

ANNO DECIMO SEPTIMO & DECIMO OCTAVO

VICTORIÆ REGINÆ.

Cap. cxc.

An Act for incorporating and regulating a Company to be called "The Royal Conical Flour Mill Company," and to enable the said Company to purchase, work, and use certain Letters Patent, and for other Purposes.

[24th *July* 1854.]

Letters Patent for England.

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 *January* in the Thirteenth Year of the Reign of Her present Majesty, Her said Majesty did grant unto *Walter Westrup*, his Executors, Administrators, and Assigns, the sole Privilege of making, using, exercising, and vending a certain Invention, therein intituled "Improvements in cleaning and grinding Corn or Grain and dressing Meal or Flour," within *England*, *Wales*, and *Berwick-upon-Tweed*, in the Islands of *Guernsey*, *Jersey*, *Alderney*, *Sark*, and *Man*, and in all the 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 certain other Letters Patent under the Seal appointed by

Letters Patent for Scot-

land and Ireland.

by the Treaty of Union to be used in place of the Great Seal of *Scotland*, and by certain other Letters Patent under the Great Seal of that Part of the United Kingdom of *Great Britain* and *Ireland* called *Ireland*, Her said Majesty has since granted unto the said *Walter Westrup*, his Executors, Administrators, and Assigns, the exclusive Right and Privilege of making, using, exercising, and vending the said Invention within *Scotland* and *Ireland* respectively during the said Term of Fourteen Years; Specifications of which said Inventions have also been duly enrolled in Chancery: And whereas in the said first-recited Letters Patent is contained a Condition or Proviso against assigning the same, or the Privileges, Benefits, and Advantages thereby granted, to 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: And whereas the said Invention may be made productive of great public Benefit, but in order to bring the same into extensive Use it is necessary that Manufactories, Mills, and Warehouses upon a large Scale should be erected in various Parts of the Kingdom, and that a large Capital should be employed: And whereas the Lands, Manufactories, Mills, Warehouses, and other Property to be employed by any Company in working and using the said Invention will be of a fixed and permanent Character, and will afford ample Security for any Engagements which may be entered into or Obligations which may be incurred by such Company: And whereas the several Persons herein-after named, with others, are willing to form themselves into a Company for manufacturing, working, and using the said Conical Flour Mills and otherwise exercising the said Invention, and it would be beneficial to the Company, and facilitate the raising of the Capital necessary for the Purposes thereof, if the Company were established and incorporated by Special Act of Parliament, and if other Powers were conferred on such Company for better enabling them to purchase and hold the said Patents, and to manufacture, work, and use the said Conical Flour Mills, and otherwise to exercise the said Invention: And whereas the beneficial Objects aforesaid 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,

8 & 9 Vict. cc. 16. & 18. incorporated, except as to taking Land without Consent.

I. That "The Companies Clauses Consolidation Act, 1845," and "The Lands Clauses Consolidation Act, 1845," save and except as herein otherwise expressly provided, shall be incorporated with and form Part of this Act: Provided always, that nothing in this Act or in the said incorporated Acts shall authorize the Company to purchase or take any Lands without the Consent of the Owners, Lessees, and Occupiers thereof.

II. That

8 & 9 Vict. cc. 17. and 19. incorporated, except as to taking Land without Consent.

II. That "The Companies Clauses Consolidation (*Scotland*) Act, 1845," and "The Lands Clauses Consolidation (*Scotland*) Act, 1845," save and except as herein otherwise expressly provided for, shall, so far as respects the Property, Rights, Remedies, Liabilities, Affairs, Acts, and Proceedings of the Company in *Scotland*, be incorporated with and form Part of this Act: Provided always, that nothing in this Act or in the Lands Clauses Consolidation (*Scotland*) Act contained shall authorize the Company to purchase or take any Lands in *Scotland* without the Consent of the Owners, Lessees, and Occupiers thereof.

Company incorporated for the purpose of working the Patents, but subject to the Provisions herein-after contained.

III. That *Herman Dírs Mertens* of *Street* in the County of *Kent*, *Thomas Middleton* of *Dulwich* in the County of *Surrey*, *James Edward Shearman* of *Dorking* in the County of *Surrey*, *Francis Slater* of *Peckham Rye* in the County of *Surrey*, *Walter Westrup* of *Old Ford* in the County of *Middlesex*, Mill Engineer, and *William Pavitt* of *Wapping* in the County of *Middlesex*, Miller, and all other Persons and Corporations who have subscribed or shall subscribe to the Undertaking, and their Executors, Administrators, Successors, and Assigns respectively, shall be united into a Company, according to the Provisions of this Act and of the Acts incorporated herewith, for the Purpose of manufacturing, working, and using Conical Flour Mills for undertaking the Improvements in cleaning and grinding Corn or Grain and dressing Meal or Flour, and for working the several Privileges hereby authorized to be assigned to the Company, and all the Inventions in this Act comprised or mentioned, and also all such Business or Purposes as shall relate to or be connected therewith; and for the Purposes aforesaid, and all other the Purposes herein and in the said incorporated Acts contained, the same Company shall be incorporated by the Name of the "The Royal Conical Flour Mill Company," and by that Name shall be a Body Corporate, with perpetual Succession and a Common Seal, and by that Name shall have Power to purchase and hold Lands for the Purposes of the Undertaking within the Restrictions herein and in the said Acts incorporated herewith contained.

Nothing herein to restrict the Liability of Shareholders.

IV. Provided that nothing herein or in the said incorporated Acts contained shall in anywise restrict the Liability of any of the Shareholders 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 Moneys, and every such Judgment, Decree, Order, and Proceeding, in the same Manner as he would have been if the Company had not been incorporated by this Act.

Effect of Judgment against the Company

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

or

and Shareholders.

or 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 also if due Diligence shall have been used to obtain Satisfaction of such Judgment, Decree, or Order by Execution or Diligence against the Property and Effects of the Company, then against the Person, Property, and Effects of any Shareholder for the Time being or 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 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 also, 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.

Reimbursement 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 or Diligence, either by Action of Debt or

Contribution by other Holders.

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 Company, such Persons 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 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.

Proceedings in Execution against the Person or Property of

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

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 the Court in which such Judgment, Decree, or Order shall have been obtained, upon Motion, Rule, Summons, or other Form of Application consistent with the Practice of the Court, without any Suggestion or 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 Execution, 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 Purpose of charging any Shareholder or former Shareholder until Ten Days Notice thereof shall have been given to the Person sought to be charged thereby. a Shareholder.

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, and, when so verified, enrolled in the High Court of Chancery in *England*; and that the like Memorial, Name, and Description of every such 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-five, 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 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 Memorials of Names of Shareholders sought to be enrolled.

named in such Memorial was at the Date thereof such Shareholder as in such Memorial mentioned, or had ceased to be such Shareholder as in such Memorial mentioned.

No Action to be brought before Enrolment of a Memorial.

IX. Provided always, That until such Memorial as firstly herein-before mentioned shall have been enrolled in manner 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 until the Enrolment of the 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 in due Time.

X. That if within the Period before limited any such 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 One hundred Pounds, which shall be awarded to the Overseers of the Poor of the Parish in which the principal Offices of the Company shall be situate, to be applied in aid of the Poors Rate of such Parish.

Capital.

XI. That the Capital of the Company shall be Two hundred and ninety-five thousand Pounds.

Number and Amount of Shares.

XII. That the Number of Shares into which the Capital of the Company shall be divided shall be Two hundred and ninety-five, and the Amount of each Share shall be One thousand Pounds.

Calls.

XIII. That Three hundred Pounds *per* Share 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 successive Calls, and that Three Fourths of the Amount of a Share shall be the utmost aggregate Amount of the Calls to be made in any One Year upon such Share.

Power to borrow Money on Mortgage.

XIV. That when the Company shall at any Time have expended in the Purchase of Lands, and the Erection of Manufactories, Mills, Warehouses, or other Works, Twice the Amount of the Sum for the Time being proposed to be borrowed, including any Sums previously borrowed by the Company on Mortgage, it shall be lawful for the Company to borrow on Mortgage of the said Manufactories, Mills, Warehouses, and other Property of the Company, and of the future Calls on the Shareholders of the Company, any Sums not exceeding in the whole the Sum of Ninety-eight thousand Pounds, but no Part of such Sum shall be borrowed until the whole of the said Capital or Sum of Two hundred and ninety-five thousand

thousand Pounds shall have been subscribed for, and One Half thereof shall have been paid up.

Evidence of Sum expended in Permanent Works.

XV. That the Certificate of a Justice of the Amount actually expended by the Company in the Purchase of Lands and the Erection of Manufactories, Mills, Warehouses, and other Works shall be sufficient Evidence of the Amount so actually expended, and upon Production to any Justice of the Books of the Company, and of such other Evidence as he shall think sufficient, such Justice shall grant the Certificate accordingly.

Mortgagees and Bond Creditors to have the same Security.

XVI. That the respective Mortgagees and Bond Creditors of the Company shall one with another be entitled to the same Security upon the Manufactories, Mills, Warehouses, Estate, Property, and Effects of the Company for the several Sums by them respectively advanced to the Company with Interest thereon without Preference the one above the other or others of them by reason of the Priority of Date of any such Mortgage or Bond, unless it shall be otherwise specially provided between the Company and such Mortgagees and Bond Creditors respectively or any of them.

Arrears may be enforced by Appointment of a Receiver.

XVII. That it shall be lawful for the Mortgagees or Bond Creditors of the Company to enforce the Payment of the Principal and Interest Monies due to them respectively upon their respective Mortgages and Bonds by the Appointment of a Receiver; and in order to authorize the Appointment of such Receiver in the event of the Principal Monies due to the Mortgagees or Bond Creditors not being duly paid, the Amount owing to the Mortgagees or Bond Creditor by whom Application for such Receiver shall be made shall not be less than the Sum of Ten thousand Pounds in the whole.

First and other Meetings.

XVIII. That the First Ordinary Meeting shall be held on the Fourth *Monday* after the passing of this Act, and the subsequent Ordinary Meetings of the Company shall be held half-yearly in the Months of *January* and *July*, and the first of such Ordinary Meetings shall be held at the Office for the Time being of the Company; and all Meetings, whether ordinary or extraordinary, shall be held at the Office of the Company, or at such Place as the Directors shall from Time to Time appoint.

Quorum of General Meetings.

XIX. That the Quorum of every Ordinary Meeting of the Company shall be Six Shareholders holding in the aggregate not less than One Twentieth Part of the Capital of the Company.

Number of Shareholders to convene Extraordinary Meetings.

XX. That the Number of Shareholders on whose Requisition an Extraordinary Meeting may be required to be convened shall be Ten or more Shareholders holding in the aggregate not less than One Tenth Part of the Capital of the Company.

XXI. That

Number and Qualification of Directors.

XXI. That the Number of Directors shall be Six, and the Qualification of a Director shall be the Possession in his own Right of not less than Five Shares in the Capital for the Time being of the Company.

Power to vary the Number of Directors.

XXII. That it shall be lawful for the Company from Time to Time to increase or reduce the Number of Directors, or to increase the Amount of their Qualifications, provided that the increased Number do not exceed Twelve, and that the reduced Number be not less than Four, and that the increased Qualifications of a Director do not exceed Ten Shares.

First Directors.

XXIII. That the First Directors of the Company shall be appointed at the First Ordinary Meeting of the Company after the passing of this Act, and shall continue in Office until the First Ordinary Meeting to be held in the Month of *January* in the Year One thousand eight hundred and fifty-five.

Quorum.

XXIV. That until the Number of Directors shall be increased or reduced the Quorum of a Meeting of Directors shall be Three.

Committees of Directors.

XXV. That the Quorum of any Committees appointed by the Directors shall be such Number as the Directors appointing each such Committee shall direct.

Managing Director.

XXVI. That it shall be lawful for the Directors from Time to Time to appoint any One of their own Body to be a Managing Director, and to delegate to such Managing Director all or any such of the Powers and Authorities hereby given to the Directors (except such as relate to the Appointment or Removal of any Officers of the Company, the Appointment or Removal of whom is hereby or by the "Companies Clauses Consolidation Act, 1845," vested in the Directors, or the calling of General Meetings, or the Forfeiture of Shares,) as they the said Directors shall think fit, and any such Managing Director at any Time to displace, and to revoke or suspend all or any of the Powers delegated to such Managing Director, and to allow to such Managing Director such Salary or Remuneration as the Company may think fit, either in a fixed Sum or Allowance, or in Sums or Allowances depended on and variable with the Profits of the Company's Business: Provided always, that at any Meeting of the Directors at or by which such Managing Director shall be appointed, or such Salary or Remuneration allowed, there shall be a Quorum of Directors present, exclusive of the Director appointed or to be appointed Managing Director; and no Director proposed or appointed as Managing Director shall vote or take part in the Proceedings of such Meeting relative to such Appointment or Allowance.

Remuneration of the Directors and Auditors.

XXVII. That the Remuneration of the Directors and Managing Director and also of the Auditors appointed under the Provisions of "The Companies Clauses Consolidation Act, 1845," incorporated herewith,

with, shall from Time to Time be fixed by a General Meeting of the Company, and be paid out of the Funds of the Company.

Power for Directors to buy up Shares for Benefit of Company.

XXVIII. That it shall be lawful for the Directors, with the Authority and Sanction of an Extraordinary Meeting duly convened for that Purpose, out of the Funds of the Company to purchase for the Benefit of the Company, at such Price as they shall think proper, any Number of Shares which the Owners thereof shall be desirous of selling, and the Shares so purchased shall be transferred to Trustees in trust for the Company, or be merged in the Capital of the Company, as the Meeting authorizing such Purchase shall direct.

Lands held not to exceed 200 Acres.

XXIX. That the Quantity of Land to be held by the Company shall not exceed One hundred Acres in *England*, Fifty Acres in *Ireland*, and Fifty Acres in *Scotland*.

Licences may be granted to Company.

XXX. That it shall be lawful for the said Patentee or Grantee named in each of the said several Letters Patent herein-before recited, and for every Patentee or Grantee named or to be named in any other Letters Patent to be hereafter granted for any Improvements in the said Invention or any Part thereof, and for every Person in whom any of such Letters Patent as aforesaid or the Privileges thereby granted or any Part thereof now are or at any Time hereafter shall be vested, so far as relates to or respects his and their Right, Title, Part, Share, and Interest in and to such Letters Patent and Privileges, to give or grant unto or to the Use of or in trust for or for the Benefit of the Company any Leave, Licence, Power, or Authority to work, use, exercise, or put in practice the Invention comprised in the Privilege granted by such Letters Patent or any Part thereof; 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 of them 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, or cancelled in anywise howsoever, any Condition, Proviso, Restriction, or Clause whatsoever in the aforesaid Letters Patent expressed or contained to the contrary thereof in anywise howsoever notwithstanding.

"Company."

XXXI. That in the Construction of this Act the Expression "the Company" shall mean the Company incorporated by this Act.

Domicile of Corporation.

XXXII. That, notwithstanding anything in this Act or any of the said herein incorporated Acts contained, the principal Place of Business of the Company and its Corporate Domicile shall be in that Part of the United Kingdom of *Great Britain* and *Ireland* called *England*.

The Royal Conical Flour Mill Company's Act, 1854.

Short Title.

XXXIII. That in citing this Act for any Purpose whatever it shall be sufficient to use the Expression "The Royal Conical Flour Mill Company's Act, 1854."

Expenses of Act.

XXXIV. That all the Costs, Charges, and Expenses of establishing the Company, and of applying for and passing this Act and incident thereto, shall be paid by the Company.

SCHE-

The Royal Conical Flour Mill Company's Act, 1854.

SCHEDULE referred to in the foregoing Act.

The Royal Conical Flour Mill Company's Act, 1854.

Memorial made the Day of 18 of the Names and Descriptions of the present Shareholders of The Royal Conical Flour Mill 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 the Case of Persons becoming Shareholders.

The Royal Conical Flour Mill Company's Act, 1854.

Memorial made the Day of 18 of the Names and Descriptions [*or* Name and Description] of Persons [*or* Person] who have [*or* hath] become Shareholders [*or* a Shareholder] of The Royal Conical Flour Mill Company.

E.F. of
G.H. of
&c. &c.

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

The Royal Conical Flour Mill Company's Act, 1854.

In case of Persons ceasing to be Shareholders.

The Royal Conical Flour Mill Company's Act, 1854.

Memorial made the Day of 18 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 Royal Conical Flour Mill Company since the Day of 18 being the Date of the last annual Memorial.

L.K. of
L.M. of
&c. &c.

I of One of the Directors [*or* Secretary *or* Officers] 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 appear 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 18 [*the Date of the last annual Memorial*]; and I make this solemn Declaration conscientiously believing the same to be true.

LONDON:
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Printers to the Queen's most Excellent Majesty. 1854.