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authorized to make a new or substituted Railway in lieu of a Portion of the Railway authorized by the Act of 1861: And whereas it is expedient that the Company should be authorized to alter the Levels upon a Portion of the said Railway, and to divert and to stop up the Roads herein-after mentioned, and to maintain their Railway upon a Level across the Roads herein-after mentioned: And whereas it is expedient to revive and extend the Powers of the Company under the Act of 1861 for the compulsory Purchase of Lands: And whereas it is expedient to repeal Section 25 of the Act of 1861: And whereas the Number of the Directors of the Company is limited to Five, and it is expedient that the Company should be authorized to increase the Number of their Directors: And whereas the Objects and Purposes of this Act 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. In citing this Act for any Purpose whatsoever it shall be sufficient to use the Expression "The *Mold and Denbigh Junction* Railway (Capital and Deviations, &c.) Act, 1865."

Interpretation of Terms.

2. In this Act the following Expressions have the several Meanings hereby assigned to them respectively; (that is to say,) the Expression "the Company" means the *Mold and Denbigh Junction* Railway Company; the Expression "the Act of 1861" means the "*Mold and Denbigh Junction* Railway Act, 1861;" the Expression "the Plans of 1861" means the Plans referred to in the Act of 1861; the Expression "the Sections of 1861" means the Sections referred to in the Act of 1861; and the Expression "Superior Court," or "Court of competent Jurisdiction," or any other like Expression in this Act or in the Acts incorporated herewith, shall be read and have effect as if the Debt or Demand in respect to which the Expression is used were a Simple Contract Debt, and not a Debt or Demand created by Statute.

8 & 9 Vict. cc. 16., 18., & 20., 23 & 24 Vict. c. 106., and 26 & 27 Vict. c. 92. & 118. incorporated.

3. "The Lands Clauses Consolidation Act, 1845," "The Lands Clauses Consolidation Acts Amendment Act, 1860," "The Railways Clauses Consolidation Act, 1845," Parts I. and II. of "The Railways Clauses Act, 1863," the Provisions of "The Companies Clauses Consolidation Act, 1845," with respect to the following Matters, (that is to say,)

With respect to the Distribution of the Capital of the Company into Shares;

With

With respect to the Transfer and Transmission of Shares;
With respect to the Payment of Subscriptions and the Means of enforcing the Payment of Calls;
With respect to the Forfeiture of Shares for Nonpayment of Calls;
With respect to the Remedies of Creditors of the Company against the Shareholders;
With respect to the Consolidation of Shares into Stock;
With respect to the making of Dividends;
With respect to the borrowing of Money on Mortgage or Bond;
With respect to the Conversion of the borrowed Money into Capital; and
With respect to the Provision to be made for affording Access to the Special Act;

And Part II. of the "Companies Clauses Act, 1863," shall be incorporated with and form Part of this Act.

Power to Company to raise additional Capital by new Shares.

4. The Company from Time to Time, with the Sanction of a General Meeting, may raise by the Creation and Issue of new Shares the additional Capital of One hundred thousand Pounds, and those Shares may be either Ordinary or Preferential Shares, or partly Ordinary and partly Preferential.

Shares not to issue until One Fifth has been paid up.

5. It shall not be lawful for the Company to issue any Share under the Authority of this Act unless and until a Sum being not less than One Fifth Part of the Amount of such Share shall have been paid up in respect thereof.

Calls on new Shares.

6. The greatest Amount of a Call on any new Share shall be One Fourth of the nominal Amount thereof, and the Interval between successive Calls shall be at least Two Months, and the aggregate Amount of all the Calls in any One Year shall not exceed Three Fourths of the nominal Amount of the new Share.

Votes for Shares.

7. If the Company create and issue any new Shares of any Amount other than Twenty Pounds, then for ascertaining the Number of Votes of the Shareholders the nominal Amount of all such Shares held by every Shareholder shall be deemed to be so many Shares of Twenty Pounds each as the Number of Twenty Pounds (rejecting Fractions) into which the nominal Amount is divisible.

Power to borrow on Mortgage.

8. The Company from Time to Time may borrow on Mortgage under this Act any Sum not exceeding (in addition to the Amount which by the Act of 1861 they are authorized to borrow on Mortgage)

Mortgage) the Sum of Thirty-three thousand Pounds: Provided that the Company shall not borrow any Money under the Authority of this Act until the whole of the said additional Capital of One hundred thousand Pounds by this Act authorized to be raised by them by new Shares is *bonâ fide* subscribed and issued, and One Half thereof paid up, and the Company shall have proved to the Justice who is to certify under the Fortieth Section of the "Companies Clauses Consolidation Act, 1845," that the whole of the said additional Capital has been subscribed for *bonâ fide* and issued, and that One Half thereof has been paid up, and that One Fifth of every Share has been paid on Issue of the same, and that the Shares are held by Subscribers or their Assigns, and for which such Subscribers or their Assigns are legally liable.

Priority of existing Mortgages.

9. Provided always, That all Mortgages granted by the Company before the passing of this Act, and on the passing of this Act in force, shall during the Continuance thereof respectively have Priority over all Mortgages granted by the Company under this Act.

Application of Monies by Company.

10. All Monies from Time to Time raised by the Company by Shares and by borrowing respectively under the Authority of this Act shall be applied only to Purposes of the Company's Undertaking as authorized by the Act of 1861 and by this Act.

Power to issue Capital in Half Shares.

11. Subject to the Provisions of this Act, the Company, with the Authority of Three Fifths of the Votes of the Shareholders present (personally or by proxy) at a Meeting of the Company specially convened for the Purpose, may from Time to Time issue to the same Person any Share in their Capital under the Act of 1861 for the Time being remaining unissued, divided into Two Half Shares as herein-after mentioned, and such Issue may be on such Terms and Conditions as the Company think fit, and the Terms and Conditions on which any such Share is issued shall be stated on the Certificate thereof: Provided always, that it shall not be lawful for the Company to issue any Share under the Authority of this Act, nor shall any Share vest in the Person accepting the same, unless and until a Sum, being not less than One Fifth Part of the Amount of such Share, shall have been paid up in respect thereof, nor shall any Transfer of any Share issued under the Authority of this Act be valid, nor shall any Dividend be paid thereon, unless and until such Share, or the Two Half Shares into which the same is divided, shall be fully paid up.

Division of Shares into Two.

12. Of every Two Half Shares created under the Powers of this Act one shall be called "Preferred Share," and the other shall be called "Deferred Share."

13. From

Dividend on Half Shares.

13. From and after the Time when the Half Shares shall become entitled to Dividend, the Dividend which, if such Half Shares had been created and issued as entire Shares, would from Time to Time be payable thereon, shall be applied in Payment of Dividends on the Two Half Shares substituted for the entire Share as follows: the whole of the Interest and Dividends which shall accrue in each Half Year shall be applied in or towards Payment in the first place of Interest or Dividend after such Rate not exceeding Six *per Centum per Annum* (as shall be determined by a General Meeting of the Shareholders) on the Amount paid up on the Share so denominated "Preferred Share," and the Remainder, if any, in Payment of Dividend on the "Deferred Share."

Dividend on Two Half Shares not to exceed that on One Share.

14. Provided always, That the Company shall not pay any greater Amount of Dividend on the Two Half Shares than would have from Time to Time been payable on the entire Share if the same had been created and issued as an entire Share.

As to Dividend on Preferred Shares.

15. Each Preferred Half Share shall be entitled to the preferential Dividend which may have been attached to it by the Company as aforesaid out of the Profits of each Year in priority to the "Deferred Share" bearing the same Number, but if in any Year ending the Thirty-first Day of *December* there shall not be Profits available for the Payment of the full Amount of the preferential Dividend on any Half Share for that Year, no Part of the Deficiency shall be made good out of the Profits of any subsequent Year, or out of any other Funds of the Company.

Option of converting existing Shares into Half Shares.

16. The Directors, with the Authority of Three Fifths of the Shareholders present (personally or by proxy) at a Meeting of the Company specially convened for the Purpose, from Time to Time may give to the Holders of fully paid up Shares in the Share Capital of the Company under the Act of 1861 the Option of having such Shares divided into "Preferred Shares" and "Deferred Shares," and may fix the Period within which the Option may be exercised: Provided, that the Dividend on any such "Preferred Share" shall not exceed Six *per Centum per Annum*.

Notice of such Option to be given to Shareholders.

17. Within Ten Days after the Directors have resolved on giving any such Option they shall, by Letter under the Hand of the Secretary delivered to every Holder of the Shares in question, or sent by Post addressed to him according to his Address in the Books of the Company, give Notice to him of such Option, of the Period within which it may be exercised, and of the Rate of Dividend to be payable on the "Preferred Shares," and every such Notice given by

Letter sent by Post shall be considered as given on the Day on which the Letter in due Course of Delivery ought to reach the Place to which it is addressed.

Shares as to which Option is exercised to be divided into Half Shares.

18. In every Case in which the Holder of any of the Shares in question gives, within the Period fixed for exercising the Option, Notice in Writing to the Secretary of the Company of the Intention of such Holder to avail himself of the Option, and specifying the Numbers of his Shares which he desires to be divided into Half Shares, every Share so specified shall be divided into Two Half Shares according to the Provisions of this Act.

Directors may enlarge Time for accepting Option.

19. Provided always, That where a Shareholder, from Absence abroad or other Cause satisfactory to the Directors, omits to signify within the Period fixed for exercising such Option his Intention to avail himself of it, the Directors, if they think proper, may permit him to avail himself of the said Offer, notwithstanding that such Time has elapsed.

Half Shares to be registered and Certificates issued.

20. Forthwith after the Creation of any Half Shares the same shall be registered by the Directors, and each Half Share shall bear the same Number as the Number of the entire Share Certificate in respect of which it is issued, and the Directors shall issue Certificates of the Half Shares accordingly, and shall cause an Entry to be made in the respective Registers of the entire Shares of the Conversion thereof.

Certificates.

21. Provided always, That the Directors shall not be bound to issue a Certificate of any Half Share created by Division of an existing Share until the Certificate of the existing Share be delivered to them to be cancelled, or if it be shown to their Satisfaction that the Certificate is destroyed or lost, and on any such Certificate being so delivered up the Directors shall cancel it.

Half Shares to be Shares in Capital of the Company.

22. Except as is by this Act otherwise provided, the several Half Shares under this Act shall be Shares in the Capital of the Company, and all such Rights, Privileges, Liabilities, and Incidents shall attach and be incident to and be conferred by the Half Shares as to and by the entire Shares divided into Half Shares.

Votes in respect of Half Shares.

23. Every Two Deferred Half Shares held by the same Person at the same Time shall confer the same Rights of voting as if the same were One entire Share of Twenty Pounds, and no Right of voting shall be conferred by any Preferred Half Share.

24. It

Works to be constructed.

24. It shall be lawful for the Company to make and maintain the following Works and to do the following Things; (that is to say,)

The Company may make and maintain the following new or substituted Railway, with all proper Stations, Works, and Conveniences connected therewith, namely:

1. A Railway commencing by a Junction with the Railway authorized by the Act of 1861 at or near the Point denoting Four Miles on the Plans of 1861, and terminating at or near the Point denoting Five Miles Four Furlongs on the Plans of 1861:
2. The Company may construct the Railway authorized by the Act of 1861 between the Points herein-after mentioned according to the Levels of that Portion of the said Railway shown upon the Sections herein-after mentioned deposited for the Purposes of this Act instead of the Levels shown on the Sections of 1861; (that is to say,) between the Points respectively denoting Three Miles and Four Miles on the Sections of 1861, and between the Points respectively denoting Twelve Miles and Thirteen Miles Four Furlongs on the Sections of 1861:
3. The Company may divert the Turnpike and public Roads numbered as herein-after mentioned on the Plans of 1861, and for that Purpose may make the several new Portions of Road shown on the Plans and Sections herein-after mentioned deposited for the Purposes of this Act, and the Company may stop up so much of the said diverted Roads respectively as may be rendered unnecessary in consequence of the Construction of such new Portions of Road respectively; (that is to say,)

The Turnpike Roads numbered respectively 113 and 149 in the Parish of *Mold*, the public Road numbered 161 in the Parish of *Cilcen*, the public Roads numbered respectively 62 and 75, 103 and 104, in the Parish of *Nannerch*, the public Roads numbered respectively 77, 84, 85, 88, 124, 124a, 125, and 195, in the Parish of *Ysceifiog*, and the public Road numbered 46 in the Parish of *Bodfarry*. The Company may stop up the several public Roads numbered as follows on the Plans of 1861; (that is to say,) the Roads numbered respectively 76, 222, and 227, in the Parish of *Mold*, and the Road numbered 4 in the Parish of *Northop*, the Road numbered 22 in the Parish of *Nannerch*, the Road numbered 24 in the Parish of *Caerwys*, and the Road numbered 14 in the Parish of *Bodfarry*.

Deposit of Plans.

25. Whereas Plans and Sections of the new or substituted and altered Portions of Railway and of the diverted Roads by this Act authorized

authorized showing the Lines and Levels thereof, and Books of Reference to such Plans containing the Names of the Owners and Lessees, or reputed Owners and Lessees, and of the Occupiers of the Lands which may be required to be taken for the Purposes of this Act, have been deposited for public Inspection with the Clerks of the Peace for the Counties of *Denbigh* and *Flint*: Therefore, subject to the Provisions and Powers of Deviation in this Act and in the Acts incorporated herewith contained, the said Railways, Roads, and other Works shall be made in the Line or Course and upon the Lands delineated upon the said Plans, and described in the said Books of Reference, and according to the Levels defined on the said Sections, and, subject to the Provisions in this and the said incorporated Acts contained, it shall be lawful for the Company to enter upon, take, and use such of the Lands shown on the said Plans, and described in the said Book of Reference, as may be necessary for the Purposes of the said Railways and other Works by this Act authorized, or for any Purpose by this or the recited Act authorized.

Level Crossings on altered Portions of Railway.

26. It shall be lawful for the Company to carry and maintain the Railway as altered in Line or Levels under the Authority of this Act with not exceeding a single Line of Railway so long as the said Railway shall be a single Line, and with not exceeding a double Line if such Railway shall be made a double Line, across and on a Level of the Roads numbered respectively on the Plans deposited for the Purposes of this Act as follows; (that is to say,)

Number on Plan.	Parish.	Description of Road.
5	Cilcen - - -	Turnpike Road.
29	Cilcen - - -	Public Road.

Span of Arches.

27. It shall be lawful for the Company to construct and maintain the Bridges or Arches for carrying the Railway as altered in Line or Levels under the Authority of this Act over the Roads numbered as after mentioned on the Plans deposited for the Purposes of this Act of such Dimensions as they think fit, not being less than the following; (that is to say,)

Number on Plans.	Parish.	Description of Road.	Height and Span of Arch.
7	Cilcen - -	Turnpike Road -	25 Feet Span.
21A	Cilcen - -	Turnpike Road -	25 Feet Span.

Powers for compulsory Purchases limited.

28. The Powers of the Company for the compulsory Purchase of Lands for the Purposes of the Works by this Act authorized shall not

not be exercised after the Expiration of One Year after the passing of this Act.

Period for Completion of Works.

29. Subject to the Provisions of this Act, the Works by this Act authorized shall be completed within Five Years from the passing of the Act of 1861, and on the Expiration of that Period the Powers by this Act granted to the Company for executing the same shall cease.

Railways to form Part of the Undertaking of the Company.

30. The substituted and altered Railways by this Act authorized shall be and be deemed for the Purposes of Tolls and Charges, and for all Purposes whatsoever, Part of the Undertaking of the Company as if authorized by the Act of 1861.

Company to abandon Part of authorized Line.

31. The Company shall abandon and relinquish the Formation of so much of the Railway authorized to be made by the Act of 1861 as shall be rendered unnecessary in consequence of the Construction of the new or substituted Railway by this Act authorized.

Compensation to be made where Contracts have been entered into or Notice given.

32. In every Case in which before the passing of this Act any Contract has been entered into or Notice given by the Company for purchasing any Lands which the Company were by the Act of 1861 empowered to purchase for the Purpose of constructing the Portion of Railway so authorized to be abandoned as aforesaid, the Company shall make to the Owners or Occupiers of or other Persons interested in such Lands full Compensation for all Injury or Damage sustained by such Owners or Occupiers and other Parties by reason of such Purchase not being completed pursuant to such Contract or Notice; and the Amount and Application of such Compensation shall be determined in the Manner provided by "The Lands Clauses Consolidation Act, 1845," for determining the Amount and Application of the Compensation to be paid for Lands to be taken under the Provisions thereof: Provided always, that nothing herein contained shall prejudice or affect the Right of the Owner or Occupier of any Lands which the Company were so empowered to purchase as aforesaid to recover from the Company Compensation for any Damage which may have been occasioned by the Entry of the Company upon such Lands for the Purpose of surveying and taking Levels, and of probing or boring to ascertain the Nature of the Soil, or of setting out the Line of the Railway, pursuant to the Provisions for that Purpose in "The Railways Clauses Consolidation Act, 1845," contained.

Revival of Powers for compulsory Purchase

33. The Powers of the Company under the Act of 1861 for the compulsory Purchase of Lands for the Purposes of so much of the Railway by the Act of 1861 authorized as is not by this Act authorized

under the Act of 1861.

authorized to be abandoned are hereby revived, and may be exercised by the Company during a Period not exceeding One Year after the passing of this Act: Provided always, that it shall not be lawful for the Company, by virtue of such revived Powers of Purchase, to enter upon, take, or use any Land of the *London and North-western* Railway Company, except only for the Purpose of making the Junction authorized by the Act of 1861 with the *Mold* Branch of the *London and North-western* Railway Company.

Section 25 of Act of 1861 repealed.

34. The Section of the Act of 1861 numbered 25 shall be and is hereby repealed.

Power to increase the Number of Directors.

35. Notwithstanding anything to the contrary in the Act of 1861 contained, it shall be lawful for the Company to increase the Number of their Directors to any Number not exceeding Eight.

Saving Rights of the Crown.

36. Nothing contained in this Act or in any of the Acts herein referred to shall authorize the Company to take, use, or in any Manner interfere with any Land, Soil, Tenements, or Hereditaments, or any Rights of whatsoever Nature, belonging to or enjoyed or exerciseable by the Queen's most Excellent Majesty in right of Her Crown, without the previous Consent in Writing of the Commissioners for the Time being of Her Majesty's Woods, Forests, and Land Revenues, or One of them, on behalf of Her Majesty, first had and obtained for that Purpose (which Consent such Commissioners are hereby respectively authorized to give); and nothing in the said Act or Acts contained shall divest, take away, prejudice, diminish, or alter any Estate, Right, Privilege, Power, or Authority now or from Time to Time vested in or enjoyed or exerciseable by the Queen's Majesty, Her Heirs or Successors.

Interest not to be paid out of Capital.

37. The Company shall not, out of any Money by this Act or any other Act relating to the Company authorized to be raised by Calls in respect of Shares, or by the Exercise of any Power of borrowing, pay to any Shareholder Interest or Dividend on the Amount of Calls made in respect of the Shares held by him: Provided always, that the Company may pay to any Shareholder such Interest on Money advanced by him beyond the Amount of Calls actually made as may be in conformity with the Provisions of the "Companies Clauses Consolidation Act, 1845."

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

38. The Company shall not, out of any Money by this Act or by any other Act relating to the Company authorized to be raised, pay or deposit any Sum of Money which, by any Standing Order of either House of Parliament for the Time being in force, may require to

to be deposited in respect of any Application to Parliament for the Purpose of obtaining an Act authorizing the Company to construct any Railway, or execute any other Work or Undertaking.

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

39. Nothing in this Act shall be deemed or construed to exempt the Undertaking of the Company from the Provisions of any General Act relating to Railways, or to the better and more impartial Audit of the Accounts of Railway Companies, now in force or which may hereafter pass during the present or any future Session of Parliament, or from any future Revision and Alteration, under the Authority of Parliament, of the Rates for small Parcels, and the maximum Rates of Fares and Charges, authorized to be taken by the Acts relating to the Company.

Expenses of Act.

40. All the Costs, Charges, and Expenses of and preparatory or incidental to the passing of this Act shall be paid by the Company.

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