CHAPTER xcvi.

An Act for amalgamating the Liverpool Tramways Company and the Liverpool Omnibus and Tramways Company, Limited, and for re-incorporating them under the name of the Liverpool United Tramways and Omnibus Company; and for other purposes. [3d July 1879.]

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WHEREAS by the Liverpool Tramways Act, 1868, the Liverpool Tramways Company (in this Act called "the tramways company") were incorporated, with power to make and maintain tramways in the borough of Liverpool, and further powers were conferred upon that company by the Liverpool Tramways Act, 1870, the Liverpool Tramways Act, 1871, and the Liverpool Tramways Act, 1875, respectively: 31 & 32 Vict. c. clxvii. 33 & 34 Vict. c. clxxvi. 34 & 35 Vict. c. clvii. 38 & 39 Vict. c. xlviii.

And whereas the Liverpool Omnibus and Tramways Company, Limited, (in this Act called "the omnibus company,") which was duly registered on the eighth day of February one thousand eight hundred and seventy-one, was established for the purpose of acquiring and working the business of a road and railway omnibus company at Liverpool:

And whereas it was found that the objects of the said two companies would be more satisfactorily attained, and the accommodation to the public increased, by establishing amicable arrangements between them, and for the purpose of effecting such arrangements the Liverpool United Tramways and Omnibus Company, Limited, (in this Act called "the united company,") was incorporated, and was duly registered on the nineteenth day of January one thousand eight hundred and seventy-six, and by the memorandum of association of that company one of the objects of the united company was declared to be to effect an amalgamation of the tramways company and the omnibus company by the acquisition of the shares, property, and undertakings of those two companies:

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And whereas all the shares in the omnibus company and in the tramways company respectively are now held by or on behalf of the united company, and by arrangement with those companies the united company has for some time past worked the tramways and omnibuses of those companies respectively, and has expended considerable sums of money in providing and renewing the necessary equipment of horses, carriages, and rolling stock, and in purchasing land and erecting stables and other suitable premises, and in the maintenance and repair of those tramways, stables, and premises:

And whereas it would be more convenient if the amalgamation of the tramways company and the omnibus company was more effectually carried out, and those companies respectively were dissolved, and for that purpose it is expedient that the united company should be dissolved and re-incorporated, and that all the property, estates, rights, powers, and privileges of the said companies (including any powers which may be conferred upon the tramways company by any Act to be passed in the present session of Parliament) should be transferred to and vested in such re-incorporated company:

And whereas the capital of the united company is four hundred thousand pounds, divided into forty thousand shares of ten pounds each, of which fully paid-up shares to the amount of one hundred and eighty thousand pounds have been apportioned as the purchase money for the shares of the tramways company, and fully paid-up shares to the amount of one hundred and fifty-seven thousand five hundred pounds have been apportioned as the purchase money for the shares of the omnibus company:

And whereas the tramways company have borrowed on mortgage and now owe the sum of three thousand pounds, and the omnibus company have borrowed on mortgage and now owe the sum of twenty thousand two hundred and eighty-one pounds one shilling and fourpence, making the aggregate mortgage debt of the companies twenty-three thousand two hundred and eighty-one pounds one shilling and fourpence:

And whereas the objects aforesaid cannot be attained without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted; and be it enacted by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:

Short title.

1. This Act may be cited for all purposes as the Liverpool United Tramways and Omnibus Company's Act, 1879.

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Incorporation of general Acts.
8 & 9 Vict. c. 16.
26 & 27 Vict. c. 118.
26 & 27 Vict. c. 92.

2. The Companies Clauses Consolidation Act, 1845, and Part I. (relating to cancellation and surrender of shares) of the Companies Clauses Act, 1863, and Part V. (relating to amalgamation) of the Railways Clauses Act, 1863, are, except where expressly varied by this Act, incorporated with and form part of this Act.

Interpretation of terms.

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

The expression "the Company" shall mean "The Liverpool "United Tramways and Omnibus Company" incorporated by this Act;

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 with respect to which the expression is used were a simple contract debt, and not a debt or demand created by statute.

Incorporation of Company.

4. From and after the passing of this Act the united company shall be dissolved and shall cease to exist, and the present members of or shareholders in that company, and all other persons who have already subscribed to or shall hereafter become proprietors in the undertaking, and their executors, administrators, successors, and assigns respectively, shall be and they are hereby united and incorporated into a Company for the purpose of acquiring, maintaining, and working the undertakings of the united company and of the tramways company and of the omnibus company, and of exercising the powers and carrying on the business of those companies respectively (including any powers which may be conferred upon the tramways company by any Act passed or to be passed in the present session of Parliament), and for other the purposes of this Act, by and under the name of "The Liverpool United Tramways and Omnibus "Company," and by that name shall be a body corporate, with perpetual succession and a common seal, and shall and may sue and be sued, and shall have power to purchase and hold lands for the purposes of this Act, subject to the provisions and restrictions herein and in the said incorporated Acts contained.

Present property vested in Company incorporated by this Act.

5. Subject to the provisions of this Act, all the undertakings, lands, works, erections, buildings, rights, and easements which immediately before the passing of this Act were vested in the united company, or any persons in trust for them or on their behalf, or to which that company were in anywise entitled either at law or in equity, and all

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timber, rails, apparatus, stock, effects, matters, and things which have been purchased or provided, laid down, erected, or placed, and which immediately before the passing of this Act were the property of or belonged to the united company, and all moneys, securities, credits, and effects, and other property whatsoever belonging to that company, or to any trustees on their behalf for the purposes of that company, and the benefit of all contracts and engagements entered into, with, and on behalf of the united company, and immediately before the passing of this Act in force, shall be and the same are hereby transferred to and 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 united company, or in any trustees on their behalf, and may according to the provisions of this Act be held and enjoyed, sued for and recovered, maintained or removed by the Company as they think fit.

Articles of association of united company to be void.

6. Subject to the provisions of this Act, the memorandum and articles of association of the united company shall, as to any future or prospective operation thereof, from and after the passing of this Act be wholly void and of none effect, and the several persons who have executed the same, and their heirs, executors, administrators, and assigns, shall immediately from and after the passing of this Act stand and be by virtue of this Act released and discharged from any future obligation to perform, abide by, or fulfil, or conform to such articles of association, or any of the provisions therein contained.

General saving of rights, &c.

7. Notwithstanding the dissolution of the united company and the incorporation of the Company by this Act, and the avoidance of the said articles of association, and, except as by this Act otherwise expressly provided, everything before the passing of this Act done or suffered by or with reference to the united company, or the shareholders therein in that capacity, shall be as valid as if that company had not been dissolved or the Company incorporated, and the said articles of association had not been avoided by this Act, and such dissolution, incorporation, and avoidance by 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 united company had not been dissolved and the company had not been incorporated, and the said articles of association had not been avoided by this Act, and this Act had not been passed, would be incident to and consequent on any and every thing so done and suffered, and with respect to all such rights, liabilities, claims, and demands the Company shall to all intents and purposes represent the united company: Provided always, that the generalities of the expressions in this section shall not be restricted by any of the other clauses and provisions of this Act.

Deeds, &c. to remain in force.

8. All deeds, instruments, purchases, sales, securities, contracts, agreements, and other acts and things before the passing of this Act done, made, entered into, executed, or instituted by, to, with, or with reference to the united company, or any trustees or persons acting on behalf of the united company, or by, to, or with any other person to whose rights and liabilities they have succeeded and now in force, shall be as valid and effectual for, against, and with reference to the Company, and may be enforced as fully and effectually, as if instead of the united company, or the trustees or persons acting on behalf of the united company, the Company had been a party thereto.

Actions, &c. not to abate.

9. No action, suit, bill, process, writ, indictment, information, or other proceeding, whether civil or criminal, which at or immediately before the passing of this Act has been commenced and is now pending, either at the suit or instance of the united company against any other corporation or any person, or at the suit or instance of any other corporation or any person against the united company, shall abate, determine, or be otherwise impeached or affected for or by reason of the dissolution, incorporation, or avoidance aforesaid, but, on the contrary, may be maintained, continued, or prosecuted by or against the Company, as the case may be, in the same manner and as effectually as the same might have been maintained, continued, or prosecuted if this Act had not passed, the Company being in reference to the matters aforesaid in all respects substituted for the united company.

Trustees indemnified.

10. Every trustee or other person in whom or in whose name any property of the united company was vested or standing immediately before the passing of this Act, and who before the passing of this Act has lawfully entered into any bond, covenant, contract, or other engagement in relation thereto, or otherwise on behalf of the united company, and every person who being duly authorised in that behalf has before the passing of this Act entered into any other contract on behalf of the united company, shall, notwithstanding the dissolution and avoidance aforesaid, be indemnified out of the property of the Company from all liability and against all expenses by reason or in consequence of his having entered into the same.

Entry in books evidence of title to shares.

11. Notwithstanding the dissolution and avoidance by this Act of the said articles of association, all entries in the books of the united company for evidencing the ownership of any share of the capital of that company, and showing who immediately before the passing of this Act were the shareholders of the united company, shall, as far as such entries are legal evidence, be effectual for

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evidencing for the purposes of this Act who immediately before the passing of this Act were the shareholders of the united company.

As to payment of debts owing before the passing of this Act.

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

Certificates, &c. to remain in force.

13. All certificates of shares in the undertaking of the united company (until cancelled under the powers of this Act), and all sales, transfers, and dispositions heretofore made or executed of or relating to such shares, shall remain in full force and continue and be available in all respects as if this Act had not been passed.

Officers, &c. continued.

14. All officers of and persons employed by the united company in office at the passing of this Act shall, notwithstanding the dissolution and avoidance aforesaid, continue to hold their respective offices and employments, and be deemed to be officers of or persons employed by the Company, and they and their respective sureties shall be liable as if they respectively had been appointed and become bound under this Act.

Capital of the Company.

15. The capital of the Company shall be four hundred thousand pounds, divided into forty thousand shares of ten pounds each.

Shares to be issued in respect of tramways company.

16. Every person and corporation who immediately before the passing of this Act was entitled to one or more shares in the capital of the united company shall for each such share be entitled to a share in the capital of the Company created under this Act, and such last-mentioned shares are hereby vested in the same persons and corporations accordingly; and every share so vested shall be subject and liable to the same trusts, powers, provisions, declarations, agreements, charges, liens, and incumbrances as immediately before the passing of this Act affected the then existing share in the capital of the united company for which it is substituted, and so as to give effect to and not revoke any testamentary disposition of or affecting such share.

Company may call in and cancel existing share cer-

17. The Company may call in and cancel any certificates of shares issued by the united company before the passing of this Act, and issue in lieu thereof certificates of shares in the Company, in the form and under the conditions prescribed by the Companies Clauses

Consolidation Act, 1845; but the holders of any existing certificates shall not be entitled to any certificates of proprietorship under this Act until they shall have delivered up to the Company to be cancelled the existing certificates of shares, or shall have proved to the reasonable satisfaction of the Company the loss or destruction thereof.

tificates and issue new certificates in lieu thereof.

18. On the first day of July or the first day of January, whichever shall first happen after the passing of this Act (herein-after referred to as "the vesting period"), the tramways company and the omnibus company respectively shall be and the same are hereby dissolved, and the undertakings of those companies respectively shall be and the same are hereby transferred to and vested in the Company; and for the purposes of Part V. of the Railways Clauses Act, 1863, incorporated with this Act, the said companies shall be deemed to be amalgamated with the Company by this Act as the special Act, in like manner in all respects, as far as may be, as if the said companies and the Company had respectively been railway companies.

Amalgamation of tramways and omnibus companies with the Company.

19. Every person and corporation (other than the united company) who immediately before the passing of this Act was entitled to one or more shares in the capital of the tramways company or of the omnibus company shall for each such share be entitled to a share in the capital of the Company created under this Act, and such shares are hereby vested in the same persons and corporations accordingly; and every share so vested shall be subject and liable to the same trusts, powers, provisions, declarations, agreements, charges, liens, and incumbrances as immediately before the passing of this Act affected the then existing share in the capital of the tramways company or of the omnibus company for which it is substituted, and so as to give effect to and not to revoke any testamentary disposition of or affecting such share; and the provisions of this Act with reference to the exchange of shares in the Company for shares in the united company shall, mutatis mutandis, extend and apply to the exchange of shares in the Company for shares in the tramways company and in the omnibus company hereby provided for.

Provision for exchange of certain existing shares in the tramways company.

20. All the shares in the tramways company and in the omnibus company which have been acquired by the united company shall be and the same are hereby cancelled and extinguished.

Cancellation of certain shares the tramways company and omnibus company.

21. As from the vesting period the memorandum and articles of association of the omnibus company shall, as to any subsequent operation thereof, be wholly void and of none effect, and the several persons who have executed the same, and their heirs, executors,

Articles of association of omnibus company to be void.

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administrators, and assigns, shall thenceforth stand and be by virtue of this Act released and discharged from any future obligation to perform, abide by, or fulfil, or conform to such articles of association, or any of the provisions therein contained.

Power to borrow on mortgage.

22. The Company may from time to time borrow on mortgage any sums not exceeding in the whole one hundred thousand pounds, inclusive of the sums now owing on mortgage by the tramways company and the omnibus company respectively.

Debenture stock.

23. The Company shall not create and issue debenture stock.

For appointment of a receiver.

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

Mortgage to comprise purchase money paid on compulsory sale.

25. Every mortgage of the Company's undertaking shall be deemed to comprise all purchase money which may be paid to the Company in the event of a compulsory sale to the local authority under section forty-three of the Tramways Act, 1870, and may comprise all or any moneys carried to the contingency fund according to the terms of the mortgage.

Indorsement of mortgage with notice of power of purchase by the local authority.

26. Every mortgage deed granted by the Company under this Act shall be indorsed with notice that such mortgage will not be a charge upon the tramway in the event of its being purchased by the local authority under the forty-third section of the Tramways Act, 1870.

Application of moneys.

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

First ordinary meeting.

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

Quorum of general meeting.

29. The quorum of every general meeting (whether ordinary or extraordinary) shall be ten shareholders present personally or by proxy, holding in the aggregate not less than four thousand pounds in the capital of the Company.

Number of directors.

30. Save as herein otherwise provided, the number of directors shall be seven, but the Company may from time to time reduce the number, provided that the number be not less than five.

Qualification of directors.

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

Quorum.

32. The quorum of a meeting of directors, so long as the number of directors is more than five, shall be four, and when the number of directors is reduced to five the quorum shall be three.

First directors.

33. The persons who immediately before the passing of this Act were the directors of the united company shall be the first directors of the Company, and shall continue in office until the first ordinary meeting held after the passing of this Act. At that meeting the shareholders present in person or by proxy may either continue in office the directors appointed by this Act, or any of them, or may elect a new body of directors, or directors to supply the place of those not continued in office, the directors appointed by this Act being, if qualified, eligible for re-election; and at the first ordinary meeting to be held in every year after the first ordinary meeting the shareholders present in person or by proxy shall (subject to the power herein-before contained for reducing the number of directors) elect persons to supply the places of the directors then retiring from office, agreeably to the provisions in the Companies Clauses Consolidation Act, 1845, contained, and the several persons elected at any such meeting, being neither removed nor disqualified, nor having resigned, shall continue to be directors until others are elected in their stead in manner provided by the same Act.

Election of directors.

Saving rights of Corporation of Liverpool.
35 & 36 Vict. c. cxxii.

34. Nothing in this Act shall prejudice or affect any of the provisions of the Liverpool Tramways Act, 1868, the Liverpool Tramways (Purchase) Act, 1872, or the Liverpool Tramways Act, 1875, with respect to the mayor, aldermen, and burgesses of the borough of Liverpool, or prejudice or affect any of the rights, powers, jurisdictions, privileges, exemptions, claims, obligations, or liabilities of the said mayor, aldermen, and burgesses under the said Acts or otherwise, and the Company shall, with respect to all matters referred to in this section, be substituted for the tramways company or the omnibus company or the united company, as the case may be.

Interest not to be paid on calls paid up.

35. The Company shall not, out of any money by this Act authorised to be raised by calls or by borrowing, pay interest or dividend to any shareholder on the amount of the calls made in respect of the shares held by him: Provided always, that this Act shall not prevent the Company from paying to any shareholder such interest on money advanced by him beyond the amount of the calls actually made as is in conformity with the Companies Clauses Consolidation Act, 1845.

Deposits for future Bills

36. The Company shall not, out of any money by this Act authorised to be raised, pay or deposit any sum which, by any

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not to be paid out of Company's capital.

standing order of either House of Parliament now or hereafter in force, may be required to be deposited in respect of any application to Parliament for the purpose of obtaining an Act authorising the Company to construct any other tramway or to execute any other work or undertaking.

Tramways not exempt from provisions of present or future general Tramway Acts.

37. Nothing herein contained shall be deemed or construed to exempt the tramways from the provisions of any general Act relating to tramways 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 tolls or charges authorised to be taken on the tramways.

Expenses of Act.

38. 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.

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