

[8 EDW. 7.] *Interoceanic Railway of Mexico (Acapulco to Vera Cruz) Limited Act, 1908.* [Ch. x.]



CHAPTER X.

An Act to make provision for dealing with the arrears of dividend on the preferred shares of the Interoceanic Railway of Mexico (Acapulco to Vera Cruz) Limited and for the increase and re-arrangement of the capital of the Company and for other purposes. A.D. 1908.

[18th June 1908.]

WHEREAS the Interoceanic Railway of Mexico (Acapulco to Vera Cruz) Limited (in this Act called "the Company") was incorporated in the year one thousand eight hundred and eighty-eight under the Companies Acts 1862 to 1883 and the capital of the Company as fixed by its memorandum of association was two million five hundred thousand pounds divided into one hundred thousand preferred shares of ten pounds each (in this Act called "the first preferred shares") and one hundred and fifty thousand ordinary shares of ten pounds each and by a resolution of the Company passed on the twenty-seventh day of July one thousand eight hundred and ninety-one the capital of the Company was increased to two million seven hundred thousand pounds by the creation of twenty thousand new ordinary shares of ten pounds each such shares to rank in all respects as part of the original ordinary capital of the Company :

And whereas by Article 29 of the articles of association of the Company it is provided that in any final distribution of assets the first preferred shares shall be entitled to priority over the ordinary shares and by Article 55 of the said articles it is provided that every member shall have one vote for every share held by him and by Article 86 of the said articles it is provided that the profits of the Company available for dividend shall be

[Ch. x.] *Interoceanic Railway of Mexico (Acapulco to Vera Cruz) Limited Act, 1908.* [8 EDW. 7.]

A.D. 1908. — applied first in the payment of a cumulative dividend at the rate of seven per centum per annum on the amount paid or credited as paid on the first preferred shares and subject thereto the residue of such profits shall belong to and be divided among the holders of ordinary shares in proportion to the amount paid or credited as paid on their shares respectively :

And whereas the whole of the shares in the capital of the Company have been issued and are fully paid up :

And whereas the profits of the Company have been insufficient for the payment of the full dividend on the first preferred shares and on the thirtieth day of June one thousand nine hundred and seven the arrears of such dividends amounted to one million and eighty-five thousand four hundred and sixteen pounds and after deducting therefrom the dividend declared on such shares at the general meeting of the Company held on the sixteenth day of December one thousand nine hundred and seven there is a balance of such arrears amounting to one million and fifty-two thousand nine hundred and sixteen pounds or ten pounds ten shillings and sevenpence upon each of the first preferred shares :

And whereas there is no prospect of the Company being able to make up the said arrears :

And whereas it would be for the benefit of the holders of both classes of shares in the capital of the Company that provision should be made as contained in this Act for the creation and issue to the holders of the first preferred shares of five per centum non-cumulative new first preferred shares as consideration for the reduction of the rate of dividend on the first preferred shares held by them respectively and the surrender of the cumulative rights in respect of such dividend and of four per centum non-cumulative second preferred shares in satisfaction of all claims of the holders of the first preferred shares in respect of arrears of dividends thereon and that such other provision with reference to the capital of the Company as is contained in this Act should be made :

And whereas the objects of this Act cannot be attained without the authority of Parliament :

May it therefore please Your Majesty that it may be enacted and be it enacted by the King's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows :—

[8 EDW. 7.] *Interoceanic Railway of Mexico (Acapulco to Vera Cruz) Limited Act, 1908.* [Ch. x.]

A.D. 1908.

1. This Act may be cited as the Interoceanic Railway of Mexico (Acapulco to Vera Cruz) Limited Act 1908. Short title.

2.—(1) The directors of the Company may increase the capital of the Company to four million one hundred thousand pounds by the issue of forty thousand new first preferred shares of ten pounds each and one hundred thousand second preferred shares of ten pounds each. Increase of capital.

(2) The new first preferred shares (or the stock resulting from the conversion of those shares under the power to convert in this Act contained) shall be allotted and issued to and among the holders of the first preferred shares in proportion to the number of the first preferred shares held by them respectively and shall be accepted by such holders respectively as consideration for the reduction as in this Act provided of the rate of dividend on the first preferred shares held by them respectively and the surrender of the cumulative rights in respect of such dividend and the new first preferred shares or the stock resulting from such conversion as aforesaid shall as from the issue thereof be deemed for all purposes to be fully paid.

(3) The second preferred shares (or the stock resulting from the conversion of those shares under the power to convert in this Act contained) shall be allotted and issued to and among the holders of the first preferred shares in proportion to the number of the first preferred shares held by them respectively and shall be accepted by such holders respectively in discharge of all claims in respect of arrears of dividend on the first preferred shares held by them respectively up to the thirtieth day of June one thousand nine hundred and seven and the second preferred shares or the stock resulting from such conversion as aforesaid shall as from the date of issue be deemed for all purposes to be fully paid. Provided that second preferred shares (or the stock resulting from the conversion of those shares as aforesaid) shall not confer upon the holders thereof any right to vote or demand polls at meetings of the Company.

(4) The Company shall within three months after the passing of this Act deliver to the Registrar of Joint Stock Companies a statement of the increase of one million four hundred thousand pounds capital by this Act effected duly stamped with the duty of five shillings for every one hundred pounds of the said one million four hundred thousand pounds and in default of such

[Ch. x.] *Interoceanic Railway of Mexico (Acapulco to Vera Cruz) Limited Act, 1908.* [8 EDW. 7.]

A.D. 1908. delivery the duty with interest thereon at the rate of five per centum per annum from the passing of this Act shall be a debt to His Majesty recoverable from the Company.

Application of profits of Company.

3. Notwithstanding anything contained in the memorandum and articles of association of the Company but subject to any rights which under the powers contained therein may be attached to any new shares the profits of the Company for the year ending the thirtieth day of June one thousand nine hundred and eight and for each subsequent year which may (having regard to the articles of association including those relating to the creation of a reserve fund) be available for dividend shall be applied as follows (that is to say):—

First In payment of a non-cumulative dividend at the rate of five per centum per annum as from the thirtieth day of June one thousand nine hundred and seven on the first preferred shares and new first preferred shares or the stock resulting from the conversion of those shares under the power to convert in this Act contained;

Second In payment of a non-cumulative dividend at the rate of four per centum per annum as from the thirtieth day of June one thousand nine hundred and seven on the second preferred shares or the stock resulting from the conversion of those shares under the power to convert in this Act contained:

And the balance (if any) shall belong to and be divided among the holders of ordinary shares in proportion to the amount paid or credited as paid on the ordinary shares held by them respectively or (in the event of those shares being converted into stock under the power to convert in this Act contained) in proportion to the amount of the stock resulting from such conversion held by them respectively.

Alteration of articles of association.

4. Article 55 of the Company's articles of association is hereby varied by inserting after the words "Every member shall have one vote for every share held by him" the words "other than a second preferred share Provided that upon the conversion of the first preferred shares or new first preferred shares into stock every holder thereof shall be entitled to two votes for every three pounds of such stock held by him and upon the conversion of the ordinary shares into stock every holder thereof shall be entitled to one vote for every one pound of such stock held by him":

And as and from the passing of this Act there shall be substituted for Article 29 of the said articles of association as originally framed the following article (that is to say):—

A.D. 1908.

“In any distribution of surplus assets among the members
“ such surplus assets shall (subject to any rights
“ attached to new shares issued under the powers
“ contained in the articles) be applied first in repay-
“ ment of the amount paid or credited as paid on the
“ first preferred shares (in which expression is included
“ the preferred shares part of the original capital and
“ also the new first preferred shares authorised by the
“ Interoceanic Railway of Mexico (Acapulco to Vera
“ Cruz) Limited Act 1908) next in repayment of the
“ amounts paid or credited as paid on the second
“ preferred shares authorised by the said Act and
“ subject thereto in repayment of the amounts paid
“ or credited as paid on the ordinary shares and the
“ balance shall be divided among the holders of ordinary
“ shares in proportion to the number of ordinary shares
“ held by them respectively.”

5. Trustees executors administrators and all other holders in any representative or fiduciary capacity of the first preferred shares of the Company are hereby expressly authorised to accept and hold any shares or stock issued in respect of their existing holdings under the provisions of this Act.

Trustees &c. of existing preferred shares may hold shares or stock issued under this Act.

6. The new first preferred shares and the second preferred shares or the stock resulting from the conversion of those shares respectively under the power to convert in this Act contained to be issued to the holders of the first preferred shares of the Company under this Act shall respectively be held in the same rights on the same trusts and subject to the same powers provisions charges and liabilities as those in on or subject to which the first preferred shares in respect of which such new first preferred shares or second preferred shares or such stock as aforesaid are issued were held immediately before the date of such issue and the stock resulting from the conversion of the first preferred shares into stock under the said power to convert shall be held in the same rights on the same trusts and subject to the same powers provisions charges and liabilities as those in on or subject to which the first preferred shares so

As to trusts &c. in respect of new and converted shares.

[Ch. x.] *Interoceanic Railway of Mexico (Acapulco to Vera Cruz) Limited Act, 1908.* [8 EDW. 7.]

A.D. 1908. converted were held immediately before the date of such conversion and in every case so as to give effect to and not to revoke any deed will or other instrument or testamentary or other disposition disposing of or affecting such first preferred shares and every such deed will or other instrument or testamentary or other disposition shall take effect with reference to the whole or a proportionate part as the case may be of the new first preferred shares and second preferred shares or stock issued in respect thereof or of the stock into which the first preferred shares are converted.

Conversion of shares into stock.

7. The directors of the Company may without any further sanction convert the first preferred shares new first preferred shares second preferred shares and ordinary shares of the Company into stock and such conversion shall have the same effect (except as hereinbefore provided as to votes) as if made with the sanction of the Company previously given in general meeting and the powers conferred by this section may be exercised with regard to the new first preferred shares and the second preferred shares either before or after the same are allotted under the provisions of this Act but no such conversion shall be made unless all classes of shares shall be converted simultaneously.

As to accounts of Company.

8. The directors of the Company may in the accounts of the Company from time to time issued to the shareholders or otherwise published debit the capital account with the full nominal amount of the new first preferred shares and of the second preferred shares as if the same were capital issued and expended.

Provisions of Act to form part of regulations of Company.

9. The provisions of this Act shall form part of the regulations of the Company but nothing herein contained shall be deemed to prevent the Company from modifying or altering its memorandum of association or from altering its articles of association as hereby varied in accordance with the provisions of the Companies Acts 1862 to 1907.

Copy of Act to be registered.

10. The Company shall deliver to the Registrar of Joint Stock Companies a printed copy of this Act and he shall retain and register the same and if such copy is not so delivered within three months from the passing of this Act the Company shall incur a penalty not exceeding two pounds for every day after the expiration of those three months during which the default

continues and any director or manager of the Company who knowingly and wilfully authorises such default shall incur the like penalty. Every penalty under this section shall be recoverable summarily. There shall be paid to the registrar by the Company on such copy being registered the like fee as is for the time being payable under the Companies Act 1862 on registration of any document other than a memorandum of association. A.D. 1908.

11. 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. Costs of Act.

Printed by EYRE and SPOTTISWOODE, LTD.,
FOR
ROWLAND BAILEY, Esq., M.V.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, TWEEDDALE COURT, EDINBURGH; or
E. PONSONBY, 116, GRAFTON STREET, DUBLIN.

