

[18 & 19 GEO. 5.]      *Greenock and*      [Ch. lxxxii.]  
*Port Glasgow Tramways Company's Act, 1928.*



## CHAPTER lxxxii.

An Act to make provision as to the abandonment of the tramways owned or worked by the Greenock and Port Glasgow Tramways Company to authorise the Company to run omnibuses in substitution for tramcars on the routes of the said tramways and otherwise to enlarge their powers of running omnibuses to change the name of the Company to reduce the existing capital of the Company and to authorise them to raise additional capital and for other purposes.

A.D. 1928.

[3rd August 1928.]

**W**HEREAS the Greenock and Port Glasgow Tramways Company (hereinafter referred to as "the Company") were incorporated by the Greenock and Port Glasgow Tramways Act 1887 and are the owners of tramways in the burghs of Greenock and Port Glasgow authorised by the said Act of 1887 and by the Greenock and Port Glasgow Tramways Act 1899 and the Greenock and Port Glasgow Tramways Order 1902 which tramways are being worked by the Company under the powers conferred by the said Acts and Order :

And whereas the corporation of Greenock (hereinafter referred to as "the Greenock Corporation") are the owners of other tramways in the burgh of Greenock authorised by the Greenock Street Tramways Act 1871 as modified by subsequent Acts which tramways were until the fifteenth day of May one thousand nine hundred

A.D. 1928. — and twenty-eight worked by the Company under the terms of a lease made between the board of police of Greenock (the predecessors of the Greenock Corporation) and the Company and scheduled to the said Order of 1902 and are now being worked by the Company under a temporary arrangement with the Greenock Corporation :

And whereas the Gourock Corporation are the owners of tramways in the burgh of Gourock constructed under the power of the Vale of Clyde Tramways Acts 1871 1876 and 1888 which tramways are also being worked by the Company under the terms of a lease made between the commissioners of the burgh of Gourock (the predecessors of the Gourock Corporation) and the Company on the fifth day of February and the second day of March one thousand nine hundred and due to expire on Whitsunday nineteen hundred and twenty-nine :

And whereas the tramways of the Greenock Corporation connect the tramways of the Company with the tramways of the Gourock Corporation and the overhead equipment used for the working of the tramways of the said two corporations has been provided by the Company and all the said tramways are worked by the Company as a single system :

And whereas it is expedient that provision be made for the abandonment by the Company of their tramways if the traffic thereon is insufficient to allow the same to be worked remuneratively and the public needs are or can be met by services of omnibuses and for the abandonment by the Greenock Corporation and the Gourock Corporation of the tramways belonging to them respectively and for the annulment of the said lease of the tramways of the Gourock Corporation and for the removal by the Company (subject to the provisions of this Act) of the overhead equipment provided by them for working the tramways of both Corporations :

And whereas by section 11 of the said Order of 1902 the Company were empowered to run omnibuses within the said burghs of Greenock Port Glasgow and Gourock and an adjoining area defined in the said section but that power is limited to the running of omnibuses in connection with the Company's tramways or in certain events mentioned in the said section and it is expedient that the said limitation be repealed and that the Company be enabled to run services of omnibuses on the routes of the

said system of tramways (whether before or after the abandonment thereof) and elsewhere within the said burghs and adjoining area subject to the provisions of this Act : A.D. 1928.

And whereas on the seventeenth day of May nineteen hundred and twenty-seven the Company purchased ten thousand ordinary shares of one pound each in the capital of the Port Glasgow Motor Company Limited and it is expedient that the purchase of those shares be sanctioned and confirmed :

And whereas by the said Acts of 1887 and 1899 and the said Order of 1902 the Company were authorised to raise share capital to the total amount of one hundred and eighty-five thousand pounds the whole of which capital has been issued and fully paid up and consists of—

7,000 five per cent. preference shares of ten pounds each ; and

11,500 ordinary shares of ten pounds each ;

and the Company have no outstanding mortgages or other loan capital :

And whereas it is expedient that the existing share capital be reduced and that the Company be authorised to raise additional capital as by this Act provided :

And whereas it is expedient to change the name of the Company and to enact the other provisions of this Act :

And whereas the purposes aforesaid cannot be effected 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 :—

#### PRELIMINARY.

1.—(1) This Act may be cited as the Greenock and Port Glasgow Tramways Company's Act 1928. Short and collective titles.

(2) The Act of 1887 the Act of 1899 and the Order of 1902 as respectively amended by this Act and this Act may together be cited as the Greenock and Port Glasgow Tramways Acts and Order 1887 to 1928.

A.D. 1928.

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Incorporation of  
general  
Acts.

2. The following Acts (so far as applicable for the purposes of and not inconsistent with the provisions of the existing Acts and Order and this Act) are incorporated with and form part of this Act (that is to say):—

The Companies Clauses Consolidation (Scotland) Act 1845 except the provisions thereof relating to the conversion of borrowed money into capital;

The Companies Clauses Act 1863 as amended by subsequent Acts except Part III (Debenture stock).

Interpre-  
tation.

3. In this Act the several words and expressions to which meanings are assigned by the Companies Clauses Consolidation (Scotland) Act 1845 have the same respective meanings unless there be something in the subject or context repugnant to such construction. And unless the context otherwise requires—

“The Company” means the Greenock and Port Glasgow Tramways Company;

“The Act of 1887” “the Act of 1899” and “the Order of 1902” mean respectively the Greenock and Port Glasgow Tramways Act 1887 the Greenock and Port Glasgow Tramways Act 1899 and the Greenock and Port Glasgow Tramways Order 1902;

“The existing Acts and Order” means the Act of 1887 the Act of 1899 and the Order of 1902;

“The Greenock Corporation” “the Port Glasgow Corporation” and “the Gourock Corporation” respectively mean the corporation of Greenock and the provost magistrates and councillors of the respective burghs of Port Glasgow and Gourock;

“The Greenock lease” means the former lease between the board of police of Greenock (the predecessors of the Greenock Corporation) and the Company and scheduled to the Order of 1902;

“The Gourock lease” means the lease between the commissioners of the burgh of Gourock (the predecessors of the Gourock Corporation) and the Company and executed on the fifth day of February and second day of March nineteen hundred;

“ The Company's tramways ” means the tramways constructed by the Company under the existing Acts and Order; A.D. 1928.  
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“ The Greenock Corporation's tramways ” means the tramways belonging to the Greenock Corporation;

“ The Gourock tramways ” means the tramways belonging to the Gourock Corporation and set in lease to the Company by the Gourock lease;

“ The existing tramways ” means the Company's tramways the Greenock Corporation's tramways and the Gourock tramways;

“ The Company's omnibus area ” means the whole of the burghs of Greenock Port Glasgow and Gourock as existing at the commencement of the Order of 1902 and the area situate within a distance of five miles to the east west or south of the boundaries of the said burghs as so existing but extending in the direction of Kilmacolm so far only as Upper Port Glasgow siding on the Glasgow and South Western section of the London Midland and Scottish Railway;

“ The existing omnibus routes ” means—

(1) The route from West Burn Square Greenock to Bridgend via West Burn Street Kilblain Street George Square Nelson Street Newton Street Greenock West Station Roxburgh Street Regent Street Carnock Street East Stewart Street Arthur Street St. Lawrence Street Lauriston Street Belville Street and East Crawford Street;

(2) The route from West Burn Square Greenock to Cornhaddock via West Burn Street Kilblain Street George Square Nelson Street Newton Street Greenock West Station Orangefield Place Brachelston Street Murdies-ton Street Cornhaddock Street Drumfrochar Road Lynedoch Street Regent Street and Roxburgh Street to West Burn Square;

(3) The route from West Burn Square Greenock to Cornhaddock via West Burn Street Kilblain Street George Square Nelson Street Newton Street Greenock West Station

A.D. 1928.

Roxburgh Street Regent Street Lynedoch Street Drumfrochar Road Cornhaddock Street Murdieston Street Brachelston Street and Orangefield Place to West Burn Square;

(4) The route from West Burn Square Greenock to Smithston via West Burn Street Kilblain Street George Square Nelson Street Newton Street Greenock West Station Orangefield Place Brachelston Street and Inverkip Road;

(5) The route from the terminus of the Company's tramways in Port Glasgow to Carnegie via the main road;

“The undertaking” means the undertaking of the Company under the existing Acts and Order as amended by this Act and under this Act;

“Road authority” means with reference to any road or bridge with the immediate approaches thereto or any part thereof the authority company or person charged with or liable to contribute to the maintenance of such road or bridge with the immediate approaches thereto or any part thereof;

“Licensing authority” means an authority having jurisdiction to grant licences for an omnibus to ply for hire within any burgh or district wholly or partly included within the Company's omnibus area;

“Omnibus” means any stage carriage moved by animal power or by mechanical power (including in that expression steam electrical and every other motive power not being animal power) obtained from some internal source;

“The Minister” means the Minister of Transport;

“The existing preference shares” means the seven thousand preference shares of ten pounds each in the capital of the Company existing at the passing of this Act;

“The existing ordinary shares” means the eleven thousand five hundred ordinary shares of ten pounds each in the capital of the Company existing at the passing of this Act;

“ The existing shares ” means the existing preference shares and the existing ordinary shares; A.D. 1928  
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“ The appointed day ” means the first day of January nineteen hundred and twenty-nine;

“ The substituted preference shares ” means the forty-two thousand preference shares of one pound each into which the existing preference shares shall on the appointed day be converted under the provisions of this Act;

“ The substituted ordinary shares ” means the fifty-seven thousand five hundred ordinary shares of one pound each into which the existing ordinary shares shall on the appointed day be converted under the provisions of this Act;

“ The substituted shares ” means the substituted preference shares and the substituted ordinary shares;

“ Contingencies ” in section 125 of the Companies Clauses Consolidation (Scotland) Act 1845 as incorporated with the Act of 1887 the Act of 1899 the Order of 1902 and this Act shall with reference to the Company be construed to include the contingency of the Company's tramways or any of them or any works or equipment forming part or used for the working of the Company's tramways being purchased under the Tramways Act 1870 or under the existing Acts and Order or under any other Act or Order as respectively modified by the section of this Act of which the marginal note is “ As to purchase of Company's undertaking.”

#### CHANGE OF NAME AND OBJECTS.

4. After the passing of this Act the name of the Company shall be the Greenock Motor Services Company. Change of name.

5.—(1) After the passing of this Act the Company shall be deemed to be incorporated for the purpose of providing road transport services and for other the purposes of the existing Acts and Order as amended by this Act and of this Act and of any other Act or Order from time to time relating to the Company and Objects of Company.

A.D. 1928. — their undertaking shall be called "the Greenock motor services."

(2) So much of section 4 (Company incorporated) of the Act of 1887 as is inconsistent with subsection (1) of this section is hereby repealed.

#### ABANDONMENT OF TRAMWAYS.

As to  
abandon-  
ment of  
Company's  
tramways.

6.—(1) Where on any application made to him by the Company the Minister is satisfied—

(a) that it is just and expedient that an order should be made under the provisions of this section having regard to the financial results of working the Company's tramways and to any other relevant circumstances; and

(b) that the requirements of public traffic on the routes of the Company's tramways are or can be adequately served by services of omnibuses;

the Minister may by order authorise the abandonment of the Company's tramways and prescribe a date (in this section referred to as "the prescribed date") which shall not be earlier than six weeks from the making of the order on which date the abandonment shall take effect.

(2) Before making an order under this section the Minister shall—

(a) require the Company to give public notice of the application for the order and as to the manner in which and the time within which representations may be made and to give a similar notice in writing to the Greenock Corporation and the Port Glasgow Corporation; and

(b) consider any representations which may be duly made.

(3) If any order be made by the Minister under subsection (1) of this section the following provisions shall (notwithstanding anything in the existing Acts and Order or in any agreement existing at the passing of this Act and referring directly or indirectly to the Company or the undertaking) have effect (that is to say):—

(a) As from the prescribed date the Company shall discontinue the working of the Company's tramways and all powers obligations and liabilities of the Company in relation to the



Company's tramways existing under or by virtue of any Act order lease agreement or other instrument whatsoever shall (except as hereinafter in this subsection expressly mentioned) cease and determine; A.D. 1928.

(b) Subject to the provisions of section 8 (Further provisions as to overhead equipment) of this Act and except as may be otherwise agreed between the Company and the Greenock Corporation and the Port Glasgow Corporation or either of them under section 9 (Agreements with local authorities) of this Act or by any agreement between the Company and any road authority the Company shall—

(i) within six months from the prescribed date take up and remove the Company's tramways and all rails paving setts posts cables works apparatus and equipment forming part thereof or provided and used in connection therewith; and

(ii) with all convenient speed after such taking up and removal fill in the ground and make good the surface of and to the reasonable satisfaction of the road authority restore the portion of the road or footpath disturbed by such taking up and removal to as good a condition as that in which it was before such rails paving setts posts cables works apparatus and equipment were laid or placed therein and clear away all surplus paving metalling or other material or rubbish occasioned by such work and in the meantime cause the place where the road or footpath is opened or broken up to be fenced and watched and properly lighted at night;

(c) The Company may subject to the provisions of the said section 8 appropriate use sell or otherwise dispose of any such rails paving setts posts cables works apparatus and equipment as aforesaid so taken up and removed by them;

(d) If the Company fail to comply with their obligations under paragraph (b) (i) of this subsection within the period of six months from

A.D. 1928.

the prescribed date or fail to comply with their obligations under paragraph (b) (ii) of this subsection within the period of one month after the expiration of the said six months or after compliance with the said paragraph (b) (i) (whichever is the earlier) the road authority may at any time after such respective periods themselves do the works and things necessary for complying with such obligations and may recover from the Company the cost reasonably incurred by them in so doing.

(4) If any difference shall arise under the provisions of subsection (3) of this section between the Company and the Greenock Corporation or the Port Glasgow Corporation or any road authority the difference shall on the application of either party be referred to and determined by the Minister whose decision shall be final.

As to  
Greenock  
Corpora-  
tion's tram-  
ways and  
Gourock  
tramways.

7.—(1) (a) As from the passing of this Act all then existing obligations (if any) of the Company under any Act Order lease agreement or other instrument relating in any way to the running of services of tramcars on the Greenock Corporation's tramways or the maintenance of those tramways or any of them or the works and equipment thereof or any part of any roadway or footpath in which those tramways works and equipment are situate shall become and be wholly repealed and annulled Provided that the Company shall on the terms of the temporary arrangement entered into with the Greenock Corporation in the month of May nineteen hundred and twenty-eight continue to operate a service of tramcars on the Greenock Corporation's tramways until the date defined in the immediately preceding section of this Act as "the prescribed date" or the date specified in any order made under paragraph (b) of this subsection whichever date shall be the earlier.

(b) At any time after the passing of this Act the Minister may on the application of the Greenock Corporation by order authorise the Greenock Corporation to abandon or discontinue temporarily or permanently any of the Greenock Corporation's tramways from such date as may be specified in the order.

(2) (a) As from the passing of this Act the fifth and tenth clauses of the Gourock lease shall become and be

cancelled and annulled and all obligations on the Company under the Gourock lease or under any Act Order agreement or other instrument to run or work services of tramcars on the Gourock tramways shall become and be wholly repealed and annulled. Save as aforesaid the Gourock lease shall continue in force and be binding on the Gourock Corporation and the Company until Whitsunday nineteen hundred and twenty-nine or the date on which the Gourock Corporation commence to take up the Gourock tramways whichever shall be the earlier and as from the same date all provisions of the Gourock lease other than the said fifth and tenth clauses thereof so far as then in force shall become and be cancelled and annulled for all purposes whatsoever and all then existing obligations on the Company under any Act Order lease agreement or other instrument relating in any way to the Gourock tramways or the maintenance of those tramways or any of them or the works and equipment thereof or any part of any roadway or footpath in which those tramways works and equipment are situate shall become and be wholly repealed and annulled.

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(b) Notwithstanding the repeal of the said fifth clause of the Gourock lease the Company shall in accordance with that clause continue to operate a service of tramcars on the Gourock tramways until the date on which the service of tramcars on the Greenock Corporation's tramways shall be discontinued by the Company.

(c) At any time after the passing of this Act the Minister may on the application of the Gourock Corporation by order authorise the Gourock Corporation to abandon or discontinue temporarily or permanently any of the Gourock tramways from such date as may be specified in the order.

(3) As from the date specified in any order of the Minister made under the foregoing provisions of this section the powers liabilities duties and obligations conferred or imposed on the Greenock Corporation or the Gourock Corporation by any Act Order lease agreement or other instrument relating to any tramways to which the order of the Minister relates shall cease and determine and the Greenock Corporation or the Gourock Corporation may take up and remove the rails of those tramways from

A.D. 1928. — the surface of the road and restore the portion of the road in which those rails were laid.

(4) Before making any order under the foregoing provisions of this section the Minister may hold such inquiry as he may consider desirable.

(5) (a) As soon as practicable after the expiration of one month from the date of the discontinuance by the Company of services of tramcars on the Greenock Corporation's tramways and the Gourock tramways under the foregoing provisions of this section and whether or not any order shall be made by the Minister under those provisions for the abandonment of the Greenock Corporation's tramways or the Gourock tramways or any of them the Company shall (subject to the provisions of section 8 (Further provisions as to overhead equipment) of this Act) take up and remove and may appropriate use sell or otherwise dispose of all posts standards brackets wires and other overhead equipment belonging to them and used or formerly used for working the Greenock Corporation's tramways and the Gourock tramways or any of them and on the taking up and removal thereof the Company shall (subject to any agreement which may be made between the Company and the road authority) with all convenient speed fill in the ground and make good the surface of and to the reasonable satisfaction of the road authority restore the portion of the road or footpath in which such overhead equipment was situate to as good a condition as that in which it was before the overhead equipment was laid or erected therein and shall clear away all material and rubbish occasioned by such work.

(b) At the expiration of six months from the last mentioned date any such overhead equipment as is referred to in paragraph (a) of this subsection and not so taken up and removed by the Company within the said period of six months shall vest in the road authority for the road or footpath in or upon which the overhead equipment shall remain and the road authority may take up and remove the overhead equipment and may fill in the ground and make good the surface of and restore the portion of the road or footpath in which such overhead equipment was situate and recover the expense reasonably incurred by them in respect thereof from the Company

after deducting the value of the overhead equipment so vested in them. A.D. 1928.

(c) If any difference shall arise under this subsection between the Company and any road authority the difference shall on the application of any party be referred to and determined by the Minister whose decision shall be final.

8.—(1) (a) If within one month from the making of any order under section 6 (As to abandonment of Company's tramways) of this Act authorising the abandonment of the Company's tramways the Greenock Corporation or the Port Glasgow Corporation shall give notice to the Company that they desire for the purpose of supporting any overhead wires or cables or otherwise that any of the posts standards brackets or overhead equipment in the burgh of Greenock or the burgh of Port Glasgow (as the case may be) and used or formerly used for working the Company's tramways shall not be removed by the Company or (b) if within one month from the date of the discontinuance by the Company of services of tramcars on the Greenock Corporation's tramways or the Gourock tramways under the immediately preceding section of this Act the Greenock Corporation or the Gourock Corporation give notice to the Company that they desire for the purpose of supporting any overhead wires or cables or of working the Greenock Corporation's tramways or the Gourock tramways (as the case may be) or otherwise that any of the posts standards brackets or overhead equipment in the burgh of Greenock or the burgh of Gourock (as the case may be) used or formerly used for working the Greenock Corporation's tramways or the Gourock tramways (as the case may be) shall not be removed by the Company then notwithstanding anything in section 6 (As to abandonment of Company's tramways) or section 7 (As to Greenock Corporation's tramways and Gourock tramways) of this Act the Company shall sell and the Corporation giving the notice shall purchase the posts standards brackets and overhead equipment to which the notice relates upon terms to be agreed between the Corporation and the Company or failing agreement to be determined by the Minister.

Further provisions as to overhead equipment.

(2) If any notice be given under subsection (1) of this section by any of the said corporations with respect

A.D. 1928. — to any posts standards brackets and overhead equipment used or formerly used for working any of the existing tramways any obligation imposed upon the Company by this Act to take up and remove the posts standards brackets and overhead equipment to which the notice relates shall cease.

(3) If any difference shall arise under this section between the Company and any of the said corporations the difference shall on the application of either party be referred to and determined by the Minister whose decision shall be final.

Agreements  
with local  
authorities.

9. The Company on the one hand and the Greenock Corporation the Port Glasgow Corporation and the Gourock Corporation or any one or two of them on the other hand may enter into and carry into effect agreements for and with respect to the removal of any of the existing tramways and the works apparatus and equipment forming part thereof or connected therewith and the reinstatement of the roadway or footpath in which any such tramway works apparatus or equipment is situate and for and with respect to any other of the purposes or provisions of section 6 (As to abandonment of Company's tramways) or section 7 (As to Greenock Corporation's tramways and Gourock tramways) of this Act.

#### PROVISIONS AS TO OMNIBUSES.

Extension of  
Company's  
powers of  
running  
omnibuses.

10. Section 11 (Power to provide and run a service of omnibuses and vans) of the Order of 1902 shall after the passing of this Act be read and have effect as if in subsection (1) thereof the words from "in connection with" to the end of the subsection were omitted therefrom :

Provided always that no omnibuses shall be run by the Company over any routes in the burghs of Greenock Port Glasgow and Gourock other than the routes of the existing tramways and the existing omnibus routes and any other routes which may be approved by the local and road authorities concerned Provided further that the approval of a local or road authority shall not be unreasonably withheld and any question whether or not any such approval has been unreasonably withheld shall be determined by the Minister.

11.—(1) After the passing of this Act the Company shall subject to the provisions of this Act run and continue to run on all the existing omnibus routes adequate and satisfactory services of omnibuses.

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—  
Obligatory  
omnibus  
services.

(2) On the date on which services of tramcars on any of the existing tramways shall be discontinued in accordance with section 6 (As to abandonment of Company's tramways) or section 7 (As to Greenock Corporation's tramways and Gourock tramways) of this Act the Company shall commence to run and shall thereafter (subject to the provisions of this Act) continue to run adequate and satisfactory services of omnibuses on the routes of the tramways on which services of tramcars have been so discontinued.

(3) The adequate and satisfactory services of omnibuses to be run by the Company under this section shall be such services (including services for artizans mechanics and daily labourers) as may from time to time be agreed between the Company and the local authorities concerned or in case of difference settled on the application of the Company or the local authority by the Minister Provided that if the Company shall at any time satisfy the Minister that the whole of the services then being run by the Company in pursuance of the foregoing provisions of this section does not yield a reasonable profit (after paying all proper expenses of and in connection with the working of those services and all other costs charges and expenses properly chargeable to revenue in connection with those services and making proper allowance for depreciation) the Minister may authorise such variation of those services or any of them or the discontinuance of such one or more of those services as he may think fit in order that the whole of the services to be run by the Company under this section shall yield a reasonable profit and if the Company satisfy the Minister that no adequate and satisfactory services of omnibuses can be run in accordance with the provisions of this section so as to yield a reasonable profit the Minister may declare that the Company's rights powers and obligations under this section shall cease and determine and in that event the provisions of the next succeeding section of this Act shall be no longer binding on the Greenock Corporation the Port Glasgow Corporation or the Gourock Corporation.

A.D. 1928.

(4) If the Company fail to run such adequate and satisfactory services of omnibuses as they are for the time being required to run under this section they shall forfeit and pay to the local authority for the burgh where the failure occurs (who may sue for and recover the same) a sum not exceeding ten pounds for every day on which the failure occurs. Provided that where the failure occurs in more than one burgh the Company shall not be liable for more than one penalty for any one day on which any such failure occurs.

(5) If any failure by the Company to run adequate and satisfactory services of omnibuses on any route where such services are for the time being required to be run as aforesaid is due to the refusal by any licensing authority to grant any licences to ply for hire for which the Company have applied or to any strike or other cause beyond the control of the Company such failure shall not render the Company liable to any penalty under subsection (4) of this section nor relieve any local authority from the restrictions contained in subsection (1) of the next succeeding section of this Act or deprive the Company of any benefit or protection conferred on them by that section.

Limiting  
competition  
with Com-  
pany's  
omnibus  
services.

**12.**—(1) If and so long as the Company are running such adequate and satisfactory services of omnibuses in the burghs of Greenock Port Glasgow and Gourock as they are for the time being required to run under section 11 (Obligatory omnibus services) of this Act neither the Greenock Corporation nor any other local authority having power so to do shall run any service of omnibuses or other passenger transport service along the route of or in competition with the said services of the Company or enter into any agreement with any other local authority company body or person to provide any such service or in any way facilitate the provision of any such service by any such other local authority company body or person.

(2) (a) The respective licensing authorities for the burghs of Greenock Port Glasgow and Gourock when licensing an omnibus to ply for hire may (subject to the provisions of this section) attach to any such licence conditions with respect to the routes upon which such omnibus may or shall not ply for hire within the burgh to which the licence relates. Provided that omnibuses



belonging to the same proprietor may be transferred by him from one route to another so long as he does not at one and the same time allow a greater number of his vehicles to ply for hire on any one route than the number of licences which he holds for that route.

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(b) The respective licensing authorities for the burghs of Greenock Port Glasgow and Gourock when considering any application for a licence to ply for hire and whether any such conditions as aforesaid should be attached to the licence if granted or renewed and the nature of any conditions to be so attached shall have due regard to the obligations of the Company under the said section 11 of this Act and the decision of the licensing authority shall be posted for inspection at the head office of the licensing authority.

(c) Nothing in this subsection shall be deemed to prejudice the renewal (in the name of the licensee or his personal representative) of any licence to ply for hire with an omnibus in the burgh of Greenock Port Glasgow or Gourock if the licence was in force in that burgh on the first day of May nineteen hundred and twenty-eight or to prevent the grant of a licence to ply for hire in any of the said burghs with an omnibus substituted by the licensee or his personal representative for any particular omnibus in respect of which a licence to ply for hire in that burgh was in force on the said date. For the purposes of this paragraph any omnibus in respect of which a licence to ply for hire in the burgh of Greenock was in force on the said first day of May nineteen hundred and twenty-eight and was plying for hire in the burgh of Port Glasgow on that date shall be deemed to have been licensed to ply for hire in the burgh of Port Glasgow as well as the burgh of Greenock on that date.

(3) (a) The proprietor of any omnibus deeming himself aggrieved by any condition which the licensing authority may in pursuance of the immediately preceding subsection of this section have attached to any licence issued to him may appeal to the Minister and the Minister shall have power to make such order thereon as he shall think fit after hearing the representations of the Company.

(b) Every order made by the Minister under this subsection shall be final and not subject to appeal to any court and shall be enforceable at the instance of the

A.D. 1928. Minister or the Company or of any proprietor who has appealed under paragraph (a) of this subsection by civil proceedings concluding for interdict decree ad factum praestandum or such other remedy as may be appropriate.

(4) Nothing in this section shall be deemed—

(a) to apply to any service of omnibuses run by any local authority or by any company body or person under a working agreement with any local authority along the route of any of the services which the Company are for the time being running in accordance with the said section 11 of this Act if and so long as no passenger conveyed by any omnibus used for the first-mentioned service is both taken up and set down on any one journey on the route of any of the Company's said services in the burghs of Greenock Port Glasgow and Gourock; or

(b) to prevent the grant or renewal of any licence to ply for hire with an omnibus on the condition that no passenger conveyed by the omnibus to which the licence relates shall be both taken up and set down on any one journey on the route of any of the Company's said services.

Power to provide garages &c.

**13.** The Company may purchase by agreement take on lease and hold lands and buildings and may erect on any lands acquired by them omnibus carriage and motor houses buildings and sheds and may provide such plant appliances and conveniences as may be requisite or expedient for the establishment running equipment maintenance and repair of such omnibuses or may use and adapt any of their existing tramsheds for the said purposes or any of them but the Company shall not create or permit any nuisance on any lands upon which they erect any such houses buildings or sheds.

Provisions as to Company's omnibuses.

**14.**—(1) Every omnibus provided under the Order of 1902 as amended by this Act and moved by electrical power shall be so equipped and worked as to prevent any interference with telegraphic communication by means of any telegraphs of the Postmaster-General.

(2) The Company shall perform in respect of the omnibuses provided under the Order of 1902 as amended

by this Act such services in regard to the conveyance of mails as are prescribed by the Conveyance of Mails Act 1893 in the case of a tramway to which the Act applies.

A.D. 1928.

(3) The provisions of section 51 (Penalty on passengers practising frauds on the promoters) and section 56 (Recovery of tolls penalties &c.) of the Tramways Act 1870 shall apply to and in relation to the omnibuses provided under the Order of 1902 as amended by this Act as if they were carriages used on tramways.

(4) The Company may make byelaws for regulating the travelling in or upon such omnibuses and for the prevention of nuisances in or upon such omnibuses or in or against any premises held by the Company in connection therewith.

**15.**—(1) Notwithstanding anything in section 11 of the Order of 1902 the fares and charges to be demanded and taken by the Company for the conveyance of passengers on any omnibuses run by the Company under the powers of that section and of this Act shall not exceed such maximum fares and charges (including separate maximum fares and charges in respect of services for the conveyance of artizans mechanics and daily labourers) as may from time to time be agreed between the Company and the local authorities concerned or in case of difference settled on the application of the Company or any such local authority by the Minister.

Fares and charges.

(2) Any application for a revision of such maximum fares or charges may be made by the Company or by the local authority of any district in which such omnibuses are run.

(3) Every passenger in an omnibus so run by the Company may take with him personal luggage not exceeding twenty-eight pounds in weight without extra charge but all such luggage shall be carried by hand and shall not occupy any part of a seat nor be of a form or description to annoy or inconvenience other passengers.

(4) A list of the fares and charges for the time being charged by the Company in respect of their omnibuses under the provisions of the Order of 1902 and this Act shall be exhibited in a conspicuous place inside each of the omnibuses and such fares and charges shall be paid to

A.D. 1928. — such persons and in such manner as the Company may by notice annexed to such list appoint.

Working  
and other  
agreements.

**16.**—(1) The Company and any local authority empowered to run omnibuses within the Company's omnibus area may enter into and carry into effect agreements for the working user management and maintenance of all or any of the omnibus services which the contracting parties are empowered to provide subject to the provisions of the respective Acts and Orders under which such omnibus services are authorised.

(2) The Company and any company body or person may enter into and carry into effect agreements for the working user management and maintenance subject to the provisions of this Act of any omnibus services which the Company are by the Order of 1902 and this Act empowered to provide.

(3) The Company and any such local authority company body or person as aforesaid may also enter into and carry into effect agreements for all or any of the following purposes (that is to say):—

(a) The working user management and maintenance of any omnibuses lands depôts buildings sheds and property provided in connection with any omnibus services within the Company's omnibus area and the right to provide and use the same and to demand and take the fares and charges authorised in respect of such services;

(b) The supply by any of the contracting parties under and during the continuance of any such agreement under this section of omnibuses and conveniences in connection therewith necessary for the purposes of such agreement and the employment of officers and servants;

(c) The interchange accommodation conveyance transmission and delivery of traffic arising on or coming from or destined for any omnibus service of the contracting parties within the Company's omnibus area;

(d) The payment collection and apportionment of the fares and charges and other receipts arising from any such omnibus service as aforesaid.

(4) The Company may subscribe for purchase hold and dispose of shares stock or securities in any company.

with whom the Company may have entered into any agreement under the provisions of this section or in any company manufacturing or dealing in any omnibuses vans and other road vehicles or appliances and articles used in or in connection with the manufacture provision or running of road vehicles and may lend money on mortgage bond or other security to any such company or to any firm or person manufacturing or dealing in such vehicles appliances or articles and the purchase by the Company of ten thousand shares in the capital of the Port Glasgow Motor Company Limited is hereby sanctioned and confirmed Provided that the amount subscribed and lent by the Company under this subsection including the sum expended in the purchase of the last-mentioned shares shall not at any time exceed one-half of the issued capital of the Company for the time being.

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17. The Company may run through omnibuses along any route in the Company's omnibus area or any specified portion of any such route and such omnibuses shall be distinguished from other omnibuses in such manner as may be directed by the Company and they may demand and take for every passenger carried by such omnibuses a fare or charge not exceeding the maximum fare or charge for the time being authorised or chargeable for and in respect of the whole of such route or the whole of the portion thereof traversed by any such omnibuses.

Through omnibuses.

18.—(1) Notwithstanding anything in this Act to the contrary the Company may on any occasion run and reserve omnibuses on any route in the Company's omnibus area for any special purpose which the Company may consider necessary or desirable provided that such special omnibuses shall be distinguished from other omnibuses in such manner as the Company may direct.

Power to reserve omnibuses for special purposes.

(2) The Company may make byelaws and regulations for prohibiting the use of any such omnibuses by any persons other than those for whose conveyance the same are reserved.

(3) The restrictions contained in this Act as to fares or charges shall not extend to any omnibus run for special purposes and in respect thereof the Company may demand and take such fares or charges as they shall think fit.

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Shelters and  
waiting  
rooms.

**19.** The Company may erect and maintain shelters or waiting rooms for the accommodation of passengers on any omnibus route established under the authority of the Order of 1902 and this Act and may with the consent of the local and road authority use for that purpose portions of the public streets or roads.

Cloak-  
rooms &c.

**20.** The Company may provide cloakrooms and rooms or sheds for the storage of bicycles tricycles and other vehicles at any depôt or building used by them in connection with the omnibus undertaking and at suitable places on any of their routes and the Company may make charges for the use of such cloakrooms rooms and sheds and for the deposit of articles and things and bicycles tricycles and other vehicles therein but shall not use for the purpose any part of a public road or street without the consent of the road authority.

Power to  
provide  
vehicles  
and equip-  
ment.

**21.** The Company may for the purpose of exercising the powers conferred on them by section 11 of the Order of 1902 and this Act purchase provide and hire but shall not manufacture omnibuses vans and other road vehicles and any apparatus and things which may be necessary for or incidental to the working of such omnibuses vans and road vehicles.

Byelaws.

**22.** All byelaws made by the Company under the provisions of this Act shall be made subject to and in accordance with the provisions of the Tramways Act 1870 with respect to the making of byelaws but this section shall not be deemed to apply to byelaws made by the Company under section 127 of the Companies Clauses Consolidation (Scotland) Act 1845 as incorporated with this Act.

For protec-  
tion of  
Greenock  
Corporation.

**23.** Except in so far as in this Act specifically and expressly provided nothing in this Act shall diminish take away or prejudice any legal rights and claims of or competent to the Greenock Corporation under and in virtue of the Greenock lease and the agreement between the Greenock Corporation and the Company dated the eighteenth and twenty-fourth days of September nineteen hundred and six and in particular nothing in this Act shall affect the right of the Greenock Corporation (if any) to recover moneys under the fifth clause of and any right or claim competent to them in respect of

the sum of fourteen thousand pounds referred to in the said lease and any such rights or claims may be prosecuted and enforced as if this Act had not been passed. Provided always that the Company shall not be under any obligation actually to renew the Greenock lease which obligation (if any exists) shall cease and determine.

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**24.** Notwithstanding anything in the Order of 1902 or this Act the following provisions for the protection of the Renfrew County Council (in this section referred to as "the county council") shall except so far as may be otherwise agreed between the county council and the Company have effect (namely):—

For protec-  
tion of  
Renfrew  
County  
Council.

- (1) The Company shall not run a service of omnibuses on any road in the county of Renfrew and for which the county council are the road authority other than roads classified by the Minister of Transport as "Class 1 roads";
- (2) The Company shall not run a service of omnibuses on any route in the said county unless adequate provision has been made to the satisfaction of the county council or the Minister for the turning of the omnibuses used on that service;
- (3) The Company shall erect at or near every turning point of an omnibus route of the Company in the said county a suitable notice or sign to be approved by the county council or (if their approval is unreasonably withheld) by the Minister indicating that the point is the turning point of the route.

**25.** For the protection of the London Midland and Scottish Railway Company (in this section called "the railway company") the following provisions shall unless otherwise agreed between the Company and the railway company have effect (that is to say):—

For protec-  
tion of  
London  
Midland and  
Scottish  
Railway  
Company.

- (1) On the taking up and removal by the Company under section 6 (As to abandonment of Company's tramways) of this Act of any rails paving setts posts cables works apparatus and equipment situate on any bridge and bridge approaches maintainable by the railway company the Company shall restore the surface of the

A.D. 1928.

bridge and approaches to the reasonable satisfaction of the railway company :

- (2) On the taking up and removal by the Company under section 7 (As to Greenock Corporation's tramways and Gourock tramways) of this Act of any posts standards brackets wires and other overhead equipment belonging to the Company and situate on any such bridge and bridge approaches the Company shall restore the road or footway of the bridge and approaches to the reasonable satisfaction of the railway company :
- (3) Any dispute which shall arise between the Company and the railway company under the foregoing provisions of this section shall be referred to and determined by an arbiter who shall be an engineer to be appointed (failing agreement) by the President of the Institution of Civil Engineers on the application of either party :
- (4) The Company shall not exercise the powers of the sections of this Act whereof the marginal notes respectively are "Shelters and waiting rooms" and "Cloakrooms &c." on any bridge or road belonging to or maintained by the railway company or so as to obstruct the convenient access to or exit from any station depôt or other property of the railway company :
- (5) Nothing in this Act shall impose any obligation on or enlarge any existing obligations of the railway company to strengthen adapt alter or reconstruct any bridge or road maintainable by them.

#### FINANCIAL PROVISIONS.

Power to  
apply  
existing  
funds.

26. The Company may from time to time apply towards any of the purposes of this Act or to the general purposes of the undertaking (being purposes to which capital is properly applicable) any moneys which they have raised or may hereafter raise under any Act or Order and which may not be required for the purposes to which by the respective Act or Order such moneys are made applicable.



**27.**—(1) On the appointed day the existing preference shares shall become and be converted into forty-two thousand preference shares of one pound each entitled to a fixed preferential dividend of five per centum per annum and the existing ordinary shares shall become and be converted into fifty-seven thousand five hundred ordinary shares of one pound each.

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—  
Conversion  
and reduc-  
tion of  
existing  
shares.

The substituted shares into which the existing shares shall be so converted shall be deemed to be fully paid up and shall be by virtue of this Act vested in the holders on the appointed day of the existing shares according to their respective holdings as follows:—

For each existing preference share six substituted preference shares;

For each existing ordinary share five substituted ordinary shares.

(2) The substituted shares which become vested in the holders of the existing shares under the foregoing provisions of this section shall be registered in the respective names of those holders in the books of the Company forthwith after the appointed day and shall rank for dividend as from the appointed day. As from the same date the existing shares shall cease to bear any dividend and all arrears of dividend due thereon shall become and be cancelled and annulled.

**28.**—(1) The several persons who immediately before the appointed day appear on the registers of the Company to be holders of existing shares or the respective executors or representatives of such persons shall for the purposes of this Act and subject to the provisions of the section of this Act of which the marginal note is “Transfers &c. of existing shares although by present name to be valid” be deemed to be the holders of existing shares of the number and class stated in the registers and on and after the appointed day the registers of transfers of the existing shares shall be permanently closed and (except as provided by the aforesaid section of this Act) no transfer of any existing shares made on or after the appointed day shall as between the Company and the party claiming thereunder be of any effect.

Company's  
books to be  
evidence as  
to holders of  
shares.

(2) The issue by the Company of certificates for substituted preference shares or substituted ordinary shares in accordance with the foregoing provisions of this

A.D. 1928. — Act to the persons whose names appear by the said registers to be registered holders of existing shares or to the respective executors or representatives of such persons or to the persons entitled thereto pursuant to the aforesaid section of this Act shall be sufficient discharge to the Company for all purposes.

Substituted shares to be held on same trusts &c. as existing shares.

**29.** All substituted shares vested in the holders of existing shares under the foregoing provisions of this Act shall be held in the same rights upon the same trusts and subject to the same powers provisions charges and liabilities as those in upon or subject to which the existing shares were held immediately before the appointed day and shall be dealt with applied and disposed of accordingly and so as to give effect to and not to revoke any deed will or other instrument disposing of or affecting any such existing shares and trustees executors administrators and all other holders in any representative or fiduciary capacity and persons under disability may and shall accept the substituted shares which under the foregoing provisions of this Act are vested in them respectively in substitution for the existing shares held by them and may subject to the provisions of this Act retain dispose of or otherwise deal with the same as fully and freely in all respects as they might have retained disposed of or otherwise dealt with such existing shares.

Certificates of existing shares to be called in and others issued.

**30.—(1)** The Company shall call in the certificates of the existing shares and shall issue in exchange for those certificates to the respective holders thereof free of charge certificates of substituted preference shares or substituted ordinary shares of the respective number to which those holders are by this Act respectively entitled but no holder shall be entitled to a new certificate until he shall have delivered up to the Company to be cancelled the existing certificate for which such certificate is to be substituted or shall have proved to the reasonable satisfaction of the directors the loss or destruction thereof and shall have given such guarantee or indemnity in respect thereof as the directors may require.

(2) Until the issue of new certificates the holders of the existing certificates shall (according to the number of substituted preference shares or substituted ordinary shares to be issued by virtue of this Act in substitution for the existing shares which such certificates respectively represent) have and possess the same rights and privileges

as if the existing certificates were certificates for those respective numbers and class of substituted shares but if any holder of existing shares fails to send or deliver to the Company his existing certificate or certificates within the period of six months after notice in writing sent to such holder by post to the address appearing in the shareholders' address books the Company may suspend the payment of any dividend declared or made payable on or in respect of the substituted preference shares or substituted ordinary shares so vested in him until such existing certificate or certificates is or are sent or delivered to the Company or is or are proved to the reasonable satisfaction of the directors to have been lost or destroyed and such guarantee or indemnity is given in respect of such lost or destroyed certificate or certificates as the directors may require.

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**31.** All transfers or other dispositions of any existing shares made but not registered prior to the issue to the holder of the shares of the certificate for substituted preference shares or substituted ordinary shares to which the holder is entitled under the foregoing provisions of this Act shall notwithstanding this Act be valid and have due effect given to them respectively as transfers or dispositions of the respective number and class of substituted shares which are substituted under the provisions of this Act for the existing shares thereby expressed to be transferred or disposed of although the instrument transferring or disposing thereof shall describe the same by the name or denomination which the shares transferred or disposed of had before conversion under this Act and any bequest of or any covenant or provision of any deed or agreement relating to any specific number and class of existing shares shall be held to apply to the number and class of substituted shares which under the provisions of this Act are substituted for such specific number and class of existing shares.

Transfers  
&c. of  
existing  
shares  
although  
by present  
name to be  
valid.

**32.—(1)** The Company may (subject to the provisions of Part II of the Companies Clauses Act 1863) raise any additional capital not exceeding in the whole one hundred thousand five hundred pounds by the issue at their option of new ordinary shares or new preference shares or wholly or partially by either of those modes Provided that not more than fifty-eight thousand pounds of the capital by this section authorised shall be raised

Power to  
raise  
additional  
capital.

A.D. 1928. — by preference shares Provided also that the Company shall not issue any share of less nominal value than one pound nor shall any share vest in the person accepting it unless and until a sum not being less than one-fifth of the amount of the share shall have been paid in respect thereof.

(2) Any new preference shares to be issued under the powers of this section may be issued so as to rank as regards priority of dividend as part of and *pari passu* with the existing preference shares or the substituted preference shares into which those shares shall become converted under the foregoing provisions of this Act or any new preference shares to be hereafter issued by the Company and with such rights as between such preference shares and the ordinary shares of the Company to priority in distribution of assets as may be fixed by the meeting of the Company at which it shall be determined to issue any portion of such additional capital as preference shares Provided always that the terms and conditions on which such preference shares are issued shall be stated on the certificates thereof.

As to rights attaching to substituted preference shares.

**33.** The substituted preference shares shall confer on the holders thereof the same rights to participate in the profits of the Company and the same rights of priority as to dividends and repayment of capital and other rights privileges and advantages in all respects as those which the existing preference shares for which such substituted preference shares are substituted under the foregoing provisions of this Act would but for the conversion thereof under those provisions have conferred on the holders thereof.

As to ranking of ordinary shares.

**34.** The substituted ordinary shares into which the existing ordinary shares shall become and be converted under this Act and all new ordinary shares to be created and issued by the Company under the section of this Act of which the marginal note is "Power to raise additional capital" shall be deemed for all purposes to form one and the same class of capital.

Issue of redeemable preference capital.

**35.**—(1) The Company may create and issue all or any preference shares which they are by this Act authorised to create and issue so as to be redeemable on such terms and conditions as may be specified in a resolution.

of the Company passed at an extraordinary meeting A.D. 1928.  
convened for the purpose.

(2) If it is so provided in the resolution the Company may—

- (i) call in and pay off such preference shares or any part thereof at any time before the date fixed for redemption; or
- (ii) redeem such shares or any part thereof either by paying off the shares or by issuing to any shareholder (subject to his consent) other shares (whether ordinary or preference) in substitution therefor.

(3) For the purpose of providing money for paying off such shares or providing other shares in substitution therefor the Company may create and issue new shares (redeemable or irredeemable) or re-issue shares originally created and issued as aforesaid so however that the creation and issue for that purpose of any particular class of capital does not make the total nominal amount of such capital exceed the amount of that class of capital which the Company are for the time being authorised to create except during the necessary interval between the creation and issue of the new shares and the redemption of the old shares.

(4) The Company shall not redeem out of revenue any redeemable shares so created and issued as aforesaid except to the extent of any discount allowed on the issue or any premium payable on the redemption of any such shares.

**36.** The extent of the powers of raising additional capital from time to time exerciseable by the Company shall be the amount (if any) by which the nominal amount of the whole of their authorised capital for the time being exceeds the aggregate nominal amount of the ordinary and preference shares of the Company for the time being outstanding. Defining powers of raising additional capital.

**37.—**(1) The Company may at any time after the passing of this Act and without obtaining the certificate of a sheriff under the forty-second section of the Companies Clauses Consolidation (Scotland) Act 1845 raise on mortgage of the undertaking in respect of the existing shares and of the substituted shares into which the existing Borrowing powers.

A.D. 1928. — shares shall become converted under the foregoing provisions of this Act any sum or sums not exceeding in the whole thirty-three thousand pounds. The powers of borrowing conferred by this subsection shall be in substitution for and not in addition to any powers conferred by the existing Acts and Order of borrowing in respect of the existing shares.

(2) The Company may also in respect of the additional capital of one hundred thousand five hundred pounds which they are by this Act authorised to raise borrow on mortgage of the undertaking any sum or sums not exceeding in the whole one-third of the amount of the additional capital which at the time of borrowing has been so raised but no part of any such sum or sums shall be borrowed until the Company have proved to the sheriff who is to certify under the forty-second section of the Companies Clauses Consolidation (Scotland) Act 1845 (before he so certifies) that shares for the whole of the portion of capital in respect of which the borrowing powers are to be exercised have been issued and accepted and that one-half of such portion of capital has been paid up and that not less than one-fifth part of the amount of each separate share in such portion of capital has been paid on account thereof before or at the time of the issue or acceptance thereof and that such shares were issued and accepted and to the extent aforesaid paid up bonâ fide and are held by the persons to whom the same were issued or their executors administrators successors or assignees and also that such persons or their executors administrators successors or assignees are legally liable for the same and upon production to such sheriff of the books of the Company and of such other evidence as he shall think sufficient he shall grant a certificate that the proof aforesaid has been given which certificate shall be sufficient evidence thereof.

Application  
of sections  
of Act of  
1899 and  
Order of  
1902.

**38.** The following sections of the Act of 1899 and of the Order of 1902 shall so far as applicable and not varied by or inconsistent with the provisions of this Act extend and apply to the provisions and for the purposes of this Act (that is to say):—

Act of 1899—

Section 29 (Receipts on behalf of incapacitated persons);

[18 & 19 GEO. 5.] *Greenock and* [Ch. lxxxii.]  
*Port Glasgow Tramways Company's Act, 1928.*

- Section 30 (Restriction as to votes in respect of preferential shares or stock); A.D. 1928.  
Section 34 (Company not to create debenture stock);  
Section 38 (Money borrowed on mortgage to have priority);  
Section 39 (Application of moneys);  
Section 40 (Apportionment of receipts available for dividend);  
Section 43 (Interest not to be paid on calls paid up).

Order of 1902—

- Section 16 (Appointment of a judicial factor).

**39.**—(1) Every mortgage of the undertaking shall be deemed to comprise all purchase moneys which may be paid to the Company in the event of a compulsory purchase of the Company's tramways or any of them or any works or apparatus forming part or used for the working of the Company's tramways under the provisions of the Tramways Act 1870 or the existing Acts and Order or any other Act or Order relating to the Company or their undertaking as modified by the section of this Act of which the marginal note is "As to purchase of Company's undertaking" and may comprise all or any moneys carried to the contingency fund according to the terms of the mortgage. Provisions as to mortgages.

(2) Every mortgage deed granted by the Company after the passing of this Act shall be endorsed with a notice that such a mortgage shall not be a charge on the Company's tramways or any of them or any works or apparatus forming part or used for the working of the Company's tramways in the event of a compulsory purchase of such tramways works or equipment.

(3) Section 16 of the Act of 1887 and section 35 of the Act of 1899 shall after the passing of this Act have effect as if the event of a compulsory sale therein referred to meant the event of a compulsory sale of the Company's tramways or any of them or any works or apparatus forming part or used for the working of the Company's tramways.

A.D. 1928.

ADMINISTRATIVE PROVISIONS.

Interim  
dividends  
and annual  
accounts.

40. If and so long as the ordinary meetings of the Company shall be held once only in each year—

(a) it shall be lawful for the directors to declare and pay in any year an interim half-yearly dividend out of the profits of the Company without the sanction or direction of a general meeting;

(b) the balance sheet and accounts made by them in accordance with section 119 of the Companies Clauses Consolidation (Scotland) Act 1845 shall relate to the transactions of the Company in the course of the preceding year.

Closing of  
transfer  
books.

41.—(1) The directors may close the register of transfers of ordinary and preference shares for a period not exceeding fourteen days previous to the payment of any interim dividend and they may close the register of transfers of mortgages for a period not exceeding fourteen days previous to each date at which the interest thereon shall be payable and in the case of any such register they may fix a day for closing the same of which seven days' notice shall be given either by circular to each proprietor or by advertisement in a newspaper published in Greenock.

(2) Any transfer of shares or mortgages made during the time when the register of transfer of such security is so closed shall as between the Company and the person claiming under the same but not otherwise be considered as made subsequently to the payment of any such dividend or interest as the case may be.

Voting  
rights.

42.—(1) At all general meetings of the Company after the appointed day every holder of ordinary shares and if the resolution creating any preference shares confers voting rights of such preference shares shall have one vote in respect of each share held by him.

(2) Except as otherwise expressly provided by the resolution creating the same no person shall be entitled to vote in respect of any preference share.

Appoint-  
ment of  
proxies.

43. Notwithstanding anything in the Companies Clauses Consolidation (Scotland) Act 1845 the attorney of any holder of ordinary or preference shares in the capital of the Company duly authorised in writing may appoint a proxy to vote for and on behalf of such holder and for that purpose may execute on behalf of the holder



the necessary form of proxy Provided that the instrument A.D. 1928.  
appointing the attorney shall be transmitted to the  
secretary at the same time as the instrument appointing  
the proxy.

44. Notwithstanding anything in the Companies Joint  
Clauses Consolidation (Scotland) Act 1845 where several holders  
persons are jointly entitled to and registered as holders of  
any ordinary or preference shares in the capital of the  
Company any one of those persons may vote at any  
meeting (at which holders of shares of the same class  
are entitled to vote) either personally or by proxy in  
respect of the shares as if he were solely entitled thereto  
but if more than one of the joint holders be present at  
any meeting personally or by proxy that one of the said  
persons so present whose name stands first on the register  
in respect of the shares shall alone be entitled to vote in  
respect thereof Several executors or administrators of a  
deceased member in whose name any shares stand shall  
for the purposes of this section be deemed joint holders  
thereof.

45.—(1) The number of directors of the Company As to  
shall be four but the Company may vary the number directors.  
between a maximum of seven and a minimum of three.

(2) The quorum of a meeting of directors shall be  
such number (not being less than two) as the directors  
may from time to time determine.

(3) Notwithstanding anything in the Companies  
Clauses Consolidation (Scotland) 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 if he is or becomes interested in any con-  
tract 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  
that no director shall as a director vote in respect of any

A.D. 1928. — 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.

(4) 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 the minimum number prescribed by this section 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 such minimum.

(5) Section 23 (Qualification of directors) of the Act of 1887 shall on and after the appointed day have effect as if the words "one hundred shares" were substituted therein for the words "twenty shares."

As to  
managing  
director.

**46.**—(1) The directors may appoint any member of their body to be a managing director of the Company either for a fixed term or without any limitation as to time and may remove or dismiss him from office and appoint another in his place.

(2) A managing director shall not while holding that office be subject to retirement by rotation and shall not be taken into account in determining the rotation of retirement of directors but if he ceases to hold the office of director from any other cause he shall ipso facto cease to be a managing director.

(3) The remuneration of a managing director shall from time to time be fixed by the directors and may be by way of salary or commission or participation in profits or by all or any of those modes.

(4) The directors may entrust to and confer upon any managing director such of the powers exercisable by the directors and subject to such conditions as they may think fit and may from time to time revoke withdraw alter or vary all or any of such powers.

As to share-  
holders'  
register.

**47.** Notwithstanding anything in the Companies Clauses Consolidation (Scotland) Act 1845 it shall not be necessary after the passing of this Act to authenticate the register of shareholders of the Company by affixing the common seal of the Company to the register.

Auditors.

**48.**—(1) The Company shall annually appoint one person or two persons or a firm of accountants who shall

be a chartered accountant or chartered accountants or a member or members of the Society of Incorporated Accountants and Auditors or an accountant or accountants approved by the Minister to be the auditor or auditors of the Company.

A.D. 1928.

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

**49.** In addition to the powers which the directors may exercise under the Companies Clauses Consolidation (Scotland) Act 1845 they may determine the remuneration of the secretary and auditors.

Determina-  
tion of re-  
munera-  
tion of secretary  
and auditors.

**50.** Notwithstanding anything in section 13 of the Companies Clauses Consolidation (Scotland) Act 1845 or in any other enactment the Company shall not be under any obligation to issue a new debenture or mortgage or a new certificate of any ordinary or preference shares or a new warrant in respect of interest or dividend in lieu of any debenture bond certificate or warrant lost or destroyed or alleged to be lost or destroyed until they have received from the person to whom such new debenture or mortgage certificate or warrant is to be issued such indemnity as the directors may require against any and every claim or expense which may be made against the Company or which the Company may incur in respect of such lost or destroyed debenture bond certificate or warrant or the debenture mortgage shares dividend or interest represented thereby.

Indemnity  
may be  
required  
before issue  
of substi-  
tuted certi-  
ficates &c.

**51.**—(1) The directors may grant such gratuities pensions or superannuation allowances or make such other payments as they may think fit to any employees of the Company or where in their opinion adequate provision is not otherwise made to the widow or family or any dependant of any such employee and they may establish and maintain a fund out of which such gratuities pensions allowances and payments may be granted or made.

Power to  
make super-  
annuation  
and other  
allowances.

(2) The directors may enter into and carry into effect agreements with any insurance company or other association or company for securing to any such employee widow family or dependant as aforesaid such gratuities pensions allowance or payments as are by this section authorised to be granted or made and may for all or any of the purposes of this section apply the funds and revenues of the Company.

A.D. 1928.

Power to directors to make donations subscriptions &c.

**52.** The directors may subscribe or make donations to infirmaries and hospitals and convalescent homes and other similar institutions and objects or to industrial exhibitions or to the benevolent accident or sick funds of the officers servants and employees of the Company and may for any of those purposes apply the funds and revenues of the Company.

MISCELLANEOUS PROVISIONS.

As to purchase of Company's undertaking.

**53.** Nothing in this Act shall take away diminish or annul any right of the Greenock Corporation the Port Glasgow Corporation or the Gourock Corporation under the Tramways Act 1870 or any Act or Order relating to the Company or the undertaking or any part thereof or relating to any such corporation to purchase the Company's tramways or any of them or any works or equipment forming part or used for the working of the Company's tramways but save as aforesaid nothing in this Act or in such other Act or Order as aforesaid shall authorise the said corporations or any of them or any other local authority to purchase any part of the undertaking or any lands buildings vehicles works or apparatus or other property whatsoever of or belonging to the Company or forming part of the undertaking.

Inquiries by Minister of Transport.

**54.** In respect to the determination by the Minister of any matter referred to him under this Act the provisions of Part I of the Board of Trade Arbitrations &c. Act 1874 shall apply as if the Minister were referred to in the said Act instead of the Board of Trade and as if in the said section 4 the words "under the seal of the Minister of Transport" were substituted for the words "by writing under the hand of the President or one of the secretaries of the Board."

Recovery of demands.

**55.** Proceedings for the recovery of any demand made under the authority of this Act or any other Act or Order relating to the Company 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 sheriff court having otherwise jurisdiction in the matter.

Recovery of penalties &c.

**56.** Save as otherwise by this Act expressly provided all offences against this Act and all penalties forfeitures costs and expenses imposed or recoverable

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*Port Glasgow Tramways Company's Act, 1928.*

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. A.D. 1928.

**57.** Without prejudice to the generality of any repeal effected by the foregoing provisions of this Act the sections hereinafter mentioned of the existing Acts and Order are hereby repealed to the extent herein mentioned— Repeal.

Section.	Act of 1887.	Extent of Repeal.
17	(Indorsement of notice of power of future purchase by local authorities).	The whole section.
24	(Quorum) - - - - -	The whole section.
69	(Form and delivery of notices) - -	The whole section.
Act of 1899.		
23	(Posts &c. to be removed if user discontinued).	The whole section.
36	(Indorsement of notice of power of future purchase by local authority).	The whole section.
Order of 1902.		
19	(Altering number of directors) - -	The whole section.
22	(For protection of Corporation of Greenock).	Subsections (4) and (5).

**58.** Nothing in this Act shall exempt the Company from the provisions of any general Act of Parliament passed before or after the passing of this Act or of any byelaw or regulation made thereunder. Saving for general Acts.

**59.** All costs charges and expenses of and incident to the preparing for obtaining and passing of this Act and otherwise in relation thereto shall be paid by the Company. Costs of Act.

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