

CHAPTER xxii.

An Act to authorise the Scarborough Gas Company to raise additional capital and for other purposes. A.D. 1903.

[30th June 1903.]

WHEREAS the Scarborough Gas Company (hereinafter referred to as "the Company") was incorporated by the Scarborough Gas Company's Act 1851 for the purpose of better supplying with gas the borough of Scarborough and for other purposes:

And whereas the Company's limits for the supply of gas have been extended and their powers have been enlarged by—

The Scarborough Gas Act 1859;
The Scarborough Gas Act 1867;
The Scarborough Gas Act 1873; and
The Scarborough Gas Act 1895;

and they are now supplying gas under the powers conferred by the above-mentioned Acts all of which are hereinafter referred to collectively as "the recited Acts":

And whereas the capital of the Company entitled to dividend consists of twenty-seven thousand three hundred and forty-three pounds preference stock bearing dividend at the rate of five pounds per centum per annum one hundred and eighty-six thousand seven hundred and nineteen pounds sixteen shillings consolidated ordinary stock entitled to dividend not exceeding the rate of five pounds per centum per annum and forty-nine thousand four hundred and seventy-one pounds seventeen shillings new ordinary stock entitled to dividend not exceeding the rate of five pounds per centum per annum and the Company have borrowed on mortgage sums amounting in all to fifty-five thousand seven hundred and fifty pounds:

And whereas the Company have raised the whole of their authorised share and loan capital and it is expedient that they be

A.D. 1903.

authorised to raise further capital and that their borrowing powers be enlarged:

And whereas it is expedient to alter the time of holding the ordinary meetings of the Company and that such further powers be conferred upon the Company and further provision made with respect to the appointment of auditors and other matters as in this Act contained:

And whereas the objects 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 King'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):—

Short title.

1. This Act may be cited as the Scarborough Gas Act 1903 and this Act and the recited Acts may be cited together as the Scarborough Gas Acts 1851 to 1903.

Incorporation of Acts.

2. The following Acts and parts of Acts are (except where expressly varied by or inconsistent with this Act) incorporated with and form part of this Act (that is to say):—

The provisions of the Companies Clauses Consolidation Act 1845 with respect to the following matters (namely):—

The distribution of the capital of the Company into shares;

The transfer or transmission of shares;

The payment of subscriptions and the means of enforcing the payment of calls;

The forfeiture of shares for non-payment of calls;

The remedies of creditors of the Company against the shareholders;

The borrowing of money by the Company on mortgage or bond;

The consolidation of the shares into stock;

The making of dividends;

The giving of notices; and

The provision to be made for affording access to the special Act by all parties interested; and

Part I. (relating to cancellation and surrender of shares) Part II. (relating to additional capital) and Part III. (relating to debenture stock) of the Companies Clauses Act 1863 as amended by subsequent Acts; and

The provisions of the Gasworks Clauses Act 1847 with respect to the amount of profit to be received by the Undertakers when the gasworks are carried on for their benefit.

A.D. 1903.

Interpretation.

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.

Power to Company to raise additional capital.

4. The Company may from time to time raise additional capital not exceeding in the whole seventy-five thousand pounds by the creation and issue of new ordinary shares or stock or both of those modes but the Company shall not issue any share of less nominal amount than ten pounds nor shall any such share or stock vest in the person or corporation accepting the same unless and until the full price of such share or stock including any premium obtained upon the sale thereof shall have been paid in respect thereof Provided also that it shall not be lawful for the Company to create and issue under the powers of this Act any greater nominal amount of capital than shall be sufficient to produce including any premium which may be obtained on the sale thereof the sum of seventy-five thousand pounds.

Additional capital to form part of ordinary capital of Company.

5. The additional capital in new shares or stock so created shall form part of the ordinary capital of the Company and the holders of such new shares or stock shall in respect thereof have the like rights qualifications and privileges as the holders of ordinary shares or stock in the now existing ordinary capital of the Company.

Dividends on new shares or stock.

6. Every person who becomes entitled to new shares or stock in the additional capital created by the Company under this Act shall be entitled to a dividend with the other holders of ordinary shares or stock proportioned to the whole amount of such new shares or stock as the case may be.

Profits of Company on additional capital limited.

7. The Company shall not in any year pay out of their profits any larger dividend on the shares or stock in the additional capital to be raised under the powers of this Act than five pounds in respect of every one hundred pounds (nominal value) of such capital.

Dividends on each class of ordinary stocks or shares to be paid proportionately.

8. In case in any year the funds of the Company applicable to dividend shall be insufficient to pay the full amount of dividend at the prescribed maximum rate on each class of ordinary shares or stock in the capital of the Company a proportionate reduction shall be made in the dividend of each class.

New shares or stock to be offered by auction or tender.

9. Notwithstanding anything in this Act contained the Company shall when any shares or stock forming part of the additional capital authorised by this Act are or is to be issued and before offering the same to the holder of any other shares or stock in the Company and whether the ordinary shares or ordinary stock

A.D. 1903.

of the Company are or is at a premium or not offer the same for sale by public auction or by tender in such manner at such times and subject to such conditions of sale as the Company shall from time to time determine Provided that—

(1) At any such sale no single lot shall comprise more than one hundred pounds nominal value of shares or stock;

(2) Notice of the amount of the reserved price put upon such shares shall be sent by the Company in a sealed letter to the Board of Trade not less than twenty-four hours before the day of auction or the last day for the reception of tenders as the case may be and such letter may be opened after such day of auction or last day for the reception of tenders and not sooner;

(3) No priority of tender shall be allowed to any holder of shares or stock in the Company.

Purchase money of capital sold to be paid within three months.

10. It shall be one of the conditions of any sale of shares or stock under this Act that the full price thereof including any premium given by any purchaser at such sale shall be paid to the Company within three months after such sale.

Notice to be given as to sale of shares or stock.

11. The intention to sell any such shares or stock by auction or by tender shall be communicated in writing to the Town Clerk of Scarborough and to the secretary of the committee of the London Stock Exchange at least twenty-eight days before the day of auction or the last day for the reception of tenders as the case may be and notice of such intention shall be duly advertised once in each of two consecutive weeks in one or more local newspapers circulating within the Company's limits of supply.

Shares or stock not sold may be offered to holders of ordinary shares or stock.

12. When any shares or stock created under the powers of this Act have been offered for sale by auction or tender and not sold the same shall be offered at the reserved price put upon the same respectively for the purpose of sale by auction or tender to the holders of ordinary shares or ordinary stock of the Company in manner provided by the Companies Clauses Act 1863 Provided always that any shares or stock so offered and not accepted within the time prescribed by the said Act shall again be offered for sale by public auction or by tender in the manner and subject to the provisions of this Act with respect to the sale of shares and stock created under the powers of this Act except that the reserve put upon such shares or stock may upon such subsequent auction or tender if the directors of the Company think fit be less than the former reserved price and any shares or stock not then sold shall be again offered to the holders of ordinary shares or ordinary stock at

the last-mentioned reserved price and so from time to time until the whole of such shares or stock is sold.

Power to borrow in respect of additional capital.

13. The Company may subject to the provisions of this Act (in addition to any other sums which they are by the recited Acts authorised to borrow) borrow on mortgage of their undertaking any sum or sums not exceeding in the whole one-third part of the amount of the further moneys by this Act authorised to be raised and at the time actually raised by shares or stock but no part thereof shall be borrowed until the whole of the shares or stock at the time issued together with the premium (if any) realised on the sale thereof shall have been fully paid and the Company have proved to the justice who is to certify under the fortieth section of the Companies Clauses Consolidation Act 1845 (before he so certifies) that such shares and stock and premium (if any) have been issued and fully paid up and upon production to such justice of the books of the Company and of such other evidence as he shall think sufficient he shall grant a certificate that the proof aforesaid has been given which certificate shall be sufficient evidence thereof.

Power to create debenture stock.

14. The Company may create and issue debenture stock subject to the provisions of Part III. of the Companies Clauses Act 1863 as amended by the Companies Clauses Act 1869 and of section 25 of the Scarborough Gas Act 1895.

Repeal of provisions of recited Acts with respect to appointment of receiver.

15. All provisions in any of the recited Acts by which the mortgagees of the Company are empowered to enforce payment of principal and interest or principal or interest due on their mortgages by the appointment of a receiver are by this Act repealed but without prejudice to any appointment heretofore made or to the continuance of any proceedings which may have been commenced under any such provision previous to the passing of this Act or to any rights of existing mortgagees of the Company at the date of the passing of this Act.

For appointment of receiver.

16. 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 In order to authorise the appointment of a receiver in respect of arrears of principal the amount owing to the mortgagees by whom the application for a receiver is made shall not be less than three thousand pounds in the whole.

Mortgages to have

17. All money to be borrowed by the Company on mortgage or debenture stock under this Act shall have priority against the

A.D. 1903.

priority over other debts.

Company and the property from time to time of the Company over all other claims on account of any debts incurred or engagements entered into by the Company after the passing of this Act Provided always that this priority shall not prejudice or affect any claim against the Company or their property in respect of any rent-charge granted or to be granted by them in pursuance of the Lands Clauses Acts or in respect of any rent or sum reserved by or payable under any lease granted or made to the Company in pursuance of any Act relating to the Company which is entitled to rank in priority to or pari passu with the interest on their mortgages or debenture stock.

Existing mortgages to have priority.

18. All mortgages granted by the Company under the powers of the recited Acts before the passing of this Act and subsisting at the passing of this Act shall during the continuance of such mortgages and subject to the provisions of the Acts under which such mortgages were respectively granted have priority over any mortgages granted by virtue of this Act.

Application of moneys.

19. All moneys raised under this Act whether by shares stock debenture stock or borrowing shall be applied to the general purposes of the Company being in all cases purposes to which capital is properly applicable.

Altering time of holding ordinary meetings.

20. After the passing of this Act the ordinary meetings of the Company shall notwithstanding anything in section 33 of the Act of 1851 be held once in every year in the month of February or at such other time as shall be appointed for that purpose by an order of a general meeting.

Interim dividend.

21. The directors may in any year without calling a meeting of the shareholders for the purpose declare an interim half-yearly dividend on any class or classes of shares or stock in the capital of the Company out of the then ascertained profits of the Company Provided that the amount of any interim half-yearly dividend so declared shall not exceed in any one half year one-half of the amount of the maximum yearly dividend payable on such stock and shares respectively.

Closing of transfer books previous to declaring interim dividend.

22. The directors may close the register of transfers for a period not exceeding fourteen days previous to the declaration of any interim dividend and they may fix a day for closing the same of which seven days' notice shall be given by advertisement in a newspaper published within the Company's limits of supply and any transfer made during the time when the transfer books are so closed shall as between the Company and the person claiming under

the same but not otherwise be considered as made subsequently to the declaration of any such dividend. A.D. 1903.

Auditor.

23.—(1) The auditors of the Company in office at the next ordinary meeting of the Company after the passing of this Act shall go out of office at that meeting and at that meeting and at every subsequent ordinary meeting the Company shall appoint one auditor in like manner as is provided for the election of directors.

(2) An auditor of the Company must be a Member of the Institute of Chartered Accountants or of the Incorporated Society of Accountants but shall not be required to be a shareholder in the Company and he shall not hold any office in the Company nor be in any other manner interested in its concerns unless as a shareholder or mortgagee or debenture stockholder.

(3) Every such auditor being neither removed nor having resigned shall continue in office until the next ordinary meeting and then retire but shall be immediately re-eligible.

(4) If any vacancy in the office of auditor take place in the course of the current year the directors shall appoint an auditor to supply the vacancy and the auditor so appointed shall continue in office till the next ordinary meeting after his appointment.

(5) In the event of the failure of an ordinary meeting the existing auditor shall continue to act and retain his powers until a new auditor be appointed at the ordinary meeting of the following year.

(6) The directors shall deliver to the auditor the yearly accounts and balance-sheet fourteen days at least before the ensuing ordinary meeting at which the same are required to be produced to the shareholders.

(7) It shall be the duty of the auditor to receive from the directors the yearly accounts and balance-sheet required to be presented to the shareholders and to examine the same and he shall either make a special report on the said accounts or simply confirm the same and such report or confirmation shall be read together with the report of the directors at the ordinary meeting.

(8) From and after the next ordinary meeting of the Company after the passing of this Act all provisions in the recited Acts with respect to the appointment duties and qualification of auditors shall be and are hereby repealed.

Anti-fluctuators for gas engines.

24. Every consumer of gas supplied by the Company who uses a gas engine shall if required to do so by the Company use an effective anti-fluctuator or other apparatus for controlling and

A.D. 1903.

regulating the supply of gas to such engine and shall at all times at his own expense keep such anti-fluctuator or apparatus in proper order and in default of his so doing or keeping such anti-fluctuator or apparatus in proper repair the Company may cease to supply gas to such consumer The Company shall have access to and be at liberty to take off remove test inspect and replace any such anti-fluctuator or apparatus at all reasonable times such taking off removal testing inspecting and replacing to be done at the expense of the Company if the anti-fluctuator or apparatus be found in proper order but otherwise at the expense of such consumer.

Fittings gas stoves &c. let on hire not to be subject to distress.

25. No gas stoves or ranges engines or machines worked by means of gas or meters or the fittings or apparatus used in connection therewith respectively let for hire by the Company shall be subject to distress or to the landlord's remedy for rent or be liable to be taken in execution under any process of any court or any proceedings in bankruptcy against the persons in whose possession the same may be Provided that such articles or things have upon them respectively a distinguishing metal plate affixed to a conspicuous part thereof or a distinguishing brand or other mark conspicuously impressed or made thereon sufficiently indicating the Company as the actual owners thereof.

Power to lay pipes in streets not dedicated to public use.

26. The Company may upon the application of the owner or occupier of any premises abutting on or being erected in any street or road laid out but not dedicated to public use supply such premises with gas and may lay and from time to time take up alter relay or renew in across or along such street or road such pipes as may be requisite or proper for the furnishing of such supply and the provisions of the Gasworks Clauses Act 1847 with respect to the breaking up of streets for the purpose of laying pipes and for the protection of pipes when laid so far as they are applicable for the purposes of this section shall extend and apply mutatis mutandis to and for the purposes thereof.

Costs of Act.

27. 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.

Printed by EYRE and SPOTTISWOODE,
FOR
T. DIGBY PIGOTT, Esq., C.B., the King's Printer of Acts of Parliament.

And to be purchased, either directly or through any Bookseller, from
EYRE AND SPOTTISWOODE, EAST HARDING STREET, FLEET STREET, E.C.; or
OLIVER AND BOYD, EDINBURGH; or
E. PONSONBY, 116, GRAFTON STREET, DUBLIN.