



CHAPTER xiii.

An Act to confirm a Provisional Order under the
 Private Legislation Procedure (Scotland) Act
 1899 relating to Falkirk and District Traction.

A.D. 1929.

[26th July 1929.]

WHEREAS the Provisional Order set forth in the
 schedule hereunto annexed has after inquiry held
 before Commissioners been made by one of His Majesty's
 Principal Secretaries of State under the provisions of the
 Private Legislation Procedure (Scotland) Act 1899 as
 read with the Secretaries of State Act 1926 and it is
 requisite that the said Order should be confirmed by
 Parliament :

62 & 63 Vict.
 c. 47.
 16 & 17
 Geo. 5. c. 18.

Be it therefore 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 :—

1. The Provisional Order contained in the schedule
 hereunto annexed shall be and the same is hereby
 confirmed.

Confirma-
 tion of
 Order in
 schedule.

2. This Act may be cited as the Falkirk and District
 Traction Order Confirmation Act 1929.

Short title.

A.D. 1929.

SCHEDULE.

FALKIRK AND DISTRICT TRACTION.

Provisional Order to confer further powers upon the Falkirk and District Tramways Company to change the name of the Company and for other purposes.

WHEREAS the Falkirk and District Tramways Company (hereinafter called "the Company") were incorporated by the Falkirk and District Tramways Order 1901 and under the powers of the Falkirk and District Tramways Orders 1901 to 1920 the Company have constructed and work a system of tramways partly in the burgh of Falkirk and partly in the county of Stirling:

And whereas it is expedient that the Company, the London Midland and Scottish Railway Company and the provost magistrates and councillors of the burgh of Falkirk should be empowered to enter into agreements as provided by this Order:

And whereas the Company are authorised to raise share capital to the amount of two hundred and fifty thousand pounds and to borrow on mortgage a sum not exceeding one-third of the amount of such capital:

And whereas the Company have created and issued thirteen thousand five hundred shares of ten pounds each and such shares are fully paid up:

And whereas the Company borrowed on mortgage of their undertaking the sum of twenty-two thousand pounds but the sum so borrowed has been repaid:

And whereas it is expedient that the name of the Company be changed and that the borrowing powers of the Company be extended as provided by this Order:

And whereas it is expedient that such other powers be conferred upon the Company and such other provisions be made as are in this Order more particularly set forth:

And whereas the purposes aforesaid cannot be effected without an Order confirmed by Parliament under

the provisions of the Private Legislation Procedure A.D. 1929.
 (Scotland) Act 1899 :

Now therefore in pursuance of the powers contained in the last-mentioned Act as read with the Secretaries of State Act 1926 the Secretary of State orders as follows :—

PRELIMINARY.

1.—(1) This Order may be cited as the Falkirk and District Traction Order 1929. Short title and citation.

(2) The Falkirk and District Tramways Orders 1901 to 1920 and this Order may be cited together as the Falkirk and District Traction Orders 1901 to 1929.

2. This Order shall come into operation at the date of the passing of the Act confirming the same which date is hereinafter referred to as “the commencement of this Order.” Commencement of Order.

3. Part IV (relating to change of name) of the Companies Clauses Act 1863 as amended by subsequent Acts is incorporated with and forms part of this Order. Incorporation of Act.

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

“The Company” means the Falkirk and District Traction Company;

“The Order of 1901” “the Order of 1906” “the Order of 1912” and “the Order of 1920” mean respectively the Falkirk and District Tramways Order 1901 the Falkirk and District Tramways (Extensions) Order 1906 the Falkirk and District Tramways Order 1912 and the Falkirk and District Tramways Order 1920;

“The Orders of 1901 to 1920” means the Order of 1901 the Order of 1906 the Order of 1912 and the Order of 1920;

“The undertaking” means the undertaking of the Company;

[Ch. xiii.] *Falkirk and District* [20 Geo. 5.]
Traction Order Confirmation Act, 1929.

A.D. 1929. "The directors" and "the secretary" mean respectively the directors and the secretary of the Company;

"The canal" means the canal from the Firth of Forth to the Firth of Clyde forming part of the Forth and Clyde Navigation;

"The Bainsford Bridge" and "the Camelon Bridge" mean respectively the bridges over the canal known as the Bainsford Bridge and the Camelon Bridge;

"The burgh" means the burgh of Falkirk;

"The town council" means the provost magistrates and councillors of the burgh;

"The railway company" means the London Midland and Scottish Railway Company.

CANAL BRIDGES.

Agreements.

5. The Company the railway company and the town council or any two of them may enter into and carry into effect agreements with regard to the maintenance working or user of the Bainsford Bridge and the Camelon Bridge or either of those bridges and any such agreement may provide for the transfer to and vesting in the town council of such bridges or either of them or of the responsibility for the maintenance of the road carried thereby or the approaches thereto or all or any rights attaching to such bridges or either of them:

Provided that no such agreement to which the town council are not a party shall impose any obligation upon the town council except with their consent in writing. Provided also that any agreement entered into by virtue of this section shall not in any way prejudice or affect the rights of user of such bridges or either of them by the town council or the public.

CHANGE OF NAME.

Change of name.

6. The name of the Company shall be the Falkirk and District Traction Company.

CAPITAL.

Power to borrow in respect of

7.—(1) The directors may without any further or other authority than is given by this section in respect of the capital already raised or created by the issue of

shares under the Orders of 1901 to 1920 borrow on mortgage of the undertaking any sum or sums not exceeding in the whole the sum of sixty-seven thousand five hundred pounds. A.D. 1929.
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authorised
capital.

(2) The Company may also in respect of the capital authorised by the Orders of 1901 to 1920 and not already raised by the issue of shares from time to time borrow on mortgage of the undertaking any sum or sums not exceeding in the whole one-half of the amount of such capital for the time being issued but no part of any such sum or sums shall be borrowed until shares for the portion of capital in respect of which the borrowing powers are to be exercised are issued and accepted and one-half thereof is paid up and 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 such portion of capital have been issued and accepted and that one-half of such portion 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.

8. The mortgagees of the Company may enforce payment of arrears of interest or principal or principal and interest due on their mortgages by the appointment of a judicial factor. In order to authorise the appointment of a judicial factor in respect of arrears of principal the amount owing to the mortgagees by whom the application for a judicial factor is made shall not be less than ten thousand pounds in the whole. Appoint-
ment of
judicial
factor.

9. All moneys raised under this Order shall be applied only to the purposes of this Order and to the general purposes of the undertaking being in every case Application
of moneys.

A.D. 1929; — purposes to which capital is properly applicable and the Company may apply to the purposes of this Order any moneys which they have already raised or are authorised to raise under the Orders of 1901 to 1920 and which may not be required for the purposes of those Orders.

Repeal. 10. The following sections of the Order of 1901 the Order of 1906 and the Order of 1912 are hereby repealed (that is to say) :—

The Order of 1901—

Section 30 (Power to borrow).

The Order of 1906—

Section 67 (Power to borrow);

Section 68 (For appointment of a judicial factor).

The Order of 1912—

Section 9 (Amendment of section 30 of Order of 1901 and section 67 of Order of 1906).

MEETINGS DIRECTORS &C.

Annual meeting. 11. The ordinary general meeting of the Company shall be held in each year at such time and place as the directors may from time to time appoint.

Notice of meetings. 12. Any meeting of the Company whether ordinary or extraordinary may be convened by notice delivered at or sent by post to the registered address or other known address of each proprietor of the Company Provided that the notice if delivered shall be delivered at such address as aforesaid not less than six clear days or if sent by post shall be prepaid and posted not less than seven clear days before the date of the meeting In proving that any such notice has been sent by post it shall be sufficient to prove that the notice was properly addressed and put into the post and prepaid not later than the time hereby prescribed.

Voting. 13.—(1) At all general meetings of the Company whether ordinary or extraordinary every holder of ordinary shares shall on a show of hands be entitled to one vote and on a poll to one vote in respect of each one pound of such ordinary shares held by him Provided always that no shareholder shall be entitled to vote at any meeting in respect of any share on which any call remains unpaid.

(2) Except as otherwise expressly provided by the resolution creating the same no person shall be entitled to vote in respect of any share to which a preferential dividend shall be assigned. A.D. 1929.
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14. 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 appointing the attorney shall be transmitted to the secretary at the same time as the instrument appointing the proxy. Appoint-
 ment of
 proxies.

15. Notwithstanding anything in the Companies Clauses Consolidation (Scotland) Act 1845 where several 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. Joint
 holders.

16. Notwithstanding anything in section 41 (Quorum of meetings) of the Order of 1901 the quorum of a meeting of directors shall be two or such greater number as may from time to time be fixed by the directors. Quorum of
 directors.

17. Notwithstanding anything in the Companies Clauses Consolidation (Scotland) Act 1845 no person shall be disqualified from being a director 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. As to
 qualifica-
 tion of
 directors.

A.D. 1929. — Provided that in the case of his being or becoming interested in any contract with the Company whether such interest shall arise before or after his appointment as a director the nature of his interest in the contract shall be disclosed by him at the meeting of the directors at which the contract is agreed upon 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 such director shall as a director vote in respect of any such contract and if he does so vote his vote shall not be counted but this prohibition shall not apply to any contract by or on behalf of the Company to give to the directors or any of them any security by way of indemnity.

Continuing directors.

18. The continuing directors may act notwithstanding any vacancy in their body but so that if at any time the number of the directors shall be less than three the directors shall not act as such except for the purpose of filling vacancies among the directors and allotting shares to any proposed director or directors.

Notice of candidature for office of director.

19. Except in the case of a director retiring by rotation and offering himself or being proposed for re-election no person shall be capable of being elected at a general meeting a director of the Company unless notice in writing that such person intends to offer himself or will be proposed for the office of director shall have been given to the secretary or left at the office of the Company fourteen days at least before the day of election.

Committee of directors.

20. Section 98 of the Companies Clauses Consolidation (Scotland) Act 1845 shall be deemed to authorise the directors to appoint any one or more of their body as a committee for the purpose of passing transfers and sealing certificates of any shares or other securities of the Company and of executing any minor powers exerciseable by the directors.

Managing director.

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

(2) A managing director while holding that office shall not be subject to retirement by rotation nor 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 immediately cease to be a managing director.

A.D. 1929.

(3) Subject to any directions which may be given in general meeting 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 any or all 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 some of such powers.

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

Interim
dividends
and annual
accounts.

(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 up 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.

23.—(1) The directors may close the register of transfers of 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 Edinburgh.

Closing of
transfer
books.

(2) Any transfer of shares or mortgages made during the time when the register of transfers 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.

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Indemnity
may be
required
before
issue of
substituted
certificates.

24. 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 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.

As to share-
holders'
register.

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

Execution
of deeds.

26. Any deed to which the Company is a party and any other document requiring to be sealed by the Company shall be held to be validly executed on behalf of the Company if it is sealed with the common seal of the Company and subscribed on behalf of the Company—

(a) by any two of the directors; or

(b) by any one of the directors and the secretary;

and such subscription on behalf of the Company shall be equally binding whether attested by witnesses or not.

As to
contracts.

27. Notwithstanding anything in any Act relating to the Company any contract or agreement required to be in writing and not under seal may be signed on behalf of the Company by the secretary or other person appointed in that behalf by the directors.

Remunera-
tion of
secretary.

28. 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.

29.—(1) The directors may grant such gratuities pensions or allowances or make such other payments as they may think fit to any employee 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 may if they think fit establish and maintain a fund for that purpose.

A.D. 1929.

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Power to
grant pen-
sions &c.

(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 allowances 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 set aside and accumulate the funds and revenues of the Company.

(3) In this section the word "employee" includes any officer workman or servant..

30. The Company shall in every year within three months after the close of their financial year or such longer period as the Minister may allow furnish to the Minister a copy of their annual accounts.

Accounts
to be
furnished to
Minister.

31. All costs charges and expenses of and incident to the preparing for obtaining and passing of this Order and the confirming Act or otherwise in relation thereto shall be paid by the Company.

Costs of
Order.

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