ANNO DECIMO QUINTO

VICTORIÆ REGINÆ.

Cap. ii.

An Act for the Incorporation, Establishment, and Regulation of the "Patent Solid Sewage Manure Company," and for enabling the said Company to purchase and work Letters Patent.

[3d *May* 1852.]

WHEREAS by Letters Patent under the Great Seal of the United Kingdom of *Great Britain* and *Ireland*, bearing Date at *Westminster* on or about the Twenty-fourth Day of *February* in the Fourteenth Year of the Reign of Her present Majesty, Her said Majesty did grant unto *Thomas Wicksteed*, and his Executors, Administrators, and Assigns, the sole Privilege of making, using, exercising, and vending a certain Invention therein intituled "Improvements in the Manufacture of Manure and in Machinery to be used therein," within *England*, *Wales*, and *Berwick-upon-Tweed*, and in the Islands of *Jersey*, *Guernsey*, *Alderney*, *Sark*, and *Man*, and also in all Her said Majesty's Colonies and Plantations abroad, during the Term of Fourteen Years thence next ensuing, a Specification of which said Invention was duly enrolled in Chancery: And whereas by Letters Patent under the Seal kept and used in *Scotland* instead of the Great Seal formerly used there, and sealed at *Edinburgh* on or about the Nineteenth Day of *February* One

thousand eight hundred and fifty-one, Her said Majesty did grant unto the said *Thomas Wicksteed*, and his Executors, Administrators, and Assigns, the sole Privilege of making, using, exercising, and vending a certain Invention therein intituled "Improvements in the Manufacture of Manure," within *Scotland* aforesaid, during the Term of Fourteen Years thence next ensuing, a Specification of which said Invention was also duly enrolled in Chancery: And whereas by certain other Letters Patent under the Great Seal of *Ireland*, bearing Date at *Dublin* on or about the Twenty-sixth Day of *February* in the Fourteenth Year of the Reign of Her present Majesty, Her said Majesty did grant unto the said *Thomas Wicksteed*, his Executors, Administrators, and Assigns, the sole Privilege of making, using, exercising, and vending a certain Invention therein intituled "Improvements in the Manufacture of Manure," within *Ireland* aforesaid, during the Term of Fourteen Years thence next ensuing, a Specification of which said Invention was also duly enrolled in Chancery: And whereas in the said several Letters Patent or some of them are contained Conditions or Provisoes against the said Letters Patent respectively, or the Privileges, Benefits, and Advantages thereby respectively granted, becoming vested in or in trust for more than the Number of Twelve Persons or their Representatives at any One Time, as Partners dividing or entitled to divide the Benefits or Profits obtained by reason of the same Letters Patent respectively: And whereas the Inventions in respect whereof the said Letters Patent have been granted are of great public Utility, and in order to the more general and advantageous Use and Application thereof it is expedient that the said Patent Privileges should be permitted to be vested in a Company consisting of more than Twelve Persons, with the Powers and under Provisions herein-after expressed or contained; but the same cannot be effected without the Aid and Authority of Parliament: May it therefore please Your Majesty that it may be enacted; and be it enacted by the Queen's most Excellent Majesty, by and with the Advice and Consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the Authority of the same, as follows; (that is to say,)

Provisions of 8 & 9 Vict. cc. 16. & 18. incorporated with this Act.

I. That the several Clauses and Provisions contained in the several Acts of Parliament following, that is to say, the "Companies Clauses Consolidation Act, 1845," and the "Lands Clauses Consolidation Act, 1845," save so far as the same are expressly varied or excepted by this Act, shall be incorporated with and form Part of this Act: Provided always, that nothing in this Act or in the said incorporated Acts contained shall authorize or empower the Company hereby established to purchase or take any Lands without the Consent of the Owners and Occupiers thereof.

II. That

Short Title.

II. That in citing or referring to this Act in other Acts of Parliament, and in legal and other Proceedings and Instruments, it shall be sufficient to use the Expression "The Patent Solid Sewage Manure Company's Act, 1852."

Incorporation of Company.

III. That *William Fothergill Cooke* Esquire, *Edward Cowper* Esquire, *Albert Ricardo* Esquire, *Richard Till* Esquire, and all Persons and Corporations who have already subscribed or shall hereafter subscribe to the Undertaking, and their Executors, Administrators, Successors, and Assigns respectively, are and shall be united into a Company for the Purpose of making, using, exercising, and vending the said Patent Inventions, and of undertaking and carrying on the Trade or Business of disinfecting and deodorizing Sewage and Filth, and extracting, producing, and manufacturing, by means of the Application and Use of the said Patent Inventions or otherwise, Manure and fertilizing Matters, and of selling the same, and of undertaking and carrying on all trading, manufacturing, or mercantile Operations, Dealings, or Transactions connected with the Purposes aforesaid, or similar or analogous thereto; and for the Purposes aforesaid the same Company is hereby incorporated by the Name of "The Patent Solid Sewage Manure Company," and by that Name shall be a Body Corporate, with perpetual Succession, and shall have Power to purchase and hold Lands for the Purposes of the Undertaking, within the Restrictions herein and in the said Acts contained.

Incorporation of Company not to restrict the Liability of Shareholders.

IV. Provided further, That nothing herein or in the said incorporated Acts contained shall in anywise restrict the Liability of any Shareholder of the Company, under any Judgment, Decree, Order for Payment of Money, or other Proceeding which shall be had or obtained against the Company in any Action, Suit, or Proceeding prosecuted by or against the Company in any Court of Law or Equity, but every such Shareholder shall continue liable for or in respect of all such Monies, and every such Judgment, Decree, Order, and Proceeding, in the same Manner as he would have been if the Company had not been incorporated.

Effect of Judgment against Company and Shareholders.

V. That every Judgment and every Decree or Order which shall be at any Time obtained against the Company in any Action, Suit, or other Proceeding prosecuted by or against the Company in any Court of Law and Equity shall and may take effect and be enforced, and Execution or Diligence thereon be issued, not only against the Property and Effects of the Company, but against the Person, Property, and Effects of any Shareholder for the Time being, or (subject as herein-after provided) of any former Shareholder of the Company, in his natural or individual Capacity, until such Judgment, Decree, or Order shall be fully satisfied; provided, in the Case of Execution

against

against any former Shareholder, that such former Shareholder was a Shareholder of the Company at the Time of the entering into or committing the Contract or Tort for or in respect of which such Judgment, Decree, or Order may have been obtained, or became a Shareholder during the Time such Contract or Tort was unexecuted or unredressed, or was a Shareholder at the Time of the Judgment, Decree, or Order being obtained: Provided always, that in no Case shall Execution or Diligence be issued on any such Judgment, Decree, or Order against the Person, Property, or Effects of any such former Shareholder of the Company after the Expiration of Three Years next after the Person sought to be charged shall have ceased to be a Shareholder.

Reimbursements of Shareholders against whom Execution issued.

VI. That every Person against whom, or against whose Property or Effects, Execution or Diligence upon any Judgment, Decree, or Order obtained as aforesaid shall have been issued as aforesaid, or who shall have paid any Monies on account of the Company on any Judgment, Decree, or Order obtained or made against the Company, shall be entitled to recover against the Company all Loss, Damages, Costs, and Charges which such Person may have incurred or paid by reason or in consequence of any such Execution, either by Action of Debt or Assumpsit for Money paid to the Use of the Company, or by any other legal or equitable Action, Suit, or Proceeding applicable or convenient for that Purpose; and also that, after due Diligence used to obtain Satisfaction thereof against the Property and Effects of the said Company, such Person shall be entitled to Contribution for so much of such Loss, Damages, Costs, and Charges as shall remain unsatisfied from the several other Persons against whom Execution or Diligence upon such Judgment, Decree, or Order obtained against the Company might also have been issued under the Provision in that Behalf aforesaid, and that such Contribution may be recovered from such Persons as aforesaid, either by Action of Debt or Indebitatus assumpsit, for Money paid to the Use of such Persons, or by any other legal Action, Suit, or Proceeding applicable or convenient for that Purpose.

Contribution by other Shareholders.

Proceedings in Execution against the Person or Property of a Shareholder.

VII. That in the Cases provided by this Act for Execution or Diligence on any Judgment, Decree, or Order in any Action or Suit against the Company, to be issued against the Person or against the Property and Effects of any Shareholder or former Shareholder of the Company, or against the Property and Effects of the Company at the Suit of any Shareholder or former Shareholder, in satisfaction of any Monies, Damages, Costs, and Expenses paid or incurred by him as aforesaid in any Action or Suit against the Company, such Execution or Diligence may be issued by Leave of the Court or of a Judge of a Court in which such Judgment, Decree, or Order shall have

have been obtained, upon Motion, Rule, Summons, or other Form of Application consistent with the Practice of the Court, without any Suggestion of Scire facias in that Behalf, and that it shall be lawful for such Court or Judge to make absolute, or grant or allow, discharge, refuse, or dismiss, any such Motion, Rule, Summons, Petition, or Application (as the Case may be), and to direct the Costs of the Application to be paid by either Party, or to make such other Order therein as to such Court or Judge shall seem fit; and in such Cases such Forms of Executions, Diligences, and Processes shall be sued out of the Courts of Law and Equity respectively, for giving Effect to the Provision in that Behalf aforesaid, as the Judges of such Courts respectively shall from Time to Time think fit to order, and the Execution of such Writs shall be enforced in like Manner as Writs of Execution are now enforced; provided that any Order made by a Judge as aforesaid may be discharged or varied by the Court, on Application made thereto by either Party dissatisfied with such Order; provided also, that no such Motion shall be made, nor Summons granted, for the Purposes of charging any Shareholder or former Shareholder, until Ten Days Notice thereof shall have been given to the Person sought to be charged thereby; but provided always, that in case the Court or Judge to which any such Application as aforesaid may be made shall think fit to discharge, refuse, or dismiss any such Motion, Rule, Summons, Petition, or Application as aforesaid, such Discharge, Refusal, or Dismissal shall be without Prejudice to any Proceeding which the Applicant may be entitled to take by Scire facias or otherwise upon such Judgment, Decree, or Order as aforesaid, for the Purpose of obtaining Execution or Diligence thereon, or otherwise enforcing the same against such Shareholders as aforesaid, or any of them.

Memorials of Names of Shareholders to be enrolled.

VIII. That a Memorial of the Names and Descriptions of the several Shareholders of the Company, in the Form or to the Effect for that Purpose given or expressed in the Schedule to this Act annexed, shall, within Six Months after the passing of this Act, be verified by the Declaration of some Director, Secretary, or Officer for the Time being of the Company, made before a Master or Master Extraordinary in Chancery, or other Person before whom Declarations or Affidavits may be legally made, and when so verified enrolled in the High Court of Chancery in *England*, and that the like Memorial of the Name and Description of every Shareholder for the Time being of the Company, in such Form as aforesaid, shall, in the Month of *January* One thousand eight hundred and fifty-three, and in the Month of *January* in every succeeding Year, or within Twenty-one Days thereafter, be verified by such Declaration as aforesaid, and also enrolled in the said High Court of Chancery; and when any Person shall cease to be a Shareholder, or when any Person shall become a Share-

a Shareholder, a Memorial of his Name and Description, verified in manner aforesaid, shall or may be forthwith enrolled in manner aforesaid, in the Form or to the Effect expressed in the said Schedule for that Purpose; and if any Declaration which shall be so made as aforesaid shall be false or untrue in any material Particular, the Person wilfully making such false Declaration shall be deemed guilty of a Misdemeanor; and the Enrolment of every such Memorial shall be sufficient *primâ facie* Evidence that every Person named in such Memorial was at the Date thereof such Shareholder as in such Memorial mentioned, or had ceased to be such Shareholder in such Memorial mentioned.

No Action to be brought before Enrolment of Memorial.

IX. That until the Enrolment of a Memorial of the Names and Descriptions of the several Shareholders in the Company, in the Form or the Effect aforesaid, no Action or Suit shall be brought or commenced by or on behalf of the Company; and every Shareholder whose Name shall be expressed in the Enrolment of the First Memorial, or any annual Memorial to be enrolled in manner aforesaid, shall continue liable to all Judgments, Decrees, and Orders against the Company, and to all Contracts and Torts entered into and committed by the Company, until the Enrolment of their then next annual Memorial to be enrolled in manner aforesaid, or until a Memorial of his having ceased to be a Shareholder shall have been enrolled in manner aforesaid.

Penalty for not enrolling Memorial within due Time.

X. That if within the Period before limited such First Memorial, or any such annual Memorial as aforesaid, be not enrolled as aforesaid, then, on Conviction of any such Default, the Company shall be liable to pay a Sum not exceeding Twenty Pounds.

Capital.

XI. That the Capital of the Company shall be One hundred thousand Pounds.

Shares.

XII. That the Number of Shares into which such Capital shall be divided shall be Ten thousand, and the Amount of each Share shall be Ten Pounds.

Calls.

XIII. That Two Pounds *per* Share on the several Shares in such Capital shall be the greatest Amount of any One Call which the Company may make on the Shareholders, and Three Months at the least shall be the Interval between each Call, and the aggregate Amount of the Calls to be made in One Year upon any Share shall not exceed Four Fifths of the nominal Value of such Share.

Quorum at General Meeting.

XIV. That the Quorum of any General Meeting shall be Ten Shareholders holding in the aggregate not less than One Twentieth Part of the Capital of the Company.

XV. That

XV. That the Number of Directors shall be Six. Number of Directors.

XVI. That the said *William Fothergill Cooke*, *Edward Cowper*, *Albert Ricardo*, and *Richard Till* shall, until the First General Meeting, be the Directors of the Company, and that Two additional Directors shall be appointed at the First General Meeting. First Directors.

XVII. That the Directors appointed by this Act, and the said Two other Directors to be appointed at the First General Meeting, shall continue in Office until the First Ordinary Meeting to be held in the Year One thousand eight hundred and fifty-three. First Directors to continue in Office until First Ordinary Meeting.

XVIII. That no Person shall be capable of being or holding Office as a Director unless he be possessed of not less than Fifty Shares; but the Amount of such Qualification may be increased by a General Meeting, so that the increased Qualification of a Director do not exceed Two hundred Shares. Qualification of Directors.

XIX. That there shall be present at least Three Directors in order to constitute a Meeting of the Directors. Quorum of Directors.

XX. That the Quantity of Land to be held by the Company at any One Time shall not exceed Seventy Acres. Quantity of Land to be purchased.

XXI. That it shall be lawful for the said *Thomas Wicksteed*, and his Executors, Administrators, and Assigns, and for every or any Person in whom the said Letters Patent, or the Privileges thereby granted, or any Part thereof, now are or may hereafter be vested, or who may be otherwise interested in the said Letters Patent, and also for any and every Patentee or Grantee named in, or Person or Persons interested in, any Letters Patent already or hereafter to be granted in respect of any Invention or Inventions wholly or in part relating to the Manufacture of Manure, to sell, transfer, assign, and dispose of or otherwise assure unto or in trust or for the Benefit of the Company, and their Successors and Assigns, the said Letters Patent respectively, and the Privileges thereby granted and conferred, and all his and their Part, Share, Right, Title, and Interest therein or in any Part thereof. Patents may be assigned to the Company.

XXII. That no such Sale, Transfer, Assignment, Disposition, or Assurance as aforesaid shall render the Letters Patent or Privileges thereby sold, transferred, assigned, or disposed of, or any or either of them, or any Part thereof respectively, void or voidable in anywise howsoever, or cause such Letters Patent, Privileges, or any or either of them, or any Part thereof, to cease, determine, and become void or voidable, or to be forfeited, repealed, or cancelled in anywise howsoever, Patents not to be invalidated by the Assignment.

soever, any Condition, Proviso, Restriction, or Clause whatsoever in the aforesaid Letters Patent or any of them expressed or contained to the contrary thereof in anywise howsoever notwithstanding.

Patents may be held by the Company.

XXIII. That any such Letters Patent and Privileges, or any Part, Share, Right, Title, and Interest therein, which shall be sold, transferred, assigned, disposed of, or otherwise assured unto or in trust for or for the Benefit of the Company as aforesaid, shall and may be had, held, taken, and enjoyed by the Company, and their Successors and Assigns; and the Company, their Successors and Assigns, shall and may use, exercise, vend, and put in practice the Inventions or Invention, or Part or Parts of the Invention or Inventions, which shall be the Subject of such Letters Patent and Privileges, or any or either of them, freed and discharged from any Cessor, Determination, or Forfeiture thereof, or any Provision or Condition for the Cessor, Determination, or Forfeiture thereof, notwithstanding the Letters Patent and Privileges shall be or become vested in or in trust for more than the Number of Twelve Persons, or their Representatives, at any One Time, as Partners dividing or entitled to divide the Benefits or Profits to be obtained by reason of such Letters Patent respectively, and as effectually and absolutely as if such Letters Patent had not contained any Condition, Proviso, or Clause against or restrictive of the selling, transferring, or assigning, or otherwise assuring or disposing of the same.

Licences may be granted to the Company.

XXIV. That it shall be lawful for the Patentee or Grantee named in each of the said several Letters Patent herein-before recited, and every Patentee or Grantee named or to be named in each of the other Letters Patent herein-before mentioned or referred to, and for the Executors, Administrators, and Assigns of every such Patentee or Grantee, and for every Person who may be interested in any such Letters Patent or the Privileges thereby granted, to give or grant unto or to the Use of or in trust for or for the Benefit of the Company, and their Successors and Assigns, any Leave, Licence, Power, or Authority to work, use, exercise, put in practice, or vend the Inventions or any Part of the Inventions in respect whereof such Letters Patent and Privileges, or any or either of them, shall have been granted; and such Gift or Grant of Leave, Licence, Power, or Authority shall not, nor shall any Number (although exceeding Twelve) of similar Gifts or Grants of Leave, Licence, Power, or Authority, render the said Letters Patent and Privileges, or any or either of them, or the Leave, Licence, Power, or Authority thereunder given or granted to or in trust or for the Benefit of the Company, void or voidable in anywise howsoever, or cause the same Letters Patent and Privileges, or any of them, or any Part thereof, to cease, determine, or become void or voidable, or be forfeited, repealed,

repealed, or cancelled, in anywise howsoever, any Condition, Proviso, Restriction, or Clause whatsoever in the aforesaid Letters Patent or any of them expressed or contained to the contrary thereof in anywise howsoever notwithstanding.

Power to grant to Company Compensation, &c. of Letters Patent, &c.

XXV. That in case Her Majesty, Her Heirs or Successors, shall think fit, with the Advice of Her or Their Privy Council, to grant to the said Company any Confirmation or Prolongation of any Letters Patent or Patent Privilege which shall or may at any Time hereafter be assigned unto or otherwise become vested in or in trust for or for the Benefit of the Company, then and in every such Case such Confirmation or Prolongation shall or may be granted to the Company, any Condition, Clause, Matter, or Thing in any such Letters Patent contained to the contrary thereof in anywise notwithstanding.

Disclaimers may be made under the Seal of Company.

XXVI. That in case the Company shall at any Time hereafter, in pursuance of an Act of Parliament passed in the Sixth Year of the Reign of King *William* the Fourth, intituled *An Act to amend the Law touching Letters Patent for Inventions*, or of any Act or Acts of Parliament, obtain the Leave of Her Majesty's Attorney General or Solicitor General for *England* or *Ireland*, or of Her Majesty's Lord Advocate or Solicitor General for *Scotland*, to enter with the Clerk of the Patents of *England*, *Scotland*, or *Ireland* respectively any Disclaimer of any Part of either the Title of the Invention mentioned or comprised in any Letters Patent or Patent Privilege of or belonging to the Company, or of any Part of the Specification of any such Invention, or to enter with such Clerk a Memorandum of any Alteration in any such Title or Specification as aforesaid, then and in every such Case such Disclaimer or Memorandum of Alteration shall or may be made under the Seal of the Company, and when so made shall or may, in pursuance of such Leave as aforesaid, be entered, filed, and enrolled according to the Provisions of the said Act; and no Acknowledgment of any such Disclaimer or Memorandum of Alteration shall be necessary previous to the Enrolment thereof.

Act not to give to certain Letters Patent any greater Validity than they would otherwise have possessed.

XXVII. Provided always, That nothing in this Act contained shall be construed to give greater Force or Validity to the said recited Letters Patent, or any other Letters Patent that may be at any Time hereafter purchased by or assigned to the Company under the Powers of this Act, than they would legally have possessed if the same had not been assigned to the Company by virtue of the Provisions contained in this Act.

Power to Company to grant Licences.

XXVIII. That after any such Sale, Transfer, or Assignment as aforesaid of any such Letters Patent as aforesaid, unto or to the Use of or in trust for the Company, it shall be lawful for the Company,

from Time to Time, by any Writing under the Seal of the Company, to grant any Licence to any Person to use, exercise, or vend the Invention or Inventions comprised in such Letters Patent or any of them, or any Part thereof, either generally, or under or subject to such Payments, Conditions, Limitations, or Restrictions as to the said Company shall seem fit.

The SCHEDULE to which the foregoing Act refers.

The Patent Solid Sewage Manure Company's Act, 185 .

MEMORIAL made the Day of 185 , of the Names and Descriptions of the present Shareholders of "The Patent Solid Sewage Manure Company."

A.B. of *C.D.* of *&c. &c.*

I of One of the Directors [*or* Secretary *or* Officer] of the said Company, do solemnly and sincerely declare, That the above-written Memorial contains the Names and Descriptions of the present Shareholders of the said Company, as the same appear in the Books of the said Company; and I make this solemn Declaration conscientiously believing the same to be true.

In case of Persons becoming Shareholders.

The Patent Solid Sewage Manure Company's Act, 185 .

MEMORIAL made the Day of of the Name and Description [*or* Names and Descriptions] of the Persons [*or* Person] who have [*or* hath] become Shareholders [*or* a Shareholder] of "The Patent Solid Sewage Manure Company."

E.F. of *G.H.* of

I of One of the Directors [*or* Secretary *or* Officer] of the said Company, do solemnly and sincerely declare, That

The Patent Solid Sewage Manure Company's Act, 1852.

That the above-written Memorial contains the Names and Descriptions [*or* Name and Description] of Persons [*or* a Person] who have [*or* hath] become Shareholders [*or* a Shareholder] of the said Company; and I make this solemn Declaration conscientiously believing the same to be true.

In case of Persons ceasing to be Shareholders.

The Patent Solid Sewage Manure Company's Act, 185 .

MEMORIAL made the Day of 185 , of the Name and Description [*or* Names and Descriptions] of the Person [*or* Persons] who hath [*or* have] ceased to be a Shareholder *or* Shareholders of "The Patent Solid Sewage Manure Company," since the Day of 185 , being the Date of the last annual Memorial.

J.K. of *L.M.* of *&c.*

I of One of the Directors [*or* Secretary *or* Officer] of the said Company, do solemnly and sincerely declare, That the above-written Memorial contains the Name and Description [*or* Names and Descriptions] of the Person [*or* Persons] as the same appears in the Books of the said Company, who hath [*or* have] ceased to be a Shareholder [*or* Shareholders] of the said Company since the Day of 185 , the Date of the last annual Memorial; and I make this solemn Declaration conscientiously believing the same to be true.

LONDON:
Printed by GEORGE EDWARD EYRE and WILLIAM SPOTTISWOODE,
Printers to the Queen's most Excellent Majesty 1852.