ANNO DECIMO & UNDECIMO

VICTORIÆ REGINÆ.

****

Cap. clxxxiii.

An Act to amend the Acts and alter the Terms of Amalgamation of the *Glasgow, Dumfries, and Carlisle* Railway Company, and of the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company. [9th *July* 1847.]

WHEREAS an Act was passed in the First Year of the Reign of Her present Majesty Queen *Victoria*, intituled *An Act* 7 W. 4. & 1 Vict. c.117.
for making a Railway from Glasgow *to* Paisley *and* Ayr, *and from a Point on the said Railway near* Blairland *to* Kilmarnock, *to be called* "*The* Glasgow, Paisley, Kilmarnock, and Ayr *Railway, with Branches* :" And whereas the Powers and Provisions of the said Act were enlarged and amended by other Acts relating to the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway, passed respectively in the Third, the Fifth, the Eighth and Ninth, and the Ninth Years of the Reign of Her said Majesty: And whereas in the last Session of Parliament Acts were passed, intituled respectively "The *Glasgow and Belfast Union* Railway Act, 1846," and "The *Kilmarnock and Troon* Railway Act, 1846," by which certain Powers were conferred on and Provisions enacted relating to the *Glasgow, Paisley, Kilmar-*

nock, and Ayr Railway Company: And whereas another Act was passed in the last Session of Parliament, intituled "The *Glasgow, Dumfries, and Carlisle* Railway Act, 1846," whereby it was enacted, that it should be lawful for the Company thereby incorporated, with the Concurrence of Three Fifths of the Shareholders present, personally or by Proxy, at any Special General Meeting to be held within Six Months after the passing of the said Act, to resolve and determine that the said Company should, on the Completion and opening of the Main Line of Railway to *Annan* by the said Act authorized, be united and amalgamated with the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, subject to the Conditions in the said Act contained: And whereas in pursuance of the said Provision a Special General Meeting of the said *Glasgow, Dumfries, and Carlisle* Railway Company was held, at which it was resolved and determined that the said Company should be amalgamated with the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company: And whereas the said Companies are desirous and it is expedient that such Amalgamation should take place at an earlier Date than is provided in the said *Glasgow, Dumfries, and Carlisle* Railway Act, 1846, and that the said recited Acts should in other respects be amended and enlarged: 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, That so much of the said *Glasgow, Dumfries, and Carlisle* Railway Act, 1846, as regulates the Terms of Amalgamation of the Company thereby incorporated with the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and the Number and Value of the Shares to be assigned to the Shareholders of the said *Glasgow, Dumfries, and Carlisle* Railway Company in the Capital Stock of the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and the Dividend to be payable in respect thereof, and as restrains the Conversion of the Monies thereby authorized to be raised by Mortgage into Shares or Capital Stock, and limits the Amount to be called up in respect of the Share Capital of the Company until the Sums thereby empowered to be raised by Mortgage should have been borrowed and expended, and restricts the Rate of Interest to be paid upon Calls, shall be and the same are hereby repealed.

Certain Provisions in the Glasgow, Dumfries, and Carlisle Railway Act, 1846, repealed.

Glasgow, Dumfries, and Carlisle Railway Company dissolved on the Amalgamation of the Companies.

II. And be it enacted, That from and after the Period fixed for the Amalgamation of the said Companies by the said last-recited Act, or such earlier Period as is authorized by this Act, the *Glasgow, Dumfries, and Carlisle* Railway Company shall cease to exist as a separate Body, and all the Provisions of the Companies Clauses Consolidation (*Scotland*) Act, 1845, as incorporated with or extended to the said *Glasgow, Dumfries, and Carlisle* Railway Act, 1846, shall cease to form Part thereof or to be applicable thereto.

Shareholders therein to be thereafter

III. And be it enacted, That the several Persons and Corporations who at the Time of the Amalgamation of the said Companies may be Proprietors

Proprietors of any Share or Shares of and in the Capital or Joint Stock of the said *Glasgow, Dumfries, and Carlisle* Railway Company shall be and they are hereby united and incorporated with the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and shall be Proprietors of such respective Shares in the Capital Stock thereof as herein-after mentioned.

Shareholders in the Glasgow, Paisley, Kilmarnock, and Ayr Railway Company.

IV. And be it enacted, That from and after the Almagamation of the said Companies the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company shall cease to be called by the Name of the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and in the Place and Stead thereof shall be called by the Name of the *Glasgow and South-western* Railway Company; and the several Persons and Corporations incorporated therewith, or who may be incorporated therewith by any Act or Acts passed in the present Session of Parliament, shall continue and be One Body Politic and Corporate by the Name and Style of the *Glasgow and South-western* Railway Company, and the whole Railways authorized to be constructed by the Acts herein-before recited or referred to, or any of them, or which may be authorized to be constructed by any Act or Acts relating to the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company passed in the present Session of Parliament, and which shall belong in Property to the said Company, shall be called by the Name of the *Glasgow and South-western* Railway.

The Glasgow, Paisley, Kilmarnock, and Ayr Railway Company to be called the Glasgow and South-western Railway Company.

V. And be it enacted, That from and after the Amalgamation of the said Companies all the Railways, Works, Lands, Tenements, and Hereditaments, and all Chattels, Monies, and other Property and Effects of, belonging, due, and owing to the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, or to the said *Glasgow, Dumfries, and Carlisle* Railway Company, and all the Rights, Privileges, Powers, and Authorities by the said Acts herein-before recited or referred to, or any of them, given, or which may by any Act or Acts which shall be passed previous to such Amalgamation be given to or vested in the said Companies or either of them, shall, subject to the existing Debts, Liabilities, Engagements, Contracts, Obligations, and Incumbrances affecting the same, be and be held to be and the same are hereby vested in the said *Glasgow and South-western* Railway Company, and may be lawfully held, used, exercised, and enjoyed by and in the Name of such Company, in the same Manner and to the same Extent as if the respective Undertakings authorized or which may be authorized to be made or maintained by such Acts had been originally authorized to be made and maintained by them, or as if their Name had been inserted in such Acts in lieu of the Names of the respective Companies therein contained by whom such Undertakings are or may be by such Acts authorized to be carried into effect.

Vesting Railways, &c. in the Glasgow and South-western Railway Company.

VI. And be it enacted, That all Conveyances, Contracts, Agreements, Obligations, Bonds, Covenants, Liabilities, and Securities made or

Conveyances and Contracts

entered into by either Company to remain valid.

or entered into before the Amalgamation of the said Companies, to, with, by, or for the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, or the said *Glasgow, Dumfries, and Carlisle* Railway Company, shall (subject to the Provisions in this Act contained) be and remain as good, valid, and effectual for or against or with reference to the said *Glasgow and South-western* Railway Company to all Intents and Purposes as if the last-mentioned Company had been Party to and had executed the same, or had been named or referred to therein instead of the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, or the said *Glasgow, Dumfries, and Carlisle* Railway Company.

Acts of either Company to be binding on new Company.

VII. And be it enacted, That all and every Purchase, Sale, Conveyance, Grant, Lease, Agreement, Security, Right, Liability, Privilege, Omission, Matter, or Thing whatsoever, made, done, executed, granted, incurred, obtained, transacted, commenced, or instituted under or by virtue or in pursuance of any Acts relating to or conferring Powers on the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, or the said *Glasgow, Dumfries, and Carlisle* Railway Company, shall, subject to the Provisions in this Act contained be and the same are hereby declared to be as good, valid, and effectual, and of the same Condition and Quality, to all Intents and Purposes whatever, by, to, for, on behalf of, against, or in respect of the said *Glasgow and South-western* Railway Company, as they respectively were immediately before the said Amalgamation with reference to the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and to the said *Glasgow, Dumfries, and Carlisle* Railway Company respectively, and shall and may (subject as aforesaid) be executed, done, performed, continued, completed, and terminated by, to, for, on behalf of, against, or with respect to the said *Glasgow and South-western* Railway Company (under and subject to the Provisions and Regulations of the said Acts) as fully and effectually as the same could or might have been by and in the Name of the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, or of the said *Glasgow, Dumfries, and Carlisle* Railway Company, if this Act had not been passed.

Fixing Extent of the Interest of the Shareholders in the Glasgow, Dumfries, and Carlisle Railway in the new Company.

VIII. And whereas the original Capital Stock of the said *Glasgow, Dumfries, and Carlisle* Railway Company is One million three hundred thousand Pounds, and is divided into Fifty-two thousand Shares of Twenty-five Pounds each, and it has been agreed to as a Condition of the Union and Incorporation hereby authorized that the Amount of such Shares should be limited and reduced as herein-after mentioned; be it enacted, That every Person and Corporation who at the Time of the passing of this Act shall be the Proprietor of One or more such Shares of the Amount of Twenty-five Pounds in the said *Glasgow, Dumfries, and Carlisle* Railway shall be and be deemed to be the Proprietor in lieu thereof of a Share of the Amount of Eight Pounds Six Shillings and Eight-pence, and shall be liable to pay in respect of each such Share so much only as, together with

any Sum which he may have previously paid in respect of the said original Share of Twenty-five Pounds, will amount to the Sum of Eight Pounds Six Shillings and Eight-pence, and such Proprietor shall upon the Amalgamation of the said Companies participate equally along with the other Proprietors of unguaranteed Shares or Stock in the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, in respect of and in proportion to the Amount of Calls made and paid by him on the said Share of Eight Pounds Six Shillings and Eight-pence, in the Profits drawn by the said *Glasgow and South-western* Railway Company accruing after but not previous to the next ensuing Balance of the Company's Books (such Balance taking place half-yearly on the Thirty-first Day of *July* and on the Thirty-first Day of *January*) which shall occur after the Thirty-first Day of *July* One thousand eight hundred and forty-nine, and after the Main Line of Railway from *Cumnock* to *Annan*, authorized by the said *Glasgow, Dumfries, and Carlisle* Railway Act, 1846, shall have been opened for Traffic during a Period of not less than Three Months preceding such Balance, and shall in the meantime be entitled to and shall draw Interest at the Rate of Five *per Cent. per Annum* from the Thirtieth Day of *November* One thousand eight hundred and forty-six on the Amount of any Calls paid by him in respect of such Shares at and prior to that Date, and from the Dates when the said Calls shall be or may have been paid, if posterior to that Date, to the Period when he shall commence to participate in the Profits of the Company as herein-before mentioned.

Power to new Company to raise additional Capital.

IX. And with a view to provide Capital for the Completion of the said *Glasgow, Dumfries, and Carlisle* Railway, be it enacted, That it shall be lawful for the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and upon the Amalgamation of the said Companies for the said *Glasgow and South-western* Railway Company, from Time to Time to raise, by creating new Shares, in addition to the Sums of Money which the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company and the *Glasgow, Dumfries, and Carlisle* Railway Company respectively are now authorized to raise, and in addition to the Sums of Money which the said Companies respectively may be authorized to raise under and by virtue of any other Acts to be passed in the present Session of Parliament, any Sum of Money not exceeding in the whole the Sum of Nine hundred thousand Pounds, which Sum shall be raised in the like Way and with the like Powers and subject to the like Restrictions and Conditions as the Capital authorized to be raised by the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company under the Powers of the Act passed in the Second Session of the Fifth Year of the Reign of Her present Majesty, herein-before referred to.

Shareholders in the Glasgow, &c. Railway Company to have as

X. And be it enacted, That every Person or Corporation who at the Time of the Amalgamation of the said Companies shall be the Proprietor of One or more Shares in the said *Glasgow, Dumfries, and Carlisle* Railway shall, in proportion to the Sum paid and payable by him in respect of such Shares, be and be deemed to be a Shareholder in

regards their reduced Stock, all the Privileges of the new Company.

in the *Glasgow and South-western* Railway Company, and participate in any future Creation of Capital or Stock in the said *Glasgow and South-western* Railway, and in all the other Rights and Privileges of Shareholders in the said Company: Provided always, that such Shares, if created subsequently to the passing of this Act, and before the Amalgamation of the said Companies, shall be created subject to such Arrangements and Agreements between the said Companies, not inconsistent with the Provisions herein contained, as shall be entered into or confirmed by a General Meeting of the said Companies respectively, specially convened for that Purpose.

United Company may raise the Capital, and borrow the Monies authorized by the Acts of the respective Companies.

XI. And be it enacted, That the said *Glasgow and South-western* Railway Company shall have all the same Powers with respect to making Calls for the Balance which may remain due of the said Shares of Eight Pounds Six Shillings and Eight-pence held by the Proprietors of Shares in the said *Glasgow, Dumfries, and Carlisle* Railway Company, and for any additional Capital to be raised under the said *Glasgow, Dumfries, and Carlisle* Railway Act, 1846, or under any Act or Acts which may be passed previous to the said Amalgamation relating to the said *Glasgow, Dumfries, and Carlisle* Railway, and with regard to enforcing such Calls, or the Forfeiture and Disposal of Shares in case of Nonpayment thereof, or otherwise with reference thereto, and also with regard to the raising on Mortgage any Sums of Money which the said *Glasgow, Dumfries, and Carlisle* Railway Company were authorized to raise by virtue of the said *Glasgow, Dumfries, and Carlisle* Railway Act, 1846, or which they may be authorized to raise by virtue of any Act or Acts of the present Session of Parliament, and with regard also to the Conversion of such Monies into Capital, as are contained in the Acts relating to the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company with reference to the Shares thereby authorized to be raised, and the Conversion of such Portion thereof as shall be raised on Mortgage into Capital.

Interest not to be paid on Calls paid up.

XII. And be it enacted, That it shall not be lawful for the said *Glasgow and South-western* Railway Company, out of any Money by this Act or any other Act relating to the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, or to the said *Glasgow, Dumfries, and Carlisle* Railway Company, authorized to be raised by Calls in respect of Shares, or by the Exercise of any Power of borrowing, to pay Interest to any Shareholder on the Amount of Calls made in respect of the Shares held by him in the Capital by this Act authorized to be raised: Provided always, that nothing herein-before contained shall be deemed to prevent the said *Glasgow and South-western* Railway Company from paying to any Shareholder such Interest on Money advanced by him, beyond the Amount of the Calls actually made, as shall be in conformity with the Provisions in the Companies Clauses Consolidation (*Scotland*) Act, 1845, in that Behalf contained.

Deposits for future Bills not to be

XIII. And be it enacted, That it shall not be lawful for the said *Glasgow and South-western* Railway Company, out of any Money by this

this Act or any other Act relating to the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, or to the said *Glasgow, Dumfries, and Carlisle* Railway Company, authorized to be raised for the Purposes of such Act or Acts, to pay or deposit any Sum of Money which by any Standing Order of either House of Parliament, now in force or hereafter to be in force, may require to be deposited in respect of any Application to Parliament for the Purpose of obtaining an Act authorizing the said Company to construct any other Railway or execute any other Work or Undertaking.

paid out of the Company's Capital.

XIV. And be it enacted, That it shall be lawful for the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and said *Glasgow, Dumfries, and Carlisle* Railway Company, by a Resolution of the Directors of the said respective Companies, sealed with their Corporate Seals, and published in the *Edinburgh Gazette*, to enter into and conclude the said Amalgamation at any earlier Period than the Period authorized by the said last-recited Act that shall appear to them expedient; provided it shall have been proved to the Satisfaction of the Commissioners of Railways, and certified by them under their Seal previous to the Completion of such Amalgamation, that One Half of the whole Amount of Capital, exclusive of Loans by the Acts relating to each of the said Companies authorized to be raised has been actually paid up, and expended for the Purposes of such Acts respectively.

Amalgamation may be concluded earlier than Period authorized by recited Act.

XV. And be it enacted, That from and after the Second *Wednesday* next after the Amalgamation of the said Companies the Number of Directors of the said *Glasgow and South-western* Railway Company shall be Fifteen, subject to Alteration as herein-after provided.

Number of Directors.

XVI. And be it enacted, That the several Persons who at the Time of the said Amalgamation shall be Directors of the Companies hereby united shall continue in Office and be Directors of the said *Glasgow and South-western* Railway Company until the Second *Wednesday* thereafter, and a Meeting of the several Persons who at the Time of the said Amalgamation shall be Directors of the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company shall be held at the Office of the said Company in *Glasgow* at Noon on the said Day, and such of the said Persons as shall be present within One Quarter of an Hour after the said Time of Meeting (not being less in Number than Five) shall then and there proceed to determine by Ballot which of the Persons (not exceeding Nine in Number) who at the Time of the said Amalgamation shall be Directors of the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and which of the Persons (not exceeding Four in Number) who at the Time of the said Amalgamation shall be Directors of the *Glasgow, Dumfries, and Carlisle* Railway Company, shall respectively continue in Office and be Directors of the said *Glasgow and South-western* Railway Company; and the Thirteen Persons so selected, together with the Persons who at the Time of the said Amalgamation were respectively Chairmen of the said *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company,

Appointment of First Directors.

Company, and of the said *Glasgow, Dumfries, and Carlisle* Railway Company, shall be deemed the first Directors of the said *Glasgow and South-western* Railway Company, and shall continue in Office, in lieu of the present Directors of the said Companies respectively, (freeing and relieving them from all current Engagements as appearing from the Minutes and Books of the said Companies,) and, being neither removed nor disqualified, in Terms of the said Acts relating to the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway, shall be Directors until the General Meeting of Shareholders which shall be held in *February* or *March* following such Amalgamation, and thereafter until others shall be elected in their Stead in pursuance of the Provisions of this Act.

Rotation of Directors.

XVII. And be it enacted, That at each of the General Meetings of Shareholders to be held in the Months of *February* or *March* in the Five Years following the Date of the Amalgamation of the said Companies Two of the Directors selected from the Persons who at the Time of the Amalgamation of the said Companies shall be Directors of the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and One of the Directors selected from the Persons who at such Time were Directors of the *Glasgow, Dumfries, and Carlisle* Railway Company, shall go out of Office, in such Order as shall have been fixed under any Agreement entered into between the said Companies respectively, or, in default of such Agreement, as shall be determined by Ballot amongst the said Directors respectively; and at the General Meeting to be held in the Months of *February* or *March* in every subsequent Year One Fifth of the Directors for the Time being, being those who shall have been longest in Office, shall go out of Office, and cease to be Directors of the said Company; and in each Instance the Places of the retiring Directors (if not re-elected) shall be supplied by an equal Number of duly qualified Shareholders.

Quorum of Directors.

XVIII. And be it enacted, That Five shall be a Quorum of the said Directors.

Power to vary Number of Directors.

XIX. And be it enacted, That it shall be lawful for the said *Glasgow and South-western* Railway Company, in manner provided by the Act passed in the Second Session of the Fifth Year of the Reign of Her present Majesty, herein-before referred to, to increase or reduce the Number of the said Directors, so that such increased Number shall not exceed Twenty and such reduced Number shall not be less than Ten.

Same Rate or Toll to be charged for all Traffic passing on joint Line or any Part thereof.

XX. And be it enacted, That all Traffic, of whatsoever Description and by whomsoever carried, and to or from whatsoever Places, passing along the joint Line of Railway between *Glasgow* and *Paisley*, or any Part thereof, or using the Stations at *Glasgow* or *Paisley* belonging to the *Glasgow, Paisley, Kilmarnock, and Ayr* Railway Company, and *Glasgow, Paisley, and Greenock* Railway Company, or the Side Rails and Approaches thereto, shall be charged one and the same

equal

equal Rate or Toll, to be fixed and determined by the Committee of Management of the said joint Line, or in default of an unanimous Determination thereof by the said Committee, then the same shall be fixed and determined by Arbitration according to the Procedure directed by the Companies Clauses Consolidation (*Scotland*) Act, 1845, and the Award of the Arbitrators in the said Arbitration, or Umpire, shall be final and conclusive for the Period of Five Years after the same has been given.

Railways subject to Provisions of any future general Act.

XXI. And be it enacted, That nothing in this Act contained shall extend or be construed to extend to exempt the Railways by the said recited Acts authorized to be made from the Provisions of any general Act relating to such Acts, or of any general Act relating to Railways, now in force or which may hereafter pass during this or any future Session of Parliament, or from any future Revision or Alteration, under the Authority of Parliament, of the maximum Rates of Fares or Tolls authorized by the said recited Acts.

Railway Company to be subject to Provisions of 1 & 2 Vict. c. 98., 3 & 4 Vict. c. 97., 5 & 6 Vict. c. 55., 7 & 8 Vict. c. 85., and 9 & 10 Vict. cc. 57. & 105.

XXII. And whereas an Act was passed in the Second Year of the Reign of Her present Majesty, intituled *An Act to provide for the Conveyance of the Mails by Railway;* and another Act was passed in the Fourth Year of the Reign of Her said Majesty, intituled *An Act for regulating Railways;* and another Act was passed in the Sixth Year of the Reign of Her said Majesty, intituled *An Act for the better Regulation of Railways, and for the Conveyance of Troops;* and another Act was passed in the Eighth Year of the Reign of Her said Majesty, intituled *An Act to attach certain Conditions to the Construction of future Railways authorized or to be authorized by any Act of the present or succeeding Sessions of Parliament, and for other Purposes in relation to Railways;* and another Act was passed in the last Session of Parliament, intituled *An Act for regulating the Gauge of Railways;* and another Act was passed in the said last Session of Parliament, intituled *An Act for constituting Commissioners of Railways;* be it enacted, That nothing in this Act contained shall be held to exempt the said Railway or the said Company from the Provisions of the said several Acts respectively, but that such Provisions shall be in force in respect to the said Railway and Company so far as the same shall be applicable thereto.

Expences of Act.

XXIII. And be it enacted, That all the Costs, Charges, and Expences incurred in passing this Act or incident thereto shall be paid and defrayed by the said *Glasgow and South-western* Railway Company out of the Money already raised and received, or out of the first Money to be raised or received by them, in preference to any other Payment whatever.

Short Title.

XXIV. And be it enacted, That in citing this Act in other Acts of Parliament, and in all legal Instruments and Proceedings, it shall be sufficient to use the Expression the *Glasgow and South-western* Railway Incorporation Act, 1846.

Public Act.

XXV. And be it enacted, That this Act shall be deemed a Public Act, and shall be taken notice of as such by all Judges, Justices, and others.

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