CHAPTER lxxi.

An Act to consolidate the York United Gas Light Company's special Acts to extend their limits of supply to authorise the Company to construct additional works and to raise additional capital to change the name of the Company and for other purposes. A.D. 1912.

[7th August 1912.]

WHEREAS by an Act made and passed in the seventh and eighth years of the reign of Her late Majesty Queen Victoria intituled "An Act for uniting the York Gas Light Company and "the York Union Gas Light Company and for more effectually "lighting with gas the City of York and the suburbs and vicinity "thereof in the County of York" (hereinafter called "the Act of 1844") the said companies were united or amalgamated and the shareholders of the said companies were incorporated by the name of "The York United Gas Light Company" (hereinafter called "the Company") and were authorised to light with gas the city of York and the suburbs and vicinity thereof and the capital of the Company so incorporated was fixed at seventy-five thousand pounds divided into fifteen thousand shares of five pounds each entitled to dividend not exceeding the rate of ten per centum per annum and the Company were authorised to borrow twenty-five thousand pounds on mortgages or bonds as therein provided which sum the Company raised by the creation of five thousand shares of five pounds each as authorised by the said Act instead of borrowing the same: 7 & 8 Vict. c. lxxiv.

And whereas by the York United Gas Light Company's Act 1878 (hereinafter called "the Act of 1878") the limits within which the Company were authorised to supply gas were extended and the Company were empowered to acquire additional 41 & 42 Vict. c. xliii.

A.D. 1912.

land to construct additional works and to raise further capital not exceeding in the whole eighty thousand pounds entitled to dividend not exceeding the rate of five pounds per centum per annum by the creation and issue of shares or stock (ordinary or preference) or by any one or more of those modes and in respect of such additional capital to borrow on mortgage or by the creation and issue of debenture stock any sum not exceeding in the whole twenty thousand pounds:

61 & 62 Vict. c. xlvii.

And whereas by the York United Gas Light Company's Act 1898 (hereinafter called "the Act of 1898") the Company were authorised to consolidate their share capital into one consolidated stock bearing dividend at the rate of four pounds per centum per annum and to raise further capital not exceeding in the whole eighty thousand pounds entitled to dividend not exceeding the rate of four pounds per centum per annum by the creation and issue of shares or stock (ordinary or preference) or of additional consolidated ordinary stock or by any one or more of those modes and to borrow on mortgage or by the creation and issue of debenture stock in respect of such further capital any sums not exceeding in the whole one-fourth part of the amount of such capital at the time actually raised and the said Act provided that the interest of all mortgages and debenture stock after the passing thereof granted or created and issued by the Company should subject to the provisions of any subsequent Act rank pari passu and have priority over all principal moneys secured by such mortgages:

And whereas the Company have consolidated their ordinary stock and the present capital of the Company consists as follows:—

Three hundred and seventy thousand pounds consolidated ordinary stock entitled to a uniform maximum rate of dividend of four pounds per centum per annum;

Fifty thousand pounds preference stock entitled to a uniform rate of dividend of four pounds per centum per annum;

Ten thousand pounds created under the Act of 1898 and authorised by special resolution of the Company to be issued as ordinary shares or stock or as preference shares or stock ranking pari passu with the fifty thousand pounds preference stock in such manner in such sums and at

such time or times as the directors should deem advisable but no part whereof has yet been issued;

Three hundred and seventy-four pounds ten shillings representing premiums obtained on the sale of shares created and issued under the Act of 1878:

And whereas the Company have in accordance with the said Acts created and issued debenture stock of a nominal amount of thirty-five thousand pounds bearing a uniform rate of interest of three and three-quarters per centum per annum and still have unexercised borrowing powers to an amount of five thousand pounds:

And whereas the Company have acquired the lands specified in the Second Schedule to this Act for the purposes of their undertaking and the development and extension thereof:

And whereas the population of the city of York and the suburbs and vicinity thereof and other places adjacent thereto and the demand for the supply of gas therein has increased and is increasing and it is expedient that the limits within which the Company are authorised to supply gas be extended and that the Company be empowered to construct additional works on lands belonging to them:

And whereas the Company are unable to raise any further capital on the terms prescribed by the Act of 1898 and it is expedient that they be authorised to raise further capital and to borrow further money for the purposes of their undertaking in the manner prescribed by this Act and to adopt the sliding scale provision as to dividends in respect of their ordinary paid-up capital:

And whereas many of the provisions of the said Acts are obsolete or have been superseded and it is expedient to repeal those Acts and to consolidate such of the provisions as are still in force into one Act with such amendments and additions as may be approved by Parliament and to change the name of the Company:

And whereas the objects aforesaid 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

A.D. 1912.

and Commons in this present Parliament assembled and by the authority of the same as follows (that is to say) :—

PRELIMINARY.

Short title.

1. This Act may be cited as the York Gas (Consolidation) Act 1912.

Incorporation of general Acts.

2. The following Acts and parts of Acts are (subject to the provisions of and so far as applicable to the purposes of this Act) hereby incorporated with and form part of this Act (namely) :—

The Companies Clauses Consolidation Act 1845 (except the provisions relating to the conversion of borrowed money into capital) and the Companies Clauses Act 1863 as amended by subsequent Acts :

The Lands Clauses Acts (except the provisions thereof with respect to the purchase and taking of lands otherwise than by agreement) :

The Gasworks Clauses Acts 1847 and 1871 Provided that section 13 of the former Act shall be read as if the words "or any premises" were inserted after the words "private building" and as if the words "Provided that "every such contract entered into by the Company shall "be alike in terms and amount under like circumstances "to all consumers" were added at the end of that section and the provisions of those Acts as so amended shall continue to apply to the existing undertaking of the Company as if the same had been authorised by this Act.

Interpretation.

3. In this Act the several words and expressions to which meanings are assigned by the Acts wholly or partially incorporated herewith have the same respective meanings unless there be something in the subject or context repugnant to such construction And in this Act—

"Existing" means existing at the time of the passing of this Act ;

"Recited Acts" means the Act of 1844 the Act of 1878 and the Act of 1898 ;

"The corporation" means the lord mayor aldermen and citizens of the city of York.

Limits for supply of gas.

4. The limits within which the Company may supply gas (in this Act called "the limits of supply") shall be and include the area specified in the First Schedule to this Act.

For protection of West Riding County Council.

5. In exercising the powers by this Act conferred so far as they affect main roads and county bridges of the west riding of the county of York the following provisions for the protection of the county council of the said west riding (in this section called "the county council") shall have effect unless otherwise agreed on in writing between the county council and the Company (that is to say):—

(1) All mains pipes or works shall be constructed and laid in such position having regard to all the circumstances as the county council shall by writing under the hand of their surveyor require and shall be executed at the expense of the Company under the superintendence and to the reasonable satisfaction of the said surveyor and (except in cases of emergency and in the case of service pipes) in accordance with plans sections and specifications to be submitted to and reasonably approved of by him in writing before the commencement of any such work Provided that if the said surveyor shall not within fourteen days after the said plans sections and specifications shall have been submitted to him express his approval or disapproval thereof or signify his requirements in relation thereto he shall be deemed to have approved thereof:

(2) The works shall having regard to the character thereof be so executed as not unreasonably to stop or interfere with the traffic of any main road or county or main road bridge or any approach thereto and all such works shall be proceeded with and completed with despatch:

(3) The Company shall pay to the county council the reasonable cost incurred in relation to the examination of the said plans sections and specifications and the superintendence by this section authorised:

(4) Notwithstanding anything in this Act contained it shall be lawful for the county council at any time or times to divert widen or improve any such main road and also to alter widen or rebuild any such

A.D. 1912.

county or main road bridge or the approaches thereto in across alongside or near to which any such mains pipes or works are laid or carried in the same manner as they might have diverted widened or improved altered or rebuilt any such main road or bridge or the approaches thereto if this Act had not been passed and such mains pipes or works had not been constructed laid or carried without making any compensation to the Company for any expense or loss to which they may be put in consequence of such diversion widening improvement alteration or rebuilding And in the event of any such main road or bridge or the approaches thereto in across alongside or near to which such mains pipes or works are laid being diverted widened or improved altered or rebuilt as aforesaid the Company shall at their own expense as and when reasonably requested by the said surveyor and with all reasonable despatch remove or alter the position of their said mains or pipes and the works by which the same are carried in across alongside or near to any such main road or bridge or the approaches thereto as aforesaid and replace the same to the reasonable satisfaction of the said surveyor of the county council Provided that before and during such diversion widening improvement alteration or rebuilding of any such main road or bridge as aforesaid the county council shall afford at the cost of the Company reasonable facilities for temporarily carrying such mains or pipes along the main road or across or alongside the bridge so as not to interrupt the continuous supply of gas Provided also that no diversion widening improvement alteration or rebuilding of any such main road or bridge shall be commenced nor any removal or alteration of such mains pipes or works be required until arrangements have been made for continuing the supply of gas in accordance with the statutory obligations of the Company and that no such removal or alteration shall be required or made which will permanently prevent the gas from flowing as freely and conveniently as usual :

(5) Notwithstanding anything in this Act contained if any difference arise between the Company and the county

council touching this section or anything to be done or not to be done thereunder such difference shall be settled by arbitration by an arbitrator to be agreed upon or failing agreement to be appointed by the Board of Trade on the application of either of the parties in difference and the Arbitration Act 1889 shall apply thereto.

For protection of rural district councils.

6. For the protection of the several councils of the rural districts in which the parishes hereinafter referred to are situate (hereinafter respectively referred to as "the council") the following provisions shall unless otherwise agreed have effect:—

If after the expiration of five years from the passing of this Act the Company have not laid down mains for the purpose of affording a supply of gas in any of the parishes named in Part II. of the First Schedule to this Act and shall not extend their mains to any of those parishes within twelve calendar months after written notice from the council requiring them to do so nothing in this Act shall prevent any company person or local authority having statutory power so to do from supplying gas in such of those parishes as shall not be supplied by the Company and the Company shall not oppose any application by any company body or person or by the council of any urban district in which any of such parishes or any part thereof may be comprised for an Act of Parliament or Provisional Order for the purpose of providing such a supply.

REPEAL OF RECITED ACTS AND SAVINGS.

Repeal of Acts.

7. Subject as in this Act provided the recited Acts are hereby repealed as from the passing of this Act.

Continuance of incorporation of Company.

8. Notwithstanding the repeal effected by this Act the Company shall continue incorporated but by the name of "The York Gas Company" with perpetual succession and a common seal and with power to purchase take hold and dispose of lands for the purposes of this Act.

Undertaking to continue vested in Company.

9. The undertaking of the Company as it exists at the passing of this Act shall continue vested in the Company and be held exercised and enjoyed by them subject to the provisions of this Act.

A.D. 1912.

Saving for securities &c.

10.—(1) All acts works matters and things before the passing of this Act done or commenced under the powers of the recited Acts or any of them and which were at the passing of this Act valid and available or in progress and all existing awards agreements contracts conveyances covenants deeds leases obligations rights and remedies shall be and continue valid and available for all purposes and for and against all parties and may be continued enforced and completed as if this Act had not been passed.

(2) All existing debenture stock or other securities granted or created by the Company shall be and continue as valid and available against the Company and the property comprised in any such security as if this Act had not been passed and the holders of all such securities shall be in the like position in all respects and entitled to the like priorities powers rights and remedies as if this Act had not been passed and the Company shall have exercise and be subject to the like powers duties liabilities and obligations in respect of all such securities and the reborrowing and repayment of any principal moneys and otherwise as if this Act had not been passed.

(3) All actions arbitrations prosecutions or other proceedings or causes of action arbitration prosecution or other proceedings pending or existing by with against or in favour of the Company at the passing of this Act may be continued commenced or prosecuted by with against or in favour of the Company as if this Act had not been passed.

(4) All gas rents and other sums at the passing of this Act due or accruing due to the Company may be collected and recovered by the Company as if this Act had not been passed.

(5) All plans sections and books of reference and all corrections and certificates of corrections thereof respectively deposited for the purposes of any of the recited Acts with any clerk of the peace shall remain in his custody as if they had been deposited for the purposes of this Act and every such clerk of the peace shall accordingly permit the same to be inspected and copies thereof and extracts therefrom to be taken and all such plans sections books of reference corrections and certificates shall be receivable in evidence as they would have been if this Act had not been passed.

(6) All other books and documents which under any of the recited Acts or otherwise would have been receivable in

evidence shall be receivable in evidence as if this Act had not been passed. A.D. 1912.

(7) All officers and servants of the Company shall continue in office in accordance with and subject to the terms and conditions of their respective engagements.

General purposes of Company.

11. The Company shall continue and be established for the purpose of manufacturing and supplying gas for lighting heating motive power and other purposes within the limits of supply and may provide produce sell dispose of and deal in gas coke tar and all other residual products resulting from the manufacture of gas and generally may carry on the business usually carried on by a gas company.

CAPITAL BORROWING POWERS &C.

Capital.

12. The capital of the Company shall be the sum of four hundred and eighty-three thousand three hundred and seventy-four pounds ten shillings consisting of—

(1) Three hundred and seventy thousand pounds consolidated ordinary stock created and issued under the Act of 1898;

(2) Fifty thousand pounds preference stock created and issued under the Act of 1898 (in this Act called "'A' preference stock");

(3) Three hundred and seventy-four pounds ten shillings representing premiums obtained on the sale of shares in the Company which sum of three hundred and seventy-four pounds ten shillings shall not be considered part of the capital of the Company entitled to dividend; and

(4) Sixty-three thousand pounds (in this Act called "additional capital").

The ten thousand pounds of capital created under the Act of 1898 but not issued by the Company is hereby cancelled.

Existing stocks to remain vested in same persons and held on same trusts as heretofore.

13.—(1) The consolidated ordinary stock and the "A" preference stock shall remain vested in the several persons who immediately before the passing of this Act were respectively the registered proprietors thereof and have the same rights qualifications priorities privileges and incidents as attached or were incident to the same stocks respectively and be subject and liable to the same trusts powers provisions declarations

A.D. 1912.

agreements charges liens and incumbrances as affected the same and every deed or other instrument relating to and every testamentary disposition of or affecting the existing stocks made before the passing of this Act shall take effect as if this Act had not been passed.

(2) All certificates sales transfers and dispositions heretofore made or executed for and with respect to the consolidated ordinary stock and "A" preference stock respectively shall remain in full force and continue and be available in respect of the same as if this Act had not been passed.

Present registers of proprietors and transfers of stocks &c. to be continued.

14. The registers of shareholders and stockholders and of mortgagees or bondholders or debenture stockholders and the registers of transfers of shares and stocks and of mortgages bonds and debenture stock shall continue to be the registers required to be kept for those purposes by the Companies Clauses Consolidation Act 1845 and be accessible as heretofore to the several holders of shares stocks mortgages bonds and debenture stock.

Power to raise additional capital.

15. The Company may from time to time raise the additional capital by the creation and issue at their option of new ordinary shares or stock or new preference shares or stock or wholly or partially by one or more of those modes respectively Provided that it shall not be lawful for the Company to create and issue under the powers of this Act any greater total nominal amount of additional capital than shall be sufficient to produce including any premium which may be obtained on the sale thereof the sum of sixty-three thousand pounds All shares issued by the Company under this Act shall be of the nominal value of ten pounds.

Profits of Company limited.

16. Except as by this Act otherwise provided the profits of the Company to be divided among the shareholders in any year shall not exceed the rates hereinafter set forth and shall be appropriated and applied in the order following (that is to say):—

(1) On the "A" preference stock the rate of four pounds per annum in respect of every one hundred pounds of such capital:

(2) On so much of the additional capital as shall consist of new preference shares or stock such rate not exceeding five pounds per annum as shall be determined by the Company at the time and as a condition

of the issue in respect of every one hundred pounds of such capital:

(3) On the consolidated ordinary stock of the Company the rate of four pounds per annum in respect of every one hundred pounds of such capital and on any other ordinary stock or shares to be issued under the powers of this Act six pounds in respect of every one hundred pounds actually paid up of such capital and which rates are in this Act referred to as "the standard rates of dividend":

Provided that if in any year the funds of the Company applicable to payment of dividends shall when applied to such payment in the order by this section prescribed be insufficient to pay the full amount of dividend at the authorised rate on any two classes of capital which according to such prescribed order are to rank together a proportionate reduction shall be made in the dividend on each such class.

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

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

Minimum holding of shares or stock.

18. No proprietor shall hold less than ten pounds nominal value of any one class of stock or shares in the capital of the Company.

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

19.—(1) All shares or stock including debenture stock created under the powers of this Act shall be issued in accordance with the provisions of this section.

(2) All shares or stock so to be issued shall be offered for sale by public auction or tender in such manner at such times and subject to such conditions of sale as the Company shall from time to time determine Provided as follows:—

(A) Notice of the intended sale shall be given in writing to the town clerk of the city of York and to the clerk of each district council having jurisdiction over any part of the limits of supply and to the secretary 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 shall also be duly advertised once in each of two consecutive weeks in one or more local newspapers circulating within the limits of supply:

A.D. 1912.

(B) A reserve price shall be fixed and notice thereof shall be sent by the Company in a sealed letter to be received by the Board of Trade not less than twenty-four hours before but not to be opened till after the day of auction or the last day for the receipt of tenders as the case may be:

(C) No lot offered for sale shall comprise shares or stock of greater nominal value than one hundred pounds:

(D) In the case of a sale by tender no preference shall be given to one of two or more persons tendering the same sum In the case of a sale by auction a bid shall not be recognised unless it is in advance of the last preceding bid:

(E) It shall be one of the conditions of sale that the total sum payable by the purchaser shall be paid to the Company within three months after the date of the auction or of the acceptance of the tender as the case may be.

(3) Any shares or stock which have been so offered for sale and are not sold may be offered at the reserve price to the holders of ordinary and preference shares or stock of the Company in accordance with the provisions of sections 18 19 and 20 of the Companies Clauses Act 1863 and to the employees of the Company and to the consumers of gas supplied by the Company in such proportions as the Company may think fit or to one or more of these classes of persons only Provided in the case of an offer to holders of shares or stock that if the aggregate amount of shares or stock applied for shall exceed the aggregate amount so offered as aforesaid the same shall be allotted to and distributed amongst the applicants as nearly as may be in proportion to the amounts applied for by them respectively.

(4) Any shares or stock which have been offered for sale in accordance with subsection (2) or with subsections (2) and (3) of this section and are not sold shall be again offered for sale by public auction or by tender in accordance with the provisions of this section and any such shares or stock then remaining unsold may be otherwise disposed of at such price and in such manner as the directors may determine for the purpose of realising the best price obtainable.

(5) As soon as possible after the conclusion of the sale or sales the Company shall send a report thereof to the Board of Trade stating the total amount of the respective shares or stock sold the total amount obtained as premium (if any) and the highest and lowest prices obtained for the respective shares or stock.

Power to borrow in respect of existing issued capital.

20. The Company may at any time and from time to time borrow on mortgage of the undertaking in respect of the capital raised by the Company before the passing of this Act any sum or sums inclusive of the sum of thirty-five thousand pounds already borrowed on debenture stock not exceeding in the whole the sum of fifty thousand pounds.

Power to borrow in respect of additional capital.

21. The Company may also subject to the provisions of this Act borrow on mortgage of the undertaking in respect of the additional capital by this Act authorised to be created any sum or sums not exceeding in the whole one-third part of the total amount of such capital which at the time of borrowing has been raised under the powers of this Act but no sum shall be borrowed in respect of such capital until the Company have proved to a justice of the peace before he gives his certificate under the fortieth section of the Companies Clauses Consolidation Act 1845 that the whole of the shares or stock at the time issued together with the premiums (if any) realised on the sale thereof have been fully paid up.

Debenture stock.

22. The Company may create and issue debenture stock subject to the provisions of Part III. of the Companies Clauses Act 1863 and of this Act but notwithstanding anything contained in the recited Acts or any of them the interest of the debenture stock already created and issued and of all debenture stock and of all mortgages at any time after the passing of this Act created and issued or granted by the Company under this 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 the 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.

As to conversion of borrowed money into capital.

23. The Company shall not have power to raise the money or any part of the money by this Act authorised to be borrowed on mortgage or by the issue of debenture stock by the creation of shares or stock instead of borrowing or to

A.D. 1912.

convert into share capital any money borrowed under the provisions of this Act.

Period for payment off of mortgages and debenture stock.

24. All mortgages debenture stock and other securities given or issued by the Company after the passing of this Act shall be subject to the conditions that the same may be redeemed at par by the Company at such periods not exceeding twenty years from the dates of issue as shall be appointed by the Company and this section shall apply to all money reborrowed to pay off existing securities.

Arrears to be enforced by appointment of a receiver.

25. Mortgagees of the undertaking 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.

Priority of mortgages over other debts.

26. All moneys already raised or to be raised under the provisions of this Act by the Company on mortgage or by the issue of debenture stock shall have priority against the 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 affect any claim against the Company or their property in respect of any rentcharge 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 or to be granted or made to the Company which is entitled to rank in priority to or pari passu with the interest on their mortgages or debenture stock.

Receipt in case of persons not sui juris.

27. If any money is payable by the Company to a shareholder stockholder mortgagee or debenture stockholder being a minor idiot or lunatic the receipt of the guardian or committee of his estate shall be a sufficient discharge to the Company.

Application of money.

28. All moneys raised under this Act including premiums shall be applied only to purposes to which capital is properly applicable and any sum of money which may arise by way of premium from the issue of shares or stock under the provisions of this Act shall not be considered as part of the capital of the Company entitled to dividend.

Power to create reserve fund.

29. Where in any year the dividend which the Company may be entitled to pay on the ordinary capital of the Company shall exceed the standard rate by reason of the price charged by the Company for gas in such year being below the standard price then out of the amount of the divisible profits of the Company applicable to the payment of such excess of dividend the Company may in such year set apart such sum as they shall think fit and all sums (if any) so set apart by the Company and any reserve or other fund of the Company existing at the passing of this Act may be invested in Government or other securities and the dividends and interest arising from such securities may also be invested in the same or the like securities in order that the same may accumulate at compound interest and the fund so formed shall be called "the reserve fund" and shall be applicable to the payment of dividend in any year in which the clear profits of the Company shall be insufficient to enable the Company in such year to pay the dividend at the authorised rates on the capital of the Company and save as in this Act provided no sum shall in any year be carried by the Company to any reserve fund.

Power to create a special purposes fund.

30.—(1) The directors of the Company may if they think fit in any year appropriate out of the revenue of the Company as part of the expenditure on revenue account any sum not exceeding an amount equal to one per centum of the paid up capital of the Company including premiums to a fund to be called "the special purposes fund."

(2) The special purposes fund shall be applicable only to meet such charges as a chartered accountant or incorporated accountant being the auditor of the Company or appointed for the purpose by the Board of Trade shall approve as being—

(A) Expenses incurred by reason of accidents strikes or circumstances which due care and management could not have prevented; or

(B) Expenses incurred in the replacement or removal of plant or works other than expenses requisite for maintenance and renewal of plant and works.

(3) The maximum amount standing to the credit of the special purposes fund shall not at any time exceed an amount equal to one-tenth part of the paid-up capital of the Company including premiums.

A.D. 1912.

(4) The moneys forming the special purposes fund or any portion thereof may be invested in securities in which trustees are authorised by law to invest or may be applied for the general purposes of the Company to which capital is properly applicable or may be used partly in the one way or partly in the other.

(5) Resort may from time to time be had to the special purposes fund notwithstanding that the sum standing to the credit of the fund is for the time being less than the maximum allowed by this section.

(6) For the purposes of this section the expression "paid-up capital of the Company including premiums" shall as regards the capital raised under the recited Acts mean the sum of two hundred and fifty thousand three hundred and seventy-four pounds ten shillings.

Application of excess of profits.

31. If the clear profits of the undertaking in any year amount to a larger sum than is sufficient to pay the dividends on the preference capital and the dividends at the authorised rates on the ordinary capital of the Company the excess shall be carried to the credit of the divisible profits of the undertaking for the next following year Provided that the sum standing to the credit of such divisible profits shall not at any time exceed the amount required to pay one year's dividend at the authorised rates on the preference and ordinary capital.

MEETINGS &C.

Ordinary meetings.

32. The ordinary meetings of the proprietors of the Company shall be held once in every year in the month of February or in such other month as the Company by resolution of an extraordinary general meeting from time to time determine.

Extraordinary meetings.

33. The prescribed number of proprietors entitled to require the directors to call an extraordinary meeting of the proprietors shall be twenty or more proprietors holding in the aggregate shares or stock of the same class of the nominal value of not less than two thousand pounds.

Quorum of meetings.

34. The quorum of all general meetings of the Company shall be twenty proprietors present in person or by proxy holding in the aggregate shares or stock of the nominal value of not less than two thousand pounds.

Manner of voting at meetings.

35. At all general meetings of the Company every proprietor of shares carrying rights of voting shall be entitled to vote according to the following scale (that is to say) every proprietor shall have one vote for every share held by him up to ten and he shall have an additional vote for every five shares beyond the first ten shares held by him up to one hundred and an additional vote for every ten shares held by him beyond the first one hundred shares Provided always that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then due upon the shares held by him.

Every holder of stock carrying rights of voting in the capital for the time being of the Company shall have the same number of votes as would be conferred by shares of the same class of equal amount or as nearly as may be equal but not greater amount in the said capital.

Interim dividend.

36. The directors may in any year without calling a meeting of proprietors for the purpose pay such interim half-yearly dividend as may appear to the directors to be justified by the profits of the Company Provided that the amount of any interim half-yearly dividend so declared shall not exceed in any half-year one half of the amount of in the case of preference capital the prescribed rates of dividend and in the case of ordinary capital the standard rates of dividend respectively.

Closing of transfer books previous to declaring interim dividend.

37. 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 some newspaper published or circulating in the city of York 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.

DIRECTORS AND AUDITORS.

Number of directors.

38. The number of directors shall be twelve but the Company may vary the number provided that the number be not at any time more than twelve nor less than nine.

Qualification of directors.

39.—(1) The qualification of a director shall be the possession in his own right of shares or stock of the nominal value of five hundred pounds at the least.

A.D. 1912.

(2) Notwithstanding anything in the Companies Clauses Consolidation Act 1845 no person shall be disqualified from being a director of the Company by reason of his holding any office or place of trust or profit under the Company or by reason of his being interested in any contract with the Company nor shall any director be required to cease from voting or acting as a director by reason of his accepting any such office or place of trust or profit or becoming interested in any such contract Provided that in the case of his being or becoming interested in any contract with the Company whether such interest shall arise before or after his appointment as a director the nature of his interest in the contract shall be disclosed by him at the meeting of the directors at which the contract is determined on if his interest then exists or in any other case at the first meeting of the directors after the acquisition of his interest or after his appointment and also in the next annual report of the Company and that no director shall as a director vote in respect of any such contract and if he does so vote his vote shall not be counted but this prohibition shall not apply to any contract by or on behalf of the Company to give to the directors or any of them any security by way of indemnity.

(3) The continuing directors may act notwithstanding any vacancy in their body but so that if at any time the number of directors of the Company holding office shall be less than seven the directors shall not except for the purpose of filling vacancies and allotting shares to any proposed director or directors act so long as the number is below that number.

Quorum of directors.

40. The quorum of a meeting of directors shall be five.

Directors, and election of directors.

41. The present directors of the Company shall continue in office until the next ordinary meeting of the Company held after the passing of this Act At that meeting the shareholders present in person or by proxy may either continue the present directors or any of them in office or may elect new directors to supply the place of those not continued in office the present directors being (if they continue qualified) eligible for election and at the ordinary meeting to be held in every year after the first ordinary meeting the shareholders present in person or by proxy shall (subject to the power hereinbefore contained for varying the number of directors) elect persons to supply the place of directors then retiring from office agreeably to the provisions of the Companies Clauses Consolidation Act 1845 and the several persons elected at any such meeting being neither

removed nor disqualified nor having died or resigned shall continue to be directors until others are duly elected in their stead. A.D. 1912.

Auditor.

42.—(1) The prescribed number of auditors shall be one unless the number be increased to two by a resolution of a general meeting and any such auditor shall be a member of the Institute of Chartered Accountants or the Society of Incorporated Accountants and Auditors.

(2) It shall not be necessary for any auditor to hold shares in the Company.

(3) The existing auditors elected by the Company shall continue in office until the next ordinary meeting held after the passing of this Act.

SUPPLY OF GAS WORKS &C.

Powers as to construction and maintenance of gasworks &c.

43. Subject to the provisions of this Act the Company may upon the lands described in Parts I. and II. of the Second Schedule to this Act maintain and continue their existing gasworks and may upon those lands and upon the lands described in Part III. of the same schedule erect make maintain alter improve enlarge extend renew or discontinue additional and other gasworks retorts gas-holders receivers drains sewers mains pipes machinery and other works and apparatus and conveniences and may do all such acts as may be proper for making and storing gas and for supplying gas within the limits of supply and may make store and supply gas accordingly and the Company may manufacture sell provide supply and deal in coke tar and all other residual products or refuse of any materials employed in or resulting from the manufacture of gas and may manufacture produce and sell such articles as can be produced from and by means of the several matters and things aforesaid Provided that the Company shall not manufacture nor convert residual products upon the lands described in the said Second Schedule.

As to purchase of materials by Company.

44. The Company shall not purchase or use in any process of manufacture any materials other than those required for the making and supply of gas by them or for the working up of their own residual products or for the construction maintenance and repair of their gasworks plant and buildings or for the maintenance or repair of gas fittings.

For protection of certain properties.

45. Within twelve months from the passing of this Act the Company shall plant along the north-western side of the land described in paragraph (A) of Part IV. of the Second Schedule to this Act and where necessary renew from time to time a belt of quick-growing trees to screen as far as may be practicable the works which may be erected on the lands described in Part III. of the said schedule from view of the premises known as Dalguise House Heworth Croft and Stannerton.

Power to lay pipes &c. for ancillary purposes.

46. The Company may lay down place repair alter remove and renew mains pipes culverts and other apparatus within the limits of supply for the purpose of procuring conducting or disposing of any oil or other material used by them in or resulting from the manufacture of gas or any residual products thereof or for any other purpose connected with their business 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 so laid shall so far as applicable for the purposes of this section extend and apply mutatis mutandis to and for the purposes thereof.

Dividend dependent on price charged.

47.—(1) From and after the first day of January one thousand nine hundred and thirteen the standard price to be charged by the Company for gas supplied by them within so much of the limits of supply as is confined within a radius of two miles from the centre of Ouse Bridge in the city of York and such parts of the city as for the time being may extend beyond that radius (which portions of the limits of supply are hereinafter referred to as "the inner area") shall be two shillings and threepence per thousand cubic feet Provided that the Company may increase or reduce the price charged by them for gas above or below the standard price subject to a reduction or increase in the dividend payable by the Company on the consolidated ordinary stock and additional ordinary capital as follows:—

In respect of any year during any part of which the price charged by the Company shall have been one penny or part of a penny above the standard price the dividends payable by the Company shall in respect of each penny or part of a penny by which the standard price shall have been increased be reduced below the standard rates of dividend by two shillings on every one hundred pounds of consolidated ordinary stock and by three shillings on every one hundred pounds of additional ordinary paid up

capital and so in proportion for any fraction of one hundred pounds:

And in respect of any year during the whole of which the price charged by the Company shall have been one penny or more below the standard price the dividends payable by the Company may in respect of each penny by which the standard price shall have been reduced be increased above the standard rates of dividend by two shillings on every one hundred pounds of consolidated ordinary stock and by three shillings on every one hundred pounds of additional ordinary paid up capital and so in proportion for any fraction of one hundred pounds.

(2) From and after the first day of January one thousand nine hundred and thirteen the prices to be charged by the Company for gas supplied by them within the remainder of the limits of supply (hereinafter referred to as "the outer area") shall not at any time exceed the price for the time being charged by the Company in the inner area by more than sixpence per thousand cubic feet and shall not at any time be less than the price or prices charged during the same time within the inner area.

(3) Until the first day of January one thousand nine hundred and thirteen the price to be charged by the Company for gas supplied by them to persons who shall burn the same by meter shall not at any time exceed three shillings and sixpence per thousand cubic feet within the inner area and four shillings within any part of the outer area.

Regulating quality testing and pressure of gas.

48. For regulating the quality testing and pressure of gas supplied by the Company the following provisions shall apply:—

(1) The provisions of this section shall commence and have effect from and after the expiration of three months from the passing of this Act except paragraph (*c*) of subsection (4) which shall take effect as from the passing of this Act:

(2) The prescribed number of candles for the purposes of the Gasworks Clauses Act 1871 shall be not less than fourteen:

(3) For the purposes of the Gasworks Clauses Act 1871 the prescribed testing place shall be the existing testing place at the gasworks of the Company:

A.D. 1912.

(4)—(A) The quality of the gas supplied by the Company shall with respect to its illuminating power be such as to produce at the testing place when burned at the rate of five cubic feet per hour a light equal in intensity to the light produced by fourteen sperm candles of six to the pound each consuming one hundred and twenty grains of sperm per hour and shall be in all respects in accordance with the provisions of the Gasworks Clauses Act 1871:

(B) For testing the illuminating power of the gas the burner to be used shall be that known as the Metropolitan Argand No. 2 the photometer shall be the bar photometer or the table photometer the standard light shall be that supplied by Harcourt's ten-candle pentane lamp and in making the test the burner shall be so used as to obtain from the gas when burned at the rate aforesaid the greatest amount of light Provided that the Board of Trade may on the application of the Company or the corporation of York approve the use of any other burner photometer or standard light which may appear to the Board to be equally or more suitable for the testing:

(c) The Company shall within three months from the passing of this Act provide all the apparatus required by this Act for the testing of gas and shall at all times keep the same in proper order and repair:

(5) All gas supplied by the Company to any consumer of gas shall be supplied at such pressure as to balance a column of water not less than one inch in height at the main or as near as may be to the junction therewith of the service pipe supplying the consumer Any gas examiner appointed under the Gasworks Clauses Act 1871 may for the purposes of this Act subject to the terms of his appointment at the testing place or at any public lamp as and when he thinks fit test the pressure at which the gas is supplied The Company shall afford to the examiner all reasonable facilities for making the test:

(6) The gas examiner appointed by the corporation shall between the hours of nine and twelve in the morning have access to the prescribed testing place and may

test the illuminating power purity and pressure of the gas between those hours as well as at the times prescribed by the Gasworks Clauses Act 1871:

(7) Until the foregoing provisions of this section shall come into force sections 35 37 and 38 of the Act of 1878 and section 36 of that Act as amended by section 35 of the Act of 1898 shall remain in full force and effect.

Company to supply suitable burners gratis in lieu of those in use.

49. The Company shall at any time within one year after the passing of this Act if and when required by any consumer of gas supplied by the Company supply to him free of charge a sufficient number of flat flame burners suitable in all respects for the consumption of gas of the illuminating power prescribed by this Act in substitution for the flat flame burners in use by him.

Notice of the provisions of this section shall be given in writing to each consumer of gas supplied by a prepayment meter once in every three months during such period and to other consumers of gas on each demand note of the Company sent out during such period.

Exemption from penalties in certain cases.

50. No penalty shall be incurred by the Company for insufficiency of pressure defect of illuminating power or excess of impurity in the gas supplied by them in any case in respect of which it is proved that such insufficiency defect or excess was produced by any circumstance beyond the control of the Company Provided that the want of sufficient funds shall not be held to be a circumstance beyond the control of the Company.

Company to pay interest on money deposited as security for gas meter &c.

51. If any person is required by the Company to give to them security for any supply of gas or for the payment of the price or rent of a meter and such security is made by way of deposit the Company shall pay interest after the rate of five pounds per centum per annum on every sum of ten shillings deposited by way of such security for every six months during which the same remains in their hands.

Power to supply gas fittings &c.

52.—(1) The Company may purchase sell let for hire fix repair and remove but shall not manufacture engines stoves ranges pipes and other gas fittings for lighting motive heating ventilating cooking or any other purposes and may provide all materials and work necessary or proper in that behalf and with

A.D. 1912.

respect thereto may demand and take such remuneration or rents and charges and make such terms and conditions as may be agreed upon.

(2) Any fittings let for hire under the provisions of this section shall not be subject to distress or to the landlord's remedy for rent or be liable to be taken in execution under process of any court or proceedings in bankruptcy against the person in whose possession the same may be provided that such fittings are marked or impressed with a sufficient mark or brand indicating the Company as the actual owners thereof.

(3) All such fittings let for hire as aforesaid shall notwithstanding that they be fixed or fastened to any part of any premises in which they may be situate or to the soil under any such premises at all times continue to be the property of and removable by the Company Provided that nothing in this subsection shall affect the amount of the assessment for rating of any premises upon which any such fittings are or shall be fixed.

Power to enter premises and remove fittings.

53. The power to enter premises and to remove pipes meters fittings or apparatus conferred upon the Company by section 22 of the Gasworks Clauses Act 1871 shall extend to all cases in which any person entering into occupation of any premises previously supplied with gas by the Company shall not require to take a supply of gas from the Company or to hire from the Company all or any of the pipes meters fittings or apparatus belonging to the Company and let by them on hire to any former occupier of such premises.

As to construction and placing of pipes &c. between mains and meters.

54. In order to enable the Company to ensure a satisfactory supply of gas to their consumers the following provisions shall have effect :—

(1) The Company may specify the size and material of the pipes with the fittings thereof which are to be laid by the consumer on his own premises either in the first instance or on the occasion of any renewal between the Company's mains and the meter so far as such pipes and fittings are intended to be covered over :

(2) The Company may if they think fit make different specifications for different classes of premises having regard to the probable maximum consumption of gas thereon at any one time :

(3) The specification shall be published twice in some newspaper or once in each of two newspapers circulating within the limits of supply and a copy thereof shall be kept exhibited in the office of the Company :

(4) Every meter to be used in premises not previously supplied with gas or in connection with a new or substituted pipe laid by the consumer between the main and the consumer's meter shall be placed as near as reasonably practicable to the Company's main but within the outside wall of the premises :

(5) When any such pipe or meter as aforesaid has been laid or placed notice thereof shall be given to the Company and the pipe shall not be covered over until after the expiration of twenty-four hours from the service of such notice on the Company Any officer of the Company duly appointed may between nine o'clock in the morning and five o'clock in the afternoon attend and inspect such pipes (with their fittings) and meter and if the officer is not permitted to make the inspection or if the pipes or fittings are not according to the Company's specification or if the meter is not placed as required by this section the Company may refuse to supply gas to the premises until the provisions of this section have been complied with :

(6) Any person to whom the Company refuses a supply of gas under the provisions of this section may appeal to a petty sessional court against such refusal and the court may after hearing the parties and considering any questions as to the reasonableness of the Company's specification make such order as seems to them proper in the circumstances and may order by which of the parties the costs of and incident to the appeal shall be paid.

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

55. The Company may upon the application of the owner or occupier of any premises within the limits of supply abutting on or being erected in any street laid out but not dedicated to public use supply those premises with gas and for that purpose the Gasworks Clauses Acts 1847 and 1871 shall apply as if the street were a street within the meaning of those Acts.

A.D. 1912.

As to private streets.

56. For the purposes of the provisions of the Gasworks Clauses Act 1847 with respect to the breaking up of streets for the purpose of laying pipes the corporation shall in addition to any other persons be deemed to be persons having the control or management of any street within the city of York whether repairable by the inhabitants at large or dedicated to the public use or not.

As to pipes &c. affecting North Eastern Railway Company's railways or works.

57. Any mains pipes culverts or other works which the Company may under the powers conferred by this Act lay down or execute under or over and which may affect any railway or works of the North Eastern Railway Company shall be so laid down and executed and subsequently maintained and repaired under the direction and superintendence and to the reasonable satisfaction of the engineer for the time being of that company and in accordance with plans and sections previously submitted to and approved of by him and all such mains pipes culverts and other existing works which have already been so laid down or executed by the Company under the powers of the recited Acts shall be maintained and repaired under the direction and superintendence and to the reasonable satisfaction of such engineer and in accordance with plans and sections previously submitted to and approved by him Any difference arising under the provisions of this section shall be determined by arbitration by a single arbitrator to be appointed failing agreement between the Company and the railway company by the President of the Institution of Civil Engineers on the application of either party and the Arbitration Act 1889 shall apply.

Power to require use of anti-fluctuators for gas engines.

58. 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 and shall at all times at his own expense keep such anti-fluctuator in proper repair and in default of his so using or keeping such anti-fluctuator 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 at all reasonable times such taking off removing testing inspecting and replacing to be done at the expense of the Company if the anti-fluctuator be found in proper order but otherwise at the expense of the consumer.

Period of error in defective meters.

59. In the event of any meter used by a consumer of gas being tested in manner provided by the Sale of Gas Act 1859 and being proved to register erroneously within the meaning of

the said Act such erroneous registration shall be deemed to have first arisen during the then last preceding quarter of the year unless it be proved to have first arisen during the then current quarter The amount of the allowance to be made to or of the surcharge to be made upon the consumer by the Company shall be paid by or to the Company to or by the consumer as the case may be and shall be recoverable in the like manner as gas charges are recoverable by the Company.

Supply of gas where consumer has separate supply.

60. Notwithstanding anything contained in the Gasworks Clauses Act 1871 or any other Act a person shall not be entitled to demand or continue to receive from the Company a supply of gas for any premises for which he has at the same time a supply of gas from an installation other than that of the Company unless he shall have agreed to pay to the Company such minimum annual sum as will give to them a reasonable return on the capital expenditure and will cover other standing charges incurred by them in order to meet the possible maximum demand for those premises and the sum to be so paid shall be determined in default of agreement by arbitration in manner provided by the Arbitration Act 1889.

Gas consumers to give notice to Company before removing.

61. At least twenty-four hours' notice shall be given to the Company by every gas consumer either personally at the office of the Company or in writing before he shall quit any premises supplied with gas by meter by the Company and in default of such notice the consumer so quitting shall be liable to pay to the Company the money accruing due in respect of such supply up to the next usual period for ascertaining the register of the meter on such premises or the date from which any subsequent occupier of such premises shall require the Company to supply gas to such premises whichever shall first occur Notice of the effect of this enactment shall be endorsed upon every demand note for gas charges payable to the Company.

Power to refuse a supply to persons in debt for other premises.

62. If a person requiring a supply of gas for any premises occupies or has occupied other premises at which gas is being or has been supplied to him by the Company and has not paid all money due from him to the Company for the supply of gas or for the rent of a meter they may refuse to furnish to him a supply of gas until he pays the same.

Power to supply gas in bulk.

63. The Company may contract with any local authority company or person authorised to supply gas under parliamentary powers in any district adjacent to the limits of supply for the

A.D. 1912.

supply to them respectively of gas in bulk upon such terms and conditions and for such periods not exceeding in any case seven years from the making of the contract as may be agreed upon but nothing in this section shall authorise the Company to lay any mains in or interfere with any street beyond the limits of supply.

Power to hold licences under letters patent.

64. The Company may take hold and use patent rights or licences and authorities (not being exclusive) under any letters patent for the use of any invention relative to the manufacture conversion utilisation or distribution of gas and residual products.

MISCELLANEOUS.

Power to purchase lands by agreement.

65. The Company may for the purposes of the undertaking purchase and take (by agreement but not otherwise) and may hold in addition to the lands described in the Second Schedule to this Act any lands and hereditaments not exceeding in the whole five acres which they may require for the purposes of the undertaking but the Company shall not create or permit a nuisance on any such lands and no lands shall be used by the Company for the purpose of manufacturing gas or residual products except the lands authorised to be so used by this Act.

Dwelling houses for persons in Company's employ.

66. The Company may purchase or take on lease and maintain houses cottages and buildings for persons in their employ and may erect maintain and let any such buildings upon any lands for the time being belonging or leased to the Company.

Power to sell and lease lands.

67. Subject to the provisions of the Lands Clauses Consolidation Act 1845 the Company may sell or let on lease for such periods as they think fit any lands or property for the time being belonging to them and which may not at the time be required for the purposes of the undertaking and may retain and hold sell and dispose of any interest in or reversion to any lands or property so let and any such sale disposal or lease may be for such consideration and subject to such reservations restrictions and provisions and generally upon such terms and conditions as the Company think fit.

Power to make superannuation and other allowances.

68. It shall be lawful for the Company to make superannuation and other allowances and to pay pensions or gratuities to any officers servants or employees of the Company who may be temporarily or permanently disabled by sickness infirmity or

age and for that purpose to apply the funds and revenues of the Company. A.D. 1912.

Notice to discontinue supply of gas.

69. A notice to the Company from a consumer for the discontinuance of a supply of gas shall not be of any effect unless it be in writing signed by or on behalf of the consumer and be left at or sent by post to the office of the Company or be given by the consumer personally at the office of the Company.

Authentication and service of notices by Company.

70. Any notice to be served by the Company on a person supplied with gas shall be sufficiently authenticated by the signature of the secretary of the Company or other officer of the Company for the time being authorised in writing by the directors being affixed thereto in writing or by a stamp or if it be a notice to pay any charge in respect of a supply of gas or of gas fittings or appliances by the name either of the secretary or such other officer as aforesaid being affixed thereto in print or by a stamp and any such notice may be served on such person either personally or by sending the same through the post by a prepaid letter addressed to him by name at his last known or usual place of abode or business or by delivering the same to some inmate at his last known or usual place of abode or business or to any inmate of the premises supplied or if such premises be unoccupied and the place of abode of the person to be served is after proper inquiry unknown it shall in the case of any notice not being a notice to pay any charge be sufficient to affix such notice or a copy thereof upon some conspicuous part of such premises.

Recovery of penalties &c.

71. Save as otherwise by this Act expressly provided all offences against this Act and all penalties forfeitures costs and expenses imposed or recoverable under this Act or any byelaw made in pursuance thereof may be prosecuted and recovered in a summary manner Provided that costs or expenses except such as are recoverable along with a penalty shall not be recovered as penalties but may be recovered summarily as civil debts.

Recovery of demands.

72. Proceedings for the recovery of any demand made under the authority of this Act or any incorporated enactment whether provision is or is not made for the recovery in any specified court or manner may be taken in any county court having otherwise jurisdiction in the matter provided that the demand does not exceed the amount recoverable in that court in a personal action.

A.D. 1912.

Application of penalties.

73. Every penalty imposed by the recited Acts or by this Act shall (except where otherwise expressly provided and except where the Company shall be the party by whom the penalty has to be paid) be paid to the Company.

As to future purchase by corporation of York.

74. If the proprietors of the Company shall at a meeting to be held on or before the first day of October next after the passing of this Act approve of the sale of the undertaking to the corporation on the terms specified in the Third Schedule to this Act the corporation shall in accordance with and subject to the provisions of the Borough Funds Acts 1872 and 1903 introduce in the next session of Parliament a Bill to empower the corporation to purchase the undertaking of the Company on the said terms and bonâ fide promote the same and the Company shall not oppose such Bill except in so far as may be necessary in order to secure the insertion therein of provisions to protect their interests with respect to such purchase and for that purpose the Company shall be at liberty to petition in either or both Houses of Parliament and to appear on such petition by counsel agents and witnesses if they think fit.

Costs of Act.

75. 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.

The SCHEDULES referred to in the foregoing Act. A.D. 1912.

THE FIRST SCHEDULE.

LIMITS OF SUPPLY.

PART I.

The parish and city of York the parishes or townships of Clifton Without Heworth Without Huntington Osbaldwick and Rawcliffe in the north riding of the county of York Water-Fulford Heslington Deighton and Naburn in the east riding of the county of York Dringhouses Without Acomb Bishopthorpe Middlethorpe Without Copmanthorpe Upper Poppleton and Nether Poppleton in the west riding of the county of York.

PART II.

So much of the townships or parishes of Overton Skelton Earswick Murton Wigginton Haxby Towthorpe Stockton-on-the-Forest Holtby Strensall Gate Helmsley Upper Helmsley Beningbrough Shipton and Warthill in the north riding of the county of York Grimston Dunnington Escrick Stillingfleet-with-Moreby Stamford Bridge with Scoreby Langwith Wheldrake Elvington Kexby and Low Catton in the east riding of the county of York Knapton Acaster Malbis Askham Bryan Rufforth Askham Richard Colton Bilbrough Angram Hessay Moor Monkton Long Marston Hutton Wandesley Healaugh Appleton Roebuck Acaster Selby Catterton and Steeton in the west riding of the county of York as lies within a distance of seven miles of the centre of Ouse Bridge in the city of York.

THE SECOND SCHEDULE.

PART I.

All that piece or parcel of land belonging to the Company with the dwelling-house offices workshops store-rooms purifiers engine and meter-house retort house coal-shed gasholders and other erections standing and being thereon situate in the parish and city of York on the western side of the River Foss bounded on the north-east and south-east by the public road leading along the banks of the River Foss from Monk Bridge to Peaseholme Green Bridge on the south-west

A.D. 1912.

by a piece or parcel of land and premises belonging or reputed to belong to the trustees of the York County Hospital and on the north-west by a public lane called Love Lane.

PART II.

All those several pieces or parcels of land belonging to the Company with the houses buildings and erections thereon or on some part or parts thereof situate in the said parish and city and comprised within a line commencing at a point at the north-western corner of a certain store yard formerly in the occupation of Charles Jackson and his sub-tenant John Shaftoe on the eastern bank of the River Foss on the southern side of Monk Bridge thence proceeding in an easterly direction along the southern side of that bridge and the public road leading from York to Scarborough known as the Scarborough Road to a point where the public footpath from Layerthorpe enters that road thence along the western side of that footpath to the point where the same enters the Layerthorpe Road thence in a south-westerly direction along the north-western side of that road thence in a northerly direction and continuing in a westerly direction to the eastern bank of the River Foss thence in a northerly direction along the eastern bank of that river to the point of commencement.

PART III.

All those two pieces or parcels of land belonging to the Company numbered 129 and 128 on the $\frac{1}{2500}$ Ordnance map (edition of 1909) of the said parish and city adjoining the lands described in Part II. of this schedule and bounded on the north-west by the piece of land numbered 130 on the said Ordnance map on the south-west by the footpath leading from the Scarborough Road to Layerthorpe on the south-east by Layerthorpe and the North Eastern Railway (Foss Islands Branch) and on the north-east by other lands belonging to the Company.

PART IV.

(A) All that piece or parcel of land in the said parish and city belonging to the Company numbered 130 on the $\frac{1}{2500}$ Ordnance map (edition of 1909) of the said parish adjoining the lands described in Part III. of this schedule and bounded on the north-west by the Scarborough Road on the south-west by the footpath leading from that road to Layerthorpe on the south-east by the said lands and on the north-east by other lands belonging to the Company.

(B) All those three pieces or parcels of land in the said parish and city belonging to the Company numbered 131 132 and 133 on the $\frac{1}{2500}$ Ordnance map (edition of 1909) of the said parish with the dwelling houses and other buildings or erections standing on some

part or parts thereof adjoining the lands described in Part III. of this schedule and bounded on the north-west by the Scarborough Road on the south-west partly by the said lands and partly by the said piece of land numbered 130 on the said Ordnance map on the south-east and east by the North Eastern Railway (Foss Islands Branch) and on the north-east by cottages and land belonging to John Tinson.

(c) All that piece of land in the said parish and city belonging to the Company with the six dwelling houses stables and other buildings or erections standing on some part or parts thereof situate at the corner of Monkgate and Foss Bank and bounded on the north-west by Monkgate on the north-east by Foss Bank on the south-east by the public lane called Love Lane and on the south-west by the dwelling house No. 82 Monkgate and its appurtenances belonging to Miss Mercy Elizabeth Bell.

(d) All that piece of land in the said parish and city belonging to the Company situate on the north-east side of the street called Davygate with the buildings and erections standing or in course of erection thereon occupied by them and used as offices showrooms inspector's house time office and workshops.

(e) All that piece of land belonging to the Company with the two houses thereon being No. 11 Little Stonegate in the said parish and city and presently occupied by the Company's servants.

THE THIRD SCHEDULE.

1. The corporation to pay to the Company a sum equal to £102 10*s*. 0*d*. per cent. for the £370,000 ordinary and the £50,000 preference stock of the Company.

2. The corporation to pay to the directors a sum of £5,000 in full satisfaction of all claims by them for compensation for loss of office such sum to be divided amongst such directors as they may agree.

3. The corporation to pay to the officials in the regular employment of the Company who shall not be retained by the corporation in the same or similar office or employment and at the salary and on the terms and conditions in and on which they respectively were employed by the Company on the first day of January one thousand nine hundred and twelve compensation (on the Treasury scale) in respect of any loss of office or diminution of salary or income by reason of the transfer of the undertaking to the corporation the amount of such compensation (on the Treasury scale) in default of agreement to be determined by arbitration in accordance with the provisions of the Arbitration Act 1889 but in fixing such compensation in the case of any official who

A.D. 1912.

has been less than 10 years in the employment of the Company the arbitrator shall take into account any reasonable offer by the corporation to continue him in their employment.

For the purpose of this clause the term "officials" shall be deemed to mean the secretary and manager the solicitor the auditors (including the auditor appointed by the recorder) the superintendent of the works the office staffs and collectors of the Company.

4. The sale is subject to the rights of the holders of debenture stock and the corporation shall undertake to discharge all liabilities in respect of the same.

The debenture stock of the Company and the interest accruing thereon after the date of the transfer shall after that date continue to be a charge on the undertaking in the hands of the corporation to the same extent and with the same incidents as if the transfer had not taken place and as if the corporation were substituted for the company in respect of such debenture stock.

5. The Company shall not except with the consent of the corporation raise any capital in pursuance of the provisions of this Act prior to the first day of August one thousand nine hundred and thirteen save what is necessary for carrying on the undertaking and satisfying existing obligations.

6. The term "the undertaking of the Company" includes all reserve and other funds and all the works engines mains pipes and machinery lands and buildings plant (fixed and movable) and all other the real and personal property assets and effects of whatever nature and all the rights powers and privileges vested in or belonging to or had or enjoyed by the Company at the date of the transfer of the undertaking to the corporation.

7. After the date of the transfer and until the Company shall be finally wound up and dissolved the Company shall be entitled to retain the directors minute books the register of stockholders and shareholders and other books relating solely to the holders of stock or shares in and to the constitution of the Company and shall have access at all reasonable times to the other books documents and accounts relating to the transferred undertaking for the purpose of making up the accounts of the Company to the date of the transfer and for all other reasonable purposes in relation to the winding up of the Company and upon the winding up of the Company the said books retained by them shall be handed to the corporation.

8. In addition to the amount to be paid by the corporation to the Company under the foregoing provisions the corporation shall pay to the Company the taxed costs charges and expenses of obtaining this Act and of procuring any amendment of the Bill to be introduced

by the corporation in the next session of Parliament and also of and incident to the transfer of the undertaking and the winding up of the Company.

9. The undertaking of the Company shall be transferred to the corporation within six months after the confirmation of the purchase by Parliament.

10. The Company shall be entitled to retain or shall be paid by the corporation in addition to the price or consideration for the transfer of the undertaking such a sum as shall be necessary to enable the Company to pay dividends at the authorised rates from the date of the last payment of such dividends to the date of the transfer of the undertaking to the corporation.

11. The corporation shall also pay and discharge all the obligations and liabilities of the Company existing at the date of the transfer of the undertaking to the corporation.

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