of the time at which any testing shall be conducted.

Burner.

64. 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 rises

above the top of that glass a six-inch by two-inch chimney shall be used or any other burner or chimney approved for this purpose by the Board of Trade on the application of the Company. A.D. 1904.

As to standard price and dividend.

65. The standard price to be charged by the Company for gas supplied by them shall be four shillings and fourpence per thousand cubic feet Provided that the Company may increase or reduce the price charged by them for gas above or below the standard price subject to a reduction or increase in the dividend payable by the Company on the ordinary capital as follows In respect of any year during any part of which the price charged by the Company in the urban district of Felixstowe and Walton shall have been one penny or part of a penny above the standard price the dividend payable by the Company shall in respect of each penny or part of a penny by which the standard price shall have been increased be reduced below the standard rate of dividend by five shillings on every one hundred pounds of original ordinary capital with a ten per centum standard rate of dividend and by three shillings and sixpence on every one hundred pounds of additional ordinary capital with a seven per centum standard rate of dividend and so in proportion for any fraction of one hundred pounds of such classes of capital respectively And in respect of any year during the whole of which the price charged by the Company in the urban district of Felixstowe and Walton shall have been one penny or more below the standard price the dividend payable by the Company may in respect of each penny by which the standard price has been reduced be increased above the standard rate of dividend by five shillings on every one hundred pounds of original ordinary capital with a ten per centum standard rate of dividend and by three shillings and sixpence on every one hundred pounds of additional ordinary capital with a seven per centum standard rate of dividend and so in proportion for any fraction of one hundred pounds of such classes of capital respectively Provided also that the Company may charge in that part of the limits of this Act which is outside the urban district of Felixstowe and Walton a price not more than one shilling per thousand cubic feet of gas in excess of the price for the time being charged in the said urban district.

As to construction and placing of pipes &c. between mains and meters.

66. In order to enable the Company to ensure a satisfactory supply of gas to their consumers the following provisions shall have effect:—

(1) The Company may specify the size and material of the pipes with the fittings thereof which are to be laid

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either in the first instance or on the occasion of any renewal between the Company's mains and the meter and (so far as the same are intended to be covered over) on the consumer's premises:

(2) The Company may if they think fit make different specifications for different classes of premises having regard to the probable maximum consumption of gas thereon at any one time:

(3) The specification shall be published twice in some newspaper circulating within the limits of this Act and a copy thereof shall be kept exhibited in the office of the Company:

(4) Every meter to be used in a new building or a building not previously supplied with gas or in connexion with a new or substituted pipe between the main and the consumer's meter shall be placed as near as reasonably practicable to the Company's main but within the outside wall of the building:

(5) When any such pipe or meter as aforesaid has been laid or placed notice thereof shall be given to the Company and the pipe shall not be covered over until after the expiration of twenty-four hours from the service of such notice on the Company Any officer of the Company duly appointed may between nine o'clock in the morning and five o'clock in the afternoon attend and inspect such pipes (with their fittings) and meter and if the officer is not permitted to make the inspection or if the pipes or fittings are not according to the Company's specification or if the meter is not placed as required by this section the Company may refuse to supply gas to the premises until the provisions of this section have been complied with:

(6) Any person to whom the Company refuses a supply of gas under the provisions of this section may appeal to a petty sessional court against such refusal and the court may after hearing the parties and considering any questions as to the reasonableness of the Company's specification make such order as seems to them proper in the circumstances and may order by which of the parties the costs of and incident to the appeal shall be paid,

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Company to pay interest on money deposited as security for gas meters.

67. 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 at the rate of four 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.

Power to supply gas-fittings.

68.—(1) The Company may provide supply sell let for hire and otherwise deal in and fix alter repair and remove (but shall not manufacture) engines stoves ranges dynamos motors pipes fittings and other apparatus appliances and things (in this section called "fittings") for lighting motive power the warming and ventilation of houses and buildings the cooking of food and for all other purposes for which gas can or may be used and may provide all materials and do all work necessary or proper in that behalf and may require and take such remuneration in money or such rents and charges for and make such terms and conditions with respect to the supply sale letting fixing altering repairing or removing of such fittings and for securing their safety and return to the Company as may be agreed upon between the Company and the person to or for whom the same are supplied sold let fixed altered repaired or removed.

(2) The fittings let for hire under the provisions of this section shall not be subject to distress or to the landlord's remedy for rent nor to be taken in execution under any process of any court or any proceedings in bankruptcy against the persons in whose possession the same may be Provided that such fittings have upon them a distinguishing metal plate affixed to a conspicuous part thereof or a distinguishing brand or other mark conspicuously impressed or made thereon sufficiently indicating the Company as the actual owners thereof.

Anti-fluctuators for gas engines.

69. Every consumer of gas supplied by the Company who uses a gas engine shall if required to do so by the Company use an anti-fluctuator and shall at all times at his own expense keep such anti-fluctuator in proper order and if any consumer shall make default in complying with the provisions of this section the Company may cease to supply him with gas The Company shall have access to and be at liberty to take off remove test inspect and replace any such anti-fluctuator at all reasonable times such taking off removal testing inspecting and replacing to be done at the expense of the Company if the anti-fluctuator be found in proper order but otherwise at the expense of such consumer.

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Gas consumers to give notice to Company before removing.

70. Twenty-four hours notice in writing shall be given to the Company by every consumer of gas supplied by the Company before he shall quit any premises supplied with gas by meter by the Company and in default of such notice the consumer so quitting shall be liable to pay to the Company the money accruing due in respect of such supply up to the next usual period for ascertaining the register of the meter on such premises or the date from which any subsequent occupier of such premises shall require the Company to supply gas to such premises whichever shall first occur Notice of the effect of this enactment shall be stated in every demand note for gas rent payable to the Company.

Notice of discontinuance.

71. A notice to the Company from a consumer for the discontinuance of a supply of gas shall not be of any effect unless it be in writing signed by or on behalf of the consumer and be left at or sent by post to the office of the Company.

Power to refuse to supply persons in debt for other premises.

72. If a person requiring a supply of gas for any premises occupies or has occupied other premises at which gas was supplied to him by the Company and has not paid all gas or meter rent due from him to the Company they may refuse to furnish to him a supply of gas until he pays the same.

Period of error in defective meters.

73. In the event of any meter used by a consumer of gas being tested in manner provided by the Sale of Gas Act 1859 and being proved to register erroneously within the meaning of the said Act such erroneous registration shall be deemed to have first arisen during the then last preceding quarter of the year unless it be proved to have first arisen during the then current quarter and the amount of the allowance to be made to or of the surcharge to be made upon the consumer by the Company shall be paid by or to the Company to or by the consumer as the case may be and shall be recoverable in the like manner as gas rents are recoverable by the Company.

No penalty in case of unavoidable cause.

74. No penalty shall be incurred by the Company for neglect or refusal to give a supply of gas in accordance with the provisions of this Act or for insufficiency of pressure defect of illuminating power or excess of impurity in the gas supplied by them in any case in respect of which the court having cognisance of the case are of opinion that such neglect refusal insufficiency defect or excess was caused by circumstances beyond the control of the Company Provided that the want of sufficient funds shall not be held to be a circumstance beyond the control of the Company.

Company may contract for supply in bulk.

75.—(1) The Company may contract with any local authority company or persons beyond the limits of this Act (but only with the consent in writing of the local authority of the district within which the supply is to be given and of any company or person supplying gas under parliamentary powers in that district) for the supply to them respectively of gas in bulk upon such terms and conditions and for such periods not exceeding in any case seven years from the making of the contract as shall be agreed upon.

(2) The Company may enter into any contract with any person for a supply of gas to any premises within the limits of this Act and such supply may be given for such purposes and subject to such terms and conditions as to price and otherwise as may be agreed upon between the Company and the person taking such supply Provided that the Company shall not under the powers of this subsection give any preferential price as between any consumers who shall take a supply of gas from the Company under similar conditions and circumstances.

(3) The Company shall not supply gas under any such contract as aforesaid if and so long as such supply would interfere with the supply of gas to private customers.

Power to take licences for use of patents.

76. The Company may acquire take and use any leave licence or authority to work use exercise and put in practice any invention under letters patent made or to be made granting any right or privilege of working using exercising or vending any invention in relation to the production utilisation and distribution of gas the production of coke tar pitch asphaltum ammoniacal oil and the products from coal and other substances employed in or resulting from the manufacture of gas or otherwise in relation thereto but not so as to acquire any exclusive right to the working use exercising or putting in practice of any such invention.

Recovery of demands not exceeding one hundred pounds.

77. Proceedings commenced before the first day of January one thousand nine hundred and five for the recovery of any demand not exceeding fifty pounds and proceedings taken on and after that date for the recovery of any demand not exceeding one hundred pounds made under the authority of this Act or any incorporated enactment whether provision is or is not made for the recovery in any specified court or manner may be taken in the county court.

Repeal of Order of 1895.

78. The Order of 1895 and so much of the Gas Orders Confirmation Act 1895 session 2 as relates thereto are hereby repealed.

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Copy of Act to be registered.

79. The Company shall deliver to the Registrar of Joint Stock Companies a printed copy of this Act and he shall retain and register the same and if such copy is not so delivered within three months from the passing of this Act the Company shall incur a penalty not exceeding two pounds for every day after the expiration of those three months during which the default continues and any director and manager of the Company who knowingly and wilfully authorises such default shall incur the like penalty Every penalty under this section shall be recoverable summarily.

There shall be paid to the registrar by the Company on such copy being registered the like fee as is for the time being payable under the Companies Act 1862 on registration of any document other than a memorandum of association.

Costs of Act.

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

The SCHEDULE referred to in the foregoing Act.

Lands upon which the Company may manufacture Gas and Residual Products.

A piece of land belonging or reputed to belong to the limited company situate in the parish of Felixstowe in the county of Suffolk containing by admeasurement one acre or thereabouts upon which the works of the Company are erected bounded on the north-east by Station Road on the south-east by land belonging or reputed to belong to the Great Eastern Railway Company and forming the site of their railway to Felixstowe Dock on the south-west by lands belonging or reputed to belong to Ernest George Pretyman Esquire M.P. of Orwell Park in the county of Suffolk and on the north-west by a private road belonging or reputed to belong to the Felixstowe and Walton Urban District Council.

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