CHAPTER cxxxvii.

An Act to re-arrange the capital and amend the borrowing powers of the Western Valleys (Monmouthshire) Water and Gas Company and for other purposes. A.D. 1905.

[4th August 1905.]

WHEREAS by the Western Valleys (Monmouthshire) Water Act 1891 (in this Act referred to as "the Act of 1891") the Western Valleys (Monmouthshire) Water Company (in this Act called "the Company") were incorporated for the purpose of making and maintaining certain waterworks and of supplying water to and within certain parishes and places in the county of Monmouth and authorised to raise forty thousand pounds by shares divided into four thousand shares of ten pounds each and to borrow on mortgage of the undertaking any sum not exceeding in the whole ten thousand pounds:

And whereas by the Western Valleys (Monmouthshire) Water and Gas Act 1892 (in this Act referred to as "the Act of 1892") the undertaking of the Risca and Pontymister Gas Company which was incorporated by the Risca and Pontymister Gas Act 1867 was transferred to and vested in the Company on the terms and subject to the conditions therein contained the name of the Company was changed to the Western Valleys (Monmouthshire) Water and Gas Company the limits of supply for both water and gas were with an exception in the said Act mentioned made coterminous and the Company were authorised to raise twenty thousand pounds of additional capital by the creation of two thousand shares of ten pounds each and to borrow five thousand pounds on mortgage:

A.D. 1905.

And whereas upwards of forty thousand pounds of the capital authorised by the Acts of 1891 and 1892 has been raised and expended and the principal works for the supply of water authorised by the Act of 1891 have been completed and the gas undertaking transferred to and vested in the Company by virtue of the Act of 1892 has been improved but as regards the purchase of the gas undertaking and the improved supply of gas the Company have notwithstanding the restrictions contained in the Acts of 1891 and 1892 that the capital for gas and water purposes should be kept separate applied part of the capital by the Act of 1891 allocated to water purposes to the completion of their gas undertaking and have borrowed a greater proportion on mortgage than was authorised by the Act of 1892 in respect of the additional capital under that Act and applied it to both the gas and water undertakings contrary to the provisions of the said Acts which expressly provided that the respective capitals for gas and water should be kept separate and distinct:

And whereas experience has shown that the restrictions imposed upon the Company in the matters aforesaid create great difficulty in the way of raising the further capital required for the due fulfilment of the objects and purposes of the Company without any corresponding advantage and it is expedient therefore that the restrictions imposed upon the Company by the recited Acts should be relaxed in manner hereinafter provided and that the validity of what has been done in respect of the capital and borrowing powers should be legalised as by this Act provided:

And whereas it is expedient that the capital raised under the said Acts of 1891 and 1892 and the amounts borrowed under those Acts or either of them should be clearly defined and that the respective share and loan capitals should be consolidated and re-arranged in manner provided by this Act:

And whereas it is expedient that the said Acts of 1891 and 1892 should be amended in other respects as hereinafter provided and that the further powers contained in this Act should be conferred upon the Company and that in future both the gas and water undertakings of the Company should to the extent provided by this Act be treated as one undertaking:

And whereas the purposes aforesaid cannot be effected without the authority of Parliament:

A.D. 1905.

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 Western Valleys (Monmouthshire) Water and Gas (Amendment) Act 1905 and the Acts of 1891 1892 and this Act shall so far as they are not inconsistent with the provisions of this Act be read together as one Act.

Incorporation of general Acts.

2. The provisions of the Companies Clauses Consolidation Act 1845 with respect to the following matters (that is to say):—

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 general meetings of the Company and the exercise of the right of voting by the shareholders;

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 the Companies Clauses Act 1869 shall (subject to the provisions of this Act) extend and apply to the Company and the capital by this Act authorised to be raised.

Repeal of sections of Acts of 1891 and 1892

3. Section 16 of the Act of 1891 which provides that all moneys raised under that Act whether by shares debenture stock or borrowing shall be applied to the water undertaking

A.D. 1905.

providing for separate capital and accounts for gas and water.

and section 24 of the Act of 1892 which provides that the gasworks capital under that Act shall be distinguished and kept distinct and that the Company shall keep separate accounts of the receipts and expenditure of capital and revenue respectively in relation to their waterworks and gasworks are hereby repealed and from and after the passing of this Act the gas and water undertakings shall be treated as one undertaking and the re-arrangement of the respective capitals raised under the former Acts and authorised by this Act shall be applied to both undertakings generally as one capital.

Money borrowed to be charged on water and gas undertakings generally.

4. From and after the passing of this Act all moneys borrowed on mortgage by the Company whether or not in pursuance or purported pursuance of the powers in that behalf conferred by the Acts of 1891 and 1892 or either of them shall be deemed to have been and to be charged on both the gas and water undertakings of the Company as one undertaking and all moneys authorised by this Act to be borrowed by the Company shall also be charged on both the gas and water undertakings as one undertaking notwithstanding anything contained in the said Acts of 1891 and 1892 or either of them to the contrary.

Capital of Company defined.

5. The share capital of the Company authorised to be raised prior to the passing of this Act and by this Act made applicable to both the gas and water undertakings is hereby defined at the sum of sixty thousand pounds and from and after the passing of this Act the Company may from time to time raise and expend upon their gas and water undertaking any balance of unissued share capital not exceeding in the whole the sum of twenty thousand two hundred and eighty pounds by the creation and issue of new ordinary shares or stock or new preference shares or stock or wholly or partially by one or more of those modes respectively but the Company shall not issue any shares of less nominal value than ten pounds nor shall any such shares or stock vest in the person or Corporation accepting the same unless and until the full price of such shares or stock including any premium obtained upon the sale thereof shall have been paid in respect thereof Provided that the Company shall not under the provisions of this section create or raise as preference capital a greater amount than eleven thousand pounds bearing interest at the rate of five per centum per annum and such preference shares may be exchanged at any time for ordinary shares of the Company bearing a maximum dividend of seven per centum per

annum 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 sixty thousand pounds.

Except as otherwise provided new shares or stock to be subject to same incidents as existing shares or stock.

6. Except as by this Act otherwise provided the capital in new shares or stock created by the Company under this Act and the new shares or stock therein and the holders thereof respectively shall be subject and entitled to the same powers provisions liabilities rights privileges and incidents whatsoever in all respects as if that capital were part of the now existing capital of the Company of the same class or description and the new shares or stock were shares or stock in that capital.

New capital to form part of capital of Company.

7. The capital in new shares or stock so created shall form part of the capital of the Company.

Profits of Company limited.

8. Except as by this Act provided the profits of the Company to be divided among the shareholders in any year shall not exceed the following rates of dividend (that is to say) :—

On so much of the balance of the share capital of sixty thousand pounds as defined by and authorised to be raised under the provisions of this Act as may be raised as ordinary shares or stock at the rate of ten per centum per annum ;

On so much of the balance of such capital as shall be raised as preference shares or stock at the rate of five per centum per annum ;

in respect of every one hundred pounds or part of one hundred pounds actually paid up of such capital.

As to dividends on different classes of shares or stock.

9. The holders of the different classes of ordinary shares or stock in the capital of the Company shall be entitled to receive dividends thereon pari passu up to and until the respective rates of dividend on each class of such shares or stock have respectively been reached.

Restriction as to votes in respect of preferential shares or stock.

10. Except as otherwise expressly provided by the resolution creating the same no person shall be entitled to vote in respect of any new shares or stock to which a preferential dividend shall be assigned.

A.D. 1905.

Power to borrow in respect of capital.

11. The Company may in respect of the capital of sixty thousand pounds which is defined by this Act borrow on mortgage of their gas and water undertakings any sum or sums not exceeding in the whole fifteen thousand pounds but no further part thereof shall be borrowed unless and until fifty per centum of the value of the shares or stock at the time issued together with the premium (if any) realised on the sale thereof shall have been paid up 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 paid up accordingly 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.

Repeal of provisions of Acts of 1891 and 1892 with respect to appointment of receiver.

12. The provisions in the Acts of 1891 and 1892 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 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 five thousand pounds in the whole.

Power to create debenture stock.

13. The Company may create and issue debenture stock subject to the provisions of Part III. of the Companies Clauses Act 1863 but notwithstanding anything therein contained the interest of all debenture stock or mortgages at any time after the passing of this Act created and issued or granted by the Company under the Acts of 1891 and 1892 or this Act or any subsequent Act shall subject to the provisions of any subsequent Act rank pari passu (without respect to the dates of the securities or of the Acts of Parliament or resolutions by which such stock and mortgages were authorised) and shall have priority over all principal moneys secured by such mortgages Notice of the

effect of this enactment shall be endorsed on all mortgages and certificates of debenture stock.

Mortgages under Acts of 1891 and 1892 and this Act to rank equally.

14. All moneys borrowed or to be borrowed on mortgage under the Acts of 1891 and 1892 or this Act shall rank equally.

Power to apply funds.

15. The Company may apply to any of the purposes of this Act to which capital is properly applicable any money which they have raised or which they have power to raise by the Act of 1891 or the Act of 1892.

Application of moneys raised under this Act.

16. All moneys hereafter raised whether by shares stock debenture stock or borrowing shall be applied for the general purposes of the gas and water undertakings of the Company being in all cases purposes to which capital is properly applicable.

Costs of Act.

17. 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
Rowland Bailey, Esq., M.V.O., I.S.O., the King's Printer of Acts of Parliament.

And to be purchased, either directly or through any Bookseller, from
WYMAN and SONS, Ltd., Fetter Lane, E.C.; or
OLIVER and BOYD, Edinburgh; or
E. PONSONBY, 116, Grafton Street, Dublin.