



ANNO VICESIMO QUINTO & VICESIMO SEXTO
VICTORIÆ REGINÆ.

Cap. cxxix.

An Act to authorize the *South Yorkshire Railway and River Dun Company* and the *Manchester, Sheffield, and Lincolnshire Railway Company* to contribute Funds towards and to acquire the Undertaking of the *Trent, Ancholme, and Grimsby Railway Company*.
[7th July 1862.]

WHEREAS "The *Trent, Ancholme, and Grimsby Railway Act, 1861*," authorized the Construction in *Lincolnshire* of a Railway forming an Extension Eastward of the *South Yorkshire Railway*, and connecting that Railway with the *Manchester, Sheffield, and Lincolnshire Railway* within a few Miles of the Port of *Great Grimsby* on the *Humber*; and the Fifty-fourth Section of the said Act authorizes the Company thereby formed to agree with the *South Yorkshire Railway and River Dun Company*, and with the *Manchester, Sheffield, and Lincolnshire Railway Company*, for the Working, Maintenance, and Management of its Undertaking: And whereas the Capital of the Company so formed is declared by the said Act to be One hundred and twenty thousand Pounds, and the Company are authorized to borrow Forty thousand Pounds upon the Security of their Undertaking: And whereas by "The *South Yorkshire Railway and River Dun Companies Act, 1861*," Powers were given to the *South Yorkshire Company* to pass over and use the *Trent, Ancholme, and Grimsby Railway* with their own Engines and Carriages and Servants, and for the Purposes of Traffic of all kinds upon Conditions and upon Payments set forth in the said Act: And whereas the *South Yorkshire Company* and the *Manchester, Sheffield, and Lincolnshire Railway Company* are greatly interested in the Completion of the said Railway and in the efficient Maintenance

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and Management thereof, and it is expedient that they should be authorized to take and hold Shares therein, and ultimately (if it shall be so agreed between the Companies) to acquire the same absolutely : And whereas the Purposes aforesaid cannot be attained without the Authority of Parliament: May it therefore please Your Majesty that it may be enacted; and be it enacted by the Queen'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 :

Interpreta-
tion of
Terms.

1. The Expression "The *South Yorkshire* Company," when used in this Act, shall mean the *South Yorkshire* Railway and River *Dun* Company; and the Expression "The *Sheffield* Railway Company" shall mean the *Manchester, Sheffield, and Lincolnshire* Railway Company; and the Expression "The Company" shall mean (unless there is something in the Context incompatible with that Meaning) the *Trent, Ancholme, and Grimsby* Railway Company.

Power to
South York-
shire and
Sheffield
Railway
Companies
to subscribe,
and to apply
their Funds
for that
Purpose.

2. It shall be lawful for the *South Yorkshire* Company and the *Sheffield* Railway Company to subscribe towards and become Shareholders in the Undertaking of the *Trent, Ancholme, and Grimsby* Railway Company, each to the Extent of Forty thousand Pounds; and the contributing Companies may, with the Authority of Three Fifths of their Shareholders present personally or by Proxy at a General Meeting specially convened for the Purpose, respectively contribute and apply in Payment of their said respective Subscriptions any Monies which they are already authorized to raise and which may not be required by them for the Purposes of their respective Undertakings, and also any Monies which they are by this Act authorized to raise; and the said Companies shall in respect of the said Sums to be subscribed, and the corresponding Shares in the Company to be held by them respectively, have all the Powers, Rights, and Privileges (except in regard to voting at General Meetings, which shall be regulated by the Special Provisions herein-after contained), and be subject to all the Obligations and Liabilities, of Proprietors of Shares in the *Trent, Ancholme, and Grimsby* Railway Company.

Contributing
Companies
may appoint
Directors;

3. Each of the contributing Companies may appoint Two Directors of the Company; and every such Appointment shall be made in Writing under the Seal of the said Companies respectively, and shall be deposited with the Secretary of the *Trent, Ancholme, and Grimsby* Railway Company, and may in like Manner be revoked and renewed; and every Director so appointed shall enter upon Office immediately on his Appointment, and shall remain in Office until his Appointment be revoked as aforesaid, or until he die or resign: Provided always, that the Neglect of either of the contributing Bodies to appoint Directors shall not invalidate the Acts of the Directors of the Company.

and vote at
General
Meetings.

4. Each of the said contributing Companies may by Writing under its Common Seal from Time to Time appoint some Person to attend any Meeting of the Company; and each such Person shall have all the Privileges

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Privileges and Powers attaching to other Shareholders at such Meetings, and may vote thereat in respect of the Capital held by the Company which he represents upon all Questions excepting the Election of Directors of the Company: Provided always, that the Directors or Director of the Company appointed by either of the contributing Companies shall be capable of being appointed by such Company to attend any Meeting as aforesaid, and in the event of no Special Appointment by such Company being produced at any such Meeting, the Directors or Director present at such Meeting shall be deemed to hold such Appointment; and in the event of there not being any Director or other Representative of the said contributing Companies present at any such Meeting, the Company not so represented may exercise the Rights, Powers, and Privileges of voting at such Meeting by Proxy, in the Mode prescribed by "The Companies Clauses Consolidation Act, 1845;" and every such Proxy signed by the Chairman or Secretary of such contributing Company shall be as valid and effectual as if the Common Seal of the Company were attached thereto.

5. It shall be lawful for each of the contributing Companies from Time to Time, with the Consent of Three Fifths of the Votes of the Shareholders, present personally or by Proxy, at General Meetings of the said Companies respectively called for the Purpose, to raise for the Purpose of the Contribution herein-before mentioned any Sums of Money not exceeding in the whole the Sum of Forty thousand Pounds, and for the Purpose of purchasing the said Undertaking any Sums of Money not exceeding Twenty thousand Pounds, and the said Sums shall be raised by the Creation and Issue of new Shares in the Capital of the said Companies respectively of such nominal Amount, to such Persons, on such Terms, and bearing (if the said Companies shall respectively think fit) a preferential Dividend at such Rate, not exceeding Five Pounds *per Centum per Annum*, as the said Companies respectively may determine, and such new Shares shall in other respects be subject to the same Provisions as and become Part of the general Capital of the said Companies respectively: Provided always, that any Priority of Dividend which may be granted in respect of such new Shares shall not prejudice or affect any Guarantee, Preference, or Priority in the Payment of Interest or Dividend on any other Shares or Stock which may have been granted by the said Companies respectively, in pursuance of or which may have been granted or confirmed by any previous Act of Parliament, or which may otherwise be lawfully existing; and provided also, that if in any Year ending the Thirty-first Day of *December* there shall not be Profits of the Company available for the Payment of the whole of any such preferential Dividends, the Deficiency shall not be made good out of the Profits of any subsequent Year or out of any other Funds of the Company.

Contributing Companies may raise Money by the Creation of Shares.

6. It shall be lawful for the *Trent, Ancholme, and Grimsby Railway* Company, by and with the Authority and Approbation of Four Fifths in Value of the Proprietors present, either personally or by Proxy, at some
Power to sell Railway.
Extra-

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Extraordinary General Meeting of the same Company specially convened for the Purpose, to sell and transfer to the *South Yorkshire* Company and the *Sheffield* Railway Company jointly, or if either of them shall refuse to purchase, then to the other of them, and for the same Companies, or in the event aforesaid One of them, by and with the like Authority on the Part of the Proprietors of the last-mentioned Companies respectively, to purchase the Undertaking of the *Trent, Ancholme, and Grimsby* Railway Company, whether before or after the Completion thereof, but subject to any Mortgages, Contracts, Agreements, or Liabilities affecting the same; and on the Completion of such Purchase (of which Completion the Transfer or Conveyance duly stamped, for denoting the Payment of the full and proper Stamp Duty by Law payable in respect of the Purchase Money or other Consideration, and under the respective Corporate Seals of the said Companies, shall be sufficient Evidence) the Purchasers may have and hold the said Undertaking, and use, exercise, and enjoy, or participate in the Use, Exercise, and Enjoyment of all such of the Rights, Powers, and Privileges conferred by the said Act upon the Company (including therein the Power to levy Tolls and other Charges for the Use of the Railway and to borrow Money on Mortgage of the Railway, so far as the Power to borrow Money has not been exercised by the *Trent, Ancholme, and Grimsby* Railway Company) as may be necessary for the full Enjoyment of such Purchase, and the Corporate Seal of the Company or Companies so purchasing may be used when necessary in reference to the said Undertaking, in like Manner as though the said purchasing Companies had been originally authorized to execute, maintain, and conduct the said Undertaking.

As to joint
Management
of Railway.

7. If the said Undertaking shall be purchased by the Two Companies jointly the Directors of the *South Yorkshire* Company shall nominate and appoint, in Writing under the Hand of their Chairman or Secretary, Three Persons, and the Directors of the *Sheffield* Railway Company shall within the same Period in like Manner nominate and appoint Three Persons, and such Six Persons shall form a Committee, to be called "*The Trent, Ancholme, and Grimsby* Railway Committee," and the said Members shall remain in Office One Year, and their Places shall be filled or they may be re-appointed by the same Means by which the original Appointments were made, and all the Powers vested in them by this Act may be exercised by them in the Name of the Committee, and the Expression "the Promoters of the Undertaking" in "The Lands Clauses Consolidation Act, 1845," and the Expression "the Company" in "The Railways Clauses Consolidation Act, 1845," shall mean and apply to the Committee.

As to Va-
cancies in
Committee.

8. The said Companies may from Time to Time in like Manner at their Pleasure remove the Members of the Committee so nominated by them respectively, and may in like Manner respectively fill up the Vacancies occurring among such Members by Removal, Death, or Resignation, and no Act done by the Committee shall be invalidated because

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because of any alleged or real Want of Authority on the Part of the said Chairman or Secretary to sign such Appointment.

9. The Committee shall hold its Meetings at such Place as it may from Time to Time determine upon, but if no Place be determined upon then alternately at the Station of the *South Yorkshire* Company at *Doncaster* and the Station of the *Sheffield* Railway Company at *Manchester*, and Three shall be a Quorum thereof; and the Chairman of each Meeting shall be elected alternately from the Members representing each of the said Companies, if any such Member be present at the Commencement of such Meeting, and unless otherwise unanimously agreed on at any such Meeting; and (subject to the next following Enactment) the Proceedings of the Committee shall be determined by a Majority of the Persons present, the Chairman having only his original Vote and not a Casting Vote. Meetings of Committee.

10. The Committee shall at their First Meeting in every Year appoint some Person as Arbitrator for the ensuing Year, and if any Question shall at any Time arise in the Committee whereon the Member or Members present representing the one Company differ from the Member or Members representing the other Company, such Question shall be from Time to Time referred to the said Arbitrator, or in default of the Appointment of such Arbitrator by the Committee, then to an Arbitrator to be nominated by the Board of Trade on the Application of either of the Companies; and the Arbitrator may on Application made to him by either of the said Companies attend at any Meeting of the Committee and summarily decide any such Matter of Difference; and every Award or Decision of such Arbitrator shall be final with respect to the Matters submitted to him; and the said Committee or the Board of Trade, as the Case may be, may fix the Remuneration to be paid to such Arbitrator: Provided always, that if any Matter which may have been referred to the Arbitrator shall be left undecided by him at the Expiration of his Year of Office, the same Matter shall be decided by the said Arbitrator, and his Decision shall be binding although he may no longer fill the said Office. As to Settlement of Disputes.

11. The Committee shall have the Direction of the Undertaking so purchased; and they may appoint, remunerate, and at their Pleasure remove such Officers, Clerks, and Servants as they may deem needful for the Purposes thereof; and they shall cause proper Books of Account to be kept containing accurate Statements of the Receipts and Expenditure touching the Undertaking and connected with the Traffic thereon, as well as Books in which shall be entered the Minutes of all Proceedings at every Meeting of such Committee. Functions of Committee.

12. The Committee shall receive all the Tolls, Rents, Rates, and Charges, and all other the Revenue arising out of the Undertaking so purchased or connected therewith, and shall devote the same in the first instance to paying the Salaries, Charges, and Expenses incident to the Working, Control, Management, Maintenance, and Repair thereof, and the Interest on any Mortgages or other Charges affecting the Undertaking. As to Disposal of Revenue.

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taking, and the Balance of Net Revenue remaining in the Hands of the Committee at the End of every Half Year, after making such Payments as aforesaid, shall be handed by them to the said Two Companies in equal Proportions: Provided that such Committee may account to the said Companies either monthly or quarterly for all Balances of Net Profits; and provided also, that for the Purposes of such Account and Division the Proportion of all through Traffic Receipts shall be calculated upon the maximum Charges allowed to be taken by the recited Act, or such other Sum as both Companies agree upon.

As to Ex-
penses of
managing
Railway.

13. If the Revenue so coming to the Hands of the Committee and so calculated shall be insufficient for the Purpose of defraying the Expenses attending the general Management, Regulation, and Control of the said Undertaking, each of the said Two Companies shall from Time to Time, upon Demand thereof by the Committee, pay to the Committee the Amount declared by them due from the same Company, whether in anticipation of future Payments or in liquidation of Payments already made, and the Proportion so due may be recovered from either of the said Companies if unpaid for Fourteen Days after Demand thereof in Writing, either by Action of Debt or by Distress of any Chattels on the said Undertaking belonging to such Company; and for the Purpose of recovering any such Sum the Secretary for the Time being of the Committee may sue in his own Name on behalf of the Committee, and it shall be sufficient to aver that the Sum claimed has been declared by the Committee or the Arbitrator to be due from the Company sued, and the Production of the Minute Books of the Committee containing such Declaration shall be sufficient Evidence of the Averment.

As to the
providing of
Funds.

14. And in order to provide Funds for carrying on the Business of the Committee until adequate Revenue shall be derived from the said Undertaking, and also Funds for the Completion of the same: Be it enacted, as follows,

The Committee shall from Time to Time in a Minute of the Committee estimate the Amount of Monies required by them for the above Purposes; and shall fix the Times at which such Monies are to be paid to their Bankers or Treasurer; and Copies of every such Minute, signed by the Chairman of the Meeting at which such Minute was made and by the Clerk of the Committee or by the Arbitrator and Clerk, shall be sent with all convenient Despatch to the Secretaries of the *Sheffield* Railway Company and of the *South Yorkshire* Company, addressed to the Principal Offices of the same Companies:

The said Companies shall, at the Time so fixed in the Minute, pay in equal Moieties to the Bankers or Treasurer of the Committee the Amount specified in the Minute, and such Moieties shall be deemed Debts due from the Companies respectively to the Committee from the Day fixed for the Payment thereof until the same shall be discharged: If either of the Companies shall make Default in such Payment, the same Company shall be charged by the Committee and shall pay to the

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the Committee Interest at the Rate of Ten *per Centum per Annum* upon the Amount due from the same Company, to be calculated from the Day fixed for the Payment until the Day when the same is paid : The Committee may recover from the Company in default the Monies so due, by Action of Debt in any Court of competent Jurisdiction, and it shall be sufficient in any such Action for the Committee to produce its Minute Book containing the Estimate on which the Claim is founded, and to prove that a Copy of the said Minute, duly authenticated, was sent to the Secretary, addressed at the Principal Office of the Company in default, and that the Sum mentioned in the said Minute has not been paid.

15. All Actions, Suits, Indictments, and other Proceedings at Law or in Equity which might have been brought and prosecuted by or against either of the Companies if that Company had been solely authorized to execute the recited Act, may, as regards any Act or Default of the Committee in relation to the Undertaking so purchased, or any Part thereof, be brought and prosecuted by or against the Committee; and any Summons, Demand, Writ, Notice, or other Proceeding at Law or in Equity or otherwise relating in any Manner to the Railway and Works, or to any Act or Default of the Committee, shall, if served on the Secretary or any Member of the Committee, or if left at or transmitted by Post to the Principal Office of the Committee or of either of the Two Companies, be valid and effectual.

Actions, &c.
with respect
to Railway.

16. The following Sections of "The Companies Clauses Consolidation Act, 1845," shall be incorporated with and form Part of this Act; and the Expression "the Directors" in the said Sections mentioned shall in this Act mean the said Committee; and the Expression "the Company" in the 100th Section shall mean the Two Companies, or either of them :

Certain
Provisions of
8 & 9 Vict.
c. 18. in-
corporated.

Section 97, with respect to the making of Contracts;

Section 98, with respect to the Entry of Proceedings;

Section 99, with respect to Informalities in Appointment of Directors;
and

Section 100, with respect to the personal Liability of Directors:

Sections 109 to 114, with respect to the Accountability of Officers of the Company;

Sections 142 to 160, with respect to the Recovery of Damages not specially provided for, and Penalties; and

Sections 161 and 162, with respect to Access to the Special Act:

Provided always, that any Contract which, according to the said 97th Section, ought to be made under Seal, shall be valid and effectual if made in the Name of the Committee, under the Hands and Seals of the Chairman of the Meeting of the Committee when such Contract was signed, and Two other Members of the Committee present at such Meeting.

17. It shall not be lawful for any of the before-mentioned Companies, out of any Money by this Act or by any other Act relating to them authorized to be raised by Calls in respect of Shares, or by the Exercise of

Interest not
to be paid
on Calls
paid up.
of

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of any Power of borrowing, to pay Interest or Dividend to any Shareholder on the Amount of the Calls made in respect of the Shares held by him in the Capital by this Act authorized to be raised: Provided always, that nothing herein-before contained shall be deemed to prevent the said Companies from paying to any Shareholder such Interest on Money advanced by him beyond the Amount of the Calls actually made as shall be in conformity with the Provisions in "The Companies Clauses Consolidation Act, 1845," in that Behalf contained.

Deposits for
future Bills
not to be
paid out of
Companies
Capital.

18. It shall not be lawful for any of the said Companies, out of any Money by this Act authorized to be raised for the Purposes of such Act, to pay or deposit any Sum of Money which, by any Standing Order of either House of Parliament now in force or hereafter to be in force, may be required to be deposited in respect of any Application to Parliament for the Purpose of obtaining an Act authorizing the Company to construct any other Railway or to execute any other Work or Undertaking.

Railways,
&c. not ex-
empt from
Provisions of
present and
future Gene-
ral Acts.

19. Nothing herein contained shall be deemed or construed to exempt any of the said Companies or their Undertakings from the Provisions of any General Act relating to Railways, or to the better or more impartial Audit of the Accounts of Railway Companies now in force or which may hereafter pass during this or any future Session of Parliament, or from any future Revision and Alteration under the Authority of Parliament of the maximum Rates of Fares and Charges authorized to be taken by the said Companies, or of the Rates for small Parcels.

Short Title.
Expenses of
Act.

20. This Act may be cited as "*The Trent, Ancholme, and Grimsby Railway Act, 1862*," and the Expense of obtaining this Act and incidental thereto shall be paid in equal Portions by the *South Yorkshire Company* and the *Sheffield Railway Company*.

LONDON:

Printed by GEORGE EDWARD EYRE and WILLIAM SPOTTISWOODE,
Printers to the Queen's most Excellent Majesty. 1862.