



CHAPTER ccvi.

An Act to provide for the amalgamation of the Brighton Gaslight and Coke Company with the Brighton and Hove General Gas Company and to authorise the said Company to purchase the undertaking of the Aldrington Hove and Brighton Gas Company to acquire lands and for other purposes. A.D. 1881.
[22nd August 1881.]

WHEREAS the Brighton and Hove General Gas Company (in this Act referred to as "the company") are incorporated and empowered by the Brighton and Hove Gas Acts 1839 to 1879 to manufacture gas and supply the same to the town and parishes of Brighton Aldrington Hove Portslade Southwick Kingston New Shoreham Preston Patcham Pyecombe Clayton Old Shoreham and Lancing (in this Act referred to as the limits of supply of the company): 2 & 3 Vict.
c. xxxviii.
&c.

And whereas the Brighton Gaslight and Coke Company are incorporated and empowered by the Brighton Gaslight Act 1848 to manufacture gas and supply the same to the town and parishes of Brighthelmstone (otherwise Brighton) Preston Hove Rottingdean and Ovingdean: 11 & 12 Vict.
c. xl.

And whereas it is expedient that provisions should be made such as are in this Act contained for the amalgamation of the said last-mentioned company with the company.

And whereas the Aldrington Hove and Brighton Gas Company are incorporated and empowered by the Aldrington Hove and Brighton Gas Act 1866 to manufacture gas and supply the same to the town and parishes of Brighthelmstone (otherwise Brighton) Aldrington Hove Preston Portslade and Southwick, but the said Aldrington Hove and Brighton Gas Company have not manufactured and supplied gas and have not exercised any of the powers rights and privileges with respect to the manufacture and supply of gas conferred upon them by their said Act: 29 & 30 Vict.
c. cxxviii.

A.D. 1881.

And whereas it is expedient to provide for the purchase by the company of all the property real and personal of the said Aldrington Hove and Brighton Gas Company and that immediately upon the completion of such purchase all the powers rights and privileges conferred upon the Aldrington Hove and Brighton Gas Company by the Aldrington Hove and Brighton Gas Act 1866 should absolutely cease and determine :

And whereas the company have on the lands described in the Schedule A to this Act annexed and now occupied by the company from time to time erected and maintained certain works for the purposes of their undertaking :

And whereas it is expedient that the company should be empowered to purchase and acquire the said lands :

And whereas the company have from time to time for the purposes of their undertaking entered upon and laid pipes in the lands described in Schedule B to this Act annexed with the consent of the persons interested therein :

And whereas it is expedient that the company be empowered to purchase and acquire absolutely the right or easement of entering upon and laying pipes in the said lands as aforesaid and the right of way over the same as by this Act provided :

And whereas for the purposes aforesaid it is expedient that provisions should be made such as are in this Act contained :

And whereas a plan in duplicate showing the lands to be subjected to the compulsory powers of this Act and also a book of reference to such plan containing the names of the owners or reputed owners lessees or reputed lessees and of the occupiers of such lands were duly deposited with the clerk of the peace for the county of Sussex and are herein-after respectively referred to as "the deposited plan and book of reference" :

And whereas the purposes of this Act 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 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 (that is to say) :

Short title.

1. This Act may for all purposes be cited as the Brighton and Hove Gas Act 1881.

Construction of Act.

2. The Brighton and Hove Gas Acts 1839 to 1879 and this Act may for all purposes be cited together as the Brighton and Hove Gas Acts 1839 to 1881.

3. The provisions of the Lands Clauses Consolidation Acts 1845 1860 and 1869 and of Part V. of the Railways Clauses Act 1863 so far as they are applicable for the purposes of and are not inconsistent with this Act are hereby incorporated with this Act provided that for the purposes of this Act the provisions of the said Acts shall extend and apply to the purchase or taking of any rights and easements authorised to be purchased or taken by and for the purposes of this Act: and the term "lands" in the said Acts shall for such purposes be construed to include rights and easements.

A.D. 1881.
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Incorporation of general Acts.
8 & 9 Vict. c. 18.
23 & 24 Vict. c. 106.
32 & 33 Vict. c. 18.
26 & 27 Vict. c. 92.

4. In this Act the following words and expressions shall have the meanings hereby assigned to them respectively unless there be in the subject or the context something repugnant to or inconsistent with such construction (that is to say):—

Interpretation of terms.

"The Company" shall mean the Brighton and Hove General Gas Company incorporated by the Brighton and Hove Gas Act 1839 and shall after the amalgamation by this Act effected include the amalgamated Company as herein-after defined:

"The old company" shall mean the Brighton Gaslight and Coke Company incorporated by the Brighton Gaslight Act 1848:

"The amalgamated Company" shall mean the company after the amalgamation by this Act effected:

"The Aldrington Company" shall mean the Aldrington Hove and Brighton Gas Company incorporated by the Aldrington Hove and Brighton Gas Act 1866:

"The companies" shall mean the company and the old company:

"The undertaking" shall mean

With respect to the company the undertaking of the company and shall include the undertaking of the company after the amalgamation by this Act effected:

With respect to the old company the gasworks and works connected therewith and all property real and personal including things in action of such company and all rights powers authorities and privileges exerciseable and enjoyable by such company under the Brighton Gaslight Act 1848 or otherwise: and

With respect to the Aldrington Company all property real and personal including things in action of such company under the Aldrington Hove and Brighton Gas Act 1866 or otherwise:

"Person" shall include corporation:

Words or expressions to which meanings are assigned in enactments incorporated with this Act or which have therein special meanings shall except as otherwise provided by this Act have the same meanings respectively:

A.D. 1881.

The expression "superior courts" or "court of competent jurisdiction" or any other like expression in this Act or any Act wholly or partially incorporated herewith shall for the purposes of this Act be read and have effect as if the debt or demand with respect to which the expression is used were a common simple contract debt and not a debt or demand created by statute:

AMALGAMATION OF THE OLD COMPANY WITH THE COMPANY.

Amalgamation of old company with company.

5. On the first day of January next after the passing of this Act (in this Act referred to as "the time of amalgamation") the old company shall be and the same is hereby dissolved and the undertaking of the old company shall be and is hereby transferred to the company and for the purposes of Part V. of the Railways Clauses Act 1863 (incorporated with this Act) the old company shall be deemed to be and shall be amalgamated with the company by this Act as the special Act in like manner in all respects (as far as may be) as if the companies were railway companies.

Mortgages &c. to be a charge on united undertaking.

6. The debts and liabilities of the company and of the old company which are secured on mortgage bond debenture or debenture stock and are subsisting at the time of amalgamation shall be a charge upon the united undertaking of the amalgamated Company and shall be as valid and effectual in relation to the amalgamated Company as if such mortgages bonds debentures or debenture stock had been granted by the amalgamated Company instead of by the company or the old company prior to the time of amalgamation but subject and without prejudice to the rights of such holders to a priority of charge upon the undertaking of the company previously liable to the same and to all the rights privileges and remedies belonging to or incident to such mortgages bonds debentures and debenture stock respectively and for the purposes of such priority the undertaking of each of the companies shall so long as any of the said mortgages bonds debentures or debenture stock affecting either of the companies subsist be deemed to be a separate undertaking.

District of amalgamated Company and special provisions applicable thereto.

7. The district to be supplied by the amalgamated Company shall be and include the whole of the districts now supplied by the company and the old company respectively and the provisions of the Brighton and Hove Gas Acts 1839 to 1881 respecting the illuminating power purity and pressure of the gas to be supplied by the company and as to the appointment of examiners to test the illuminating power purity and pressure of the gas to be supplied by

the company shall apply to the amalgamated Company and the whole of the district supplied by them and the byelaws restrictions orders and proceedings of the company shall continue in force with respect to the said district and be applicable to the amalgamated Company.

A.D. 1881.

8. Subject to the provisions herein-before contained the Acts and provisional orders relating to or affecting the companies respectively or their respective undertakings in force at the time of amalgamation shall except so far as the same are varied by or inconsistent with this Act remain in full force and all rights and powers by such Acts or orders or any of them conferred on and vested in either of the companies in relation to the undertaking of such company may be enjoyed and exercised by the amalgamated Company in relation to the undertaking of such company and all matters which might have been done continued or completed by either of the companies or their directors officers or servants under or by virtue of those Acts or orders or any of them may be done continued or completed by the amalgamated Company and their directors officers and servants as the case may be and every such Act or order so far as it relates to or affects either of the companies or its undertaking shall be read as if the name of the amalgamated Company had been used therein in relation to such undertaking instead of the name of such company subject to this proviso that in the event of the provisions of any Act relating to the old company being inconsistent with those of any Act or order relating to the Company the provisions of the last-mentioned Act or Order shall be deemed to be in force with respect to and shall be observed by the amalgamated Company.

Provisions of existing Acts continued.

9. The capital of the amalgamated Company shall be four hundred and ninety-five thousand pounds (being the aggregate authorised capitals of the companies immediately previous to the time of amalgamation) divided into twenty-four thousand seven hundred and fifty shares of twenty pounds each. Of the said shares eleven thousand representing the sum of two hundred and twenty thousand pounds shall be designated as original shares and eleven thousand two hundred and fifty (of which seven thousand five hundred have not yet been issued) representing the sum of two hundred and twenty-five thousand pounds shall be designated as A shares and two thousand five hundred representing the sum of fifty thousand pounds shall be designated as six per centum preference B shares.

Capital.

10. The shares in the amalgamated Company shall be appropriated as follows (that is to say) :—

Every shareholder in the company shall in respect of every fully paid up original share belonging to him in such company be

Appropriation of shares of amalgamated Company.

A.D. 1881.

entitled to and shall be registered as the holder of one original share in the amalgamated Company fully paid up and shall in respect of every A share fully paid up belonging to him in the company be entitled to and shall be registered as the holder of one A share in the amalgamated Company fully paid up and shall in respect of every six per centum preference B share fully paid up belonging to him in the company be entitled to and shall be registered as the holder of one six per centum preference B share in the amalgamated Company fully paid up.

Every shareholder in the old company shall in respect of every fully paid up twenty pound share belonging to him in the old company be entitled to and shall be registered as the holder of one original share in the amalgamated Company fully paid up and shall in respect of every other twenty pound share belonging to him in the old company be entitled to and shall be registered as the holder of one original share in the amalgamated Company with the amount which has been actually paid on such share in the old company paid thereon and in addition thereto every shareholder in the old company shall be entitled to receive and shall on demand within three months after the time of amalgamation receive from the amalgamated Company the sum of three pounds eleven shillings and sixpence in respect of every twenty pound share belonging to him in the old company whether the same shall have been fully paid up at the time of amalgamation or not (such payments not to be charged to revenue) provided always that every holder of one or more 20% shares in the old company which shall not have been fully paid up at the time of amalgamation shall be entitled in respect of each such share at any time within six months of the time of amalgamation to pay up the sum remaining unpaid thereon so as to render such share fully paid up and in case the holder thereof shall so pay up the amount remaining unpaid on any such share the same shall be deemed to have been fully paid up at the time of amalgamation for all purposes whatever.

Every share so appropriated and the money to be received as aforesaid shall vest in the person or corporation entitled thereto on the same trusts and subject to the same powers provisions declarations agreements and charges as at the time of amalgamation affect the then existing shares in the capital of the amalgamating Company for which respectively they are substituted and so as to give effect to and not revoke any testamentary disposition: Provided always that every six per centum preference B share so appropriated as aforesaid shall be entitled to the same privileges and dividends and be subject to the same terms and conditions as the twenty pounds

six per centum preference shares in the Company are entitled and subject to at the time of the passing of this Act. A.D. 1881.

11. Except as by this Act specially provided the amalgamated Company shall not in any year make out of their profits any larger dividends on the capital authorised by this Act than the standard rates of dividends herein-after mentioned namely ten pounds in respect of every one hundred pounds of the original shares actually paid up and seven pounds in respect of every one hundred pounds actually paid up of the A shares and six pounds in respect of every one hundred pounds actually paid up of the B shares. Profits of the amalgamated Company limited.

12. The holder of any share in the old company not fully paid up at the time of amalgamation shall be liable to the amalgamated Company for calls in respect of such share to the same extent as though the old company were not dissolved and payment of the same may be enforced by the amalgamated Company in the same manner and shall carry with it the same consequences as if the amalgamated Company were the old company and the amalgamation had not been effected by this Act. Liability of holders of shares in old company not fully paid up at amalgamation.

13. The amalgamated Company shall from time to time whenever thereunto requested issue to any proprietor of shares in the old company certificates of the shares in the amalgamated Company in lieu of and exchange for the certificates of shares held by him in the old company and the amalgamated Company if and when they think fit may require the several proprietors of shares in the old company to exchange the certificates of the shares in the old company held by them at the time of the amalgamation for certificates to be issued under this Act. Issue of certificates of shares in amalgamated Company in exchange for certificates of old company.

14. Any powers of raising capital by shares or borrowing which might have been exercised by the company if the amalgamation by this Act effected had not taken place may be exercised by the amalgamated Company in the same manner and to the same extent as the same might have been exercised by the company if the amalgamation by this Act effected had not taken place and all shares mortgages bonds or debentures issued after the time of amalgamation by the amalgamated Company and all renewals of previous mortgages bonds or debentures shall be issued by and in the name of the amalgamated Company and all such mortgages bonds or debentures shall be a charge upon the united undertaking without any priority (inter se) on account of date of creation or otherwise. Share capital and borrowing powers of amalgamated Company.

15. All moneys due to or from either of the companies as constituted immediately before the time of amalgamation on revenue account shall as between such company and the amalgamated Com- Moneys due to or from the companies

A.D. 1881.
respectively
on revenue
account at
time of
amalgama-
tion.

pany be deemed to be respectively assets and debts of such company and the revenue accounts of the companies respectively made up to the time of amalgamation and audited by the auditors of such companies respectively shall be adopted by the amalgamated Company and the amalgamated Company shall pay to each of the companies the balance appearing by such account to be due to such company on the thirty-first day of December 1881 and when all claims on the revenue accounts of the companies respectively for the half year ending the thirty-first of December 1881 including the dividends payable to the shareholders of the companies are discharged any balance remaining to the credit of the revenue account of the old company shall be distributed among the shareholders of that company according to their respective interests in the capital of that company on the 31st day of December 1881 and any balance remaining on the revenue account of the other company shall be carried to the credit of the revenue account of the amalgamated Company.

Directors.

16. The number of directors of the amalgamated Company shall be eight subject to reduction to seven in manner following that is to say the first directors shall consist of the five directors of the company in office immediately before the time of amalgamation and of three of the directors of the old company in office immediately before the time of amalgamation to be chosen by the directors of the old company at a meeting to be held for the purpose before the time of amalgamation and no vacancy occurring by death retirement or disqualification shall be filled up until the number be reduced to seven and after the number shall be reduced to seven the number shall not be more than seven nor less than five: Provided always that when the present engineer and general manager of the company shall retire he may be appointed a director of the amalgamated Company and thereupon the number of directors may be increased by one until the next vacancy when it shall be again reduced by one.

Directors
fees.

17. The fees payable to the directors of the amalgamated Company shall be fifteen hundred pounds per annum so long as the dividend does not exceed five per cent. per annum on the original capital and two hundred pounds per annum in addition for every one per cent. dividend above five per cent. per annum paid upon the original capital: Provided that if the number of the directors be at any time increased by the appointment of the said engineer and general manager as provided in the preceding section the fees shall be increased in proportion to the increase in the number of the directors.

Directors re-
tiring allow-
ances.

18. The compensation payable to each of the directors of the old company who shall not be chosen as herein-before provided to

[44 & 45 VICT.] *Brighton and Hove Gas Act, 1881.* [Ch. ccvi.]

be one of the first directors of the amalgamated Company shall be equal to seven years purchase of the directors fees receivable by him in the year preceding the time of amalgamation and any two directors of the amalgamated Company may either separately or together at any time within a period of two years after the time of amalgamation (provided the number of directors be not thereby reduced below six should the present engineer and general manager of the company not previously have been appointed a director or below seven in the event of his having previously been so appointed) retire and receive compensation at the rate following that is to say : if they retire within the first year from the time of amalgamation six years purchase of the directors fees receivable in the year preceding the amalgamation and if within the second year five years purchase of the directors fees receivable in the year preceding the amalgamation provided that all the present directors of the companies may respectively receive their customary fees until the time of amalgamation and that the provisions of this section shall not apply to the present engineer and general manager of the company in case he should become a director.

A.D. 1881.

19. At the first ordinary meeting to be held in every year after the time of amalgamation two directors shall retire from office and the directors who shall retire at the first second third and fourth ordinary meeting after the time of amalgamation shall be determined by lot amongst the directors at their first meeting after the time of amalgamation and if these directors be eligible for re-election the shareholders present in person or by proxy shall re-elect them or shall elect two other persons to supply the places of the directors then retiring from office agreeably to the provisions of the Companies Clauses Consolidation Act 1845 and the persons elected at any such meeting being neither removed nor disqualified nor having resigned shall continue to be directors until others are elected in their stead in manner provided by the same Act : Provided always that (subject to the above conditions) when the number of directors is reduced to seven then in every fourth year only one director shall retire and only one shall be elected and in all cases the directors or director as the case may be that shall retire from office shall be those who have been longest in office since their last election and where it is necessary to choose between directors who have been in office for an equal period the selection between them shall be by lot. Until the number of directors be reduced in manner by this Act provided the quorum of directors at their meetings shall be three and after such reduction the quorum of directors at their meetings shall be three or if the company in

Rotation and qualification of directors.

8 & 9 Vict. c. 16.

A.D. 1881. — general meeting so determine two. The qualification for a director of the amalgamated Company shall be the possession in his own right of fifty shares in such company.

Officers &c. of the two companies to be officers &c. of the amalgamated Company.

20. All officers and servants (other than auditors in the employment of either of the companies at the time of the amalgamation) shall hold their respective offices and employments and be deemed to be officers of or servants employed by the amalgamated Company until removed and they shall for the purpose of any liability incurred by them respectively in respect of such employment be deemed to have been employed by the amalgamated Company in the place of either of the companies.

Salaried officers to receive annuity for life.

21. Subject to the provisions herein-after contained every salaried officer (other than an auditor) of either of the companies who at the time of amalgamation has been employed by such company for five years or more and whose office and employment is abolished or whose services are dispensed with in consequence of the amalgamation by this Act effected shall be paid by the amalgamated Company during his life an annuity payable quarterly equal to two thirds of the annual emoluments derived by him from his office at the time of amalgamation: Provided always that if any such officer has been in the service of either of the companies less than twenty years the said annuity shall be diminished at the rate of one-twentieth part for every year less than twenty years during which he has been in such service. Any annuity payable under this section may with the consent of the amalgamated Company and of the annuitant be compounded for by payment of the principal sum for which an annuity of the amount would be purchasable under the table regulating the granting of annuities by the Postmaster General and any such principal sum together with the amount of any retiring allowances granted to directors in pursuance of this Act shall be a charge upon the general funds of the amalgamated Company: Provided also that John Obadiah Newall Rutter at present general manager of the old company at their works at Blackrock shall from the date of amalgamation be entitled to be paid his full salary of five hundred pounds per annum for life as a retiring allowance and shall have the right to have the same compounded for in the manner herein-before provided and shall also be entitled to the use for his life rent free of his present house of residence at Blackrock aforesaid.

Salaried officers not entitled to annuity may be compensated.

22. The amalgamated Company may pay to any salaried officer other than an auditor whose office is abolished or whose services are dispensed with in consequence of this Act and who is not qualified

to receive an annuity under this Act a sum of money not exceeding one year's emolument by way of compensation for the loss of such office.

A.D. 1881.
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23. The annuity or sum of money payable under either of the last two preceding sections may in case of an officer who has rendered special services to either of the companies with the special sanction of the Board of Trade be increased to a larger amount than is authorised in those sections respectively.

Annuity may be increased by sanction of Board of Trade.

24. The auditors appointed in pursuance of the provisions of the fifty-third section of the Brighton and Hove Gas Act 1839 and the auditors of the old company in office respectively at the time of amalgamation shall continue in their respective offices until the completion of the audit of the respective accounts of the companies up to the thirty-first day of December one thousand eight hundred and eighty-one. Any person being either an auditor appointed by the company or an auditor of the old company at the time of amalgamation and who in consequence of the amalgamation by this Act effected shall cease to be an auditor and who shall not be appointed an auditor under this Act shall be entitled to a gratuity equal to two years of his former salary.

Auditors.

25. A gratuity not exceeding three months pay may be given to any weekly servant whose services may be dispensed with in consequence of the amalgamation by this Act effected.

Gratuity to weekly servants.

26. The decision of the amalgamated Company as to whether an office or employment has been abolished or whether any services have been dispensed with in consequence of the amalgamation by this Act effected shall be final and without appeal in any case: Provided always that if the engineer and general manager of the company in office at the time of the passing of this Act at any time within five years after the time of amalgamation retire from those offices respectively he shall be entitled to receive an annuity or retiring allowance of the same amount as he would have been entitled to receive if he had retired at the time of amalgamation and such annuity if compounded for shall be computed at the same amount as it would have been at that date.

Decision as to offices abolished.

27. The amalgamated Company may from time to time sell and dispose of any of their lands and plant which may not be required for the purposes of their united undertaking and a resolution of a general meeting that any of the said lands or plant are not so required shall be sufficient evidence thereof and the proceeds of any and every such sale shall be applied to the general purposes of capital in the company.

Amalgamated Company may sell and dispose of lands.

A.D. 1881.
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Interpreta-
tion of Act.

28. If any question arises between the companies as to the interpretation of this Act whether in connexion with the said Acts relating to or affecting the two companies or otherwise the same may be referred to the Board of Trade for their decision and the decision of the Board of Trade thereon shall be final.

Expenses of
amalgama-
tion.

29. The amalgamated Company shall pay all the expenses of and incidental to the amalgamation by this Act effected.

PURCHASE BY THE COMPANY OF THE UNDERTAKING OF THE
ALDRINGTON COMPANY.

The com-
pany may
purchase un-
dertaking of
Aldrington
Company by
agreement.

30. The company may within three years after the passing of this Act purchase from the Aldrington Company and the Aldrington Company may sell the undertaking of the Aldrington Company to the company for such consideration and upon such terms as may be settled by agreement between the company and the Aldrington Company.

Transfer to
be by deed
duly stamped.

31. The sale of the undertaking of the Aldrington Company under this Act to the company shall be witnessed by a deed of transfer duly stamped (truly stating the consideration) and on the execution thereof by the Aldrington Company the undertaking of the Aldrington Company shall by virtue thereof and of this Act be transferred to and vested in the company (which transfer is in this Act hereafter referred to as "the transfer"). Provided always that the company shall within three months from the date of the transfer produce to the Commissioners of Inland Revenue such deed duly stamped as aforesaid with the ad valorem duty and in default thereof the said stamp duty with interest thereon at the rate of five pounds per centum per annum from the date of the transfer shall be recoverable from the company with full costs of suit and all costs and charges attending the same.

Company to
be prima-
rily liable
for Aldring-
ton Com-
pany's debts.

32. If at any time after the transfer any claim is lawfully made for any debt rent rate charge or sum of money which at the time of the transfer is due or owing from the Aldrington Company but is not paid or discharged by them the company shall be primarily liable to satisfy such claim without prejudice to any remedy over against the Aldrington Company under any security or indemnity given by the Aldrington Company to the company or otherwise.

Pending
actions &c.
against
Aldrington
Company.

33. If at the time of the transfer any action suit or proceeding is pending against the Aldrington Company the same shall not abate or be discontinued by reason of the transfer or of anything in this Act but the same may be continued and prosecuted against the

[44 & 45 VIOT.] *Brighton and Hove Gas Act, 1881.* [Ch. ccvi.]

company as and when it might have been continued and prosecuted against the Aldrington Company if this Act had not been passed but not further or otherwise without prejudice to any remedy over against the Aldrington Company under any security or indemnity given by the Aldrington Company to the company or otherwise.

A.D. 1881.

34. If at the time of the transfer any cause of action suit or proceeding is existing against the Aldrington Company the same shall not in anywise be prejudicially affected by the transfer or by anything in this Act but the same may be enforced against the company as and when it might have been enforced against the Aldrington Company if this Act had not been passed but not further or otherwise without prejudice to any remedy over against the Aldrington Company under any security or indemnity given by the Aldrington Company to the company or otherwise.

Causes of action &c. against Aldrington Company.

35. The receipt of three directors of the Aldrington Company for the consideration payable for the purchase of the undertaking of the Aldrington Company shall be a sufficient discharge to the company for the same and the company shall not be bound to see to the application or be answerable for the misapplication or non-application thereof.

Receipt of directors of Aldrington Company a discharge.

36. The Aldrington Company shall hold the consideration paid for the purchase of the undertaking of the Aldrington Company and all other moneys for the time being belonging to them on trust to pay and discharge thereout all their debts and liabilities and to distribute the residue among the shareholders of the Aldrington Company their executors administrators and assigns rateably and according to their priorities having regard to the dividends payable in respect of such shares respectively and the directors of the Aldrington Company may exercise all powers necessary for paying and discharging the debts and liabilities distributing the assets and winding up the affairs of the Aldrington Company.

Application of consideration.

37. The persons who appear in the books of the Aldrington Company to be proprietors of shares in the capital of the Aldrington Company shall unless the contrary is proved to the satisfaction of the directors of the Aldrington Company be considered to be shareholders of the Aldrington Company for the purposes of the distribution of the Aldrington Company's assets: Provided that where such directors are unable after diligent inquiry to ascertain the person to whom any part of such consideration is payable or where any part thereof is payable to a person who or whose committee cannot give an effectual receipt for the same the directors

Aldrington Company's books evidence as to shareholders.

A.D. 1881. — may pay the same into the Chancery Division of the High Court of Justice under any Act for the time being in force for the relief of trustees.

Aldrington Company's books &c. continued evidence.

38. All books and documents which if the transfer had not been made would have been evidence in respect of any matter for or against the Aldrington Company shall be admitted in evidence in respect of the same or the like matter for or against the Company.

Dissolution of Aldrington Company.

39. After the transfer and when the consideration for the purchase of the undertaking of the Aldrington Company has been applied and distributed as by this Act provided the Aldrington Company shall be and are hereby dissolved and the Aldrington Hove and Brighton Gas Act 1866 shall be and the same is hereby repealed.

Name of the company not to be changed.

40. The amalgamation of the old Company or the purchase of the Aldrington Company shall not affect the name of the company but it shall continue "The Brighton and Hove General Gas Company."

ACQUISITION OF LANDS AND EASEMENTS.

Power to take lands described in Schedule A.

41. Subject to the provisions of this Act the company may for the purposes of the undertaking enter upon take and use any of the lands shown on the deposited plan and described in the Schedule A to this Act annexed.

Power to lay pipes in lands described in Schedule B.

42. Subject to the provisions of this Act the company may from time to time within the lands shown on the deposited plan and described in the Schedule B to this Act annexed lay down and place pipes conduits service pipes and other works and from time to time repair alter remove or renew the same and for the purposes aforesaid may enter upon and use the said lands and remove and use all earth and materials in and under such lands and execute all works and do all acts which they may from time to time deem necessary: Provided always that they shall with all convenient speed complete the work for which such lands may be broken up and fill in the ground and make good the surface of the same: Provided further that the company shall purchase and take and the owners thereof and other persons interested therein shall sell and grant to the company the easement or right of entering upon and using the said lands for the purposes and in manner aforesaid.

Power to acquire right of way over lands described in Schedule B.

43. Subject to the provisions of this Act the company may purchase and take and the owners thereof and other persons interested therein shall sell and grant to the company the right or

easement to exercise and enjoy by themselves their officers tenants and servants at all times of the year full and free right and liberty of ingress egress regress passage and way either on foot or with horses cattle carts and carriages into and from the said lands shown in the deposited plans and described in the Schedule B to this Act annexed. A.D. 1881.

44. The powers of the company for the compulsory purchase of lands rights and easements for the purposes of this Act shall not be exercised after the expiration of three years from the passing of this Act. Period for compulsory purchase of lands &c.

MISCELLANEOUS.

45. The Company may apply for any of the purposes of this Act any moneys or capital raised or authorised to be raised by any Act of Parliament or provisional order by the company or by the old company and not required for the purposes of such Act or provisional order. Power to apply funds of company and old company to purposes of Act.

46. The amalgamated Company shall within three months after the time of amalgamation reduce the price per one thousand cubic feet of gas supplied by them from the present maximum price (which in the parishes of Aldrington and Preston is five shillings and sixpence and in the parishes of Brighton and Hove three shillings and sixpence) to three shillings and threepence in each of the said parishes. And the amalgamated Company shall also within the same three months reduce the price per thousand cubic feet of gas supplied by them in the parishes of Portslade Southwick Kingston and New Shoreham from the present maximum price (which is four shillings and sixpence) to four shillings and twopence in each of the said last-named parishes and the amalgamated Company shall also within the same three months reduce the price per one thousand cubic feet of gas supplied by them in the parishes of Old Shoreham and Lancing from the present maximum price (which is five shillings and sixpence) to five shillings in each of the said last-named parishes and from and after the date of such several reductions the standard prices to be charged by the amalgamated Company for gas supplied by them to persons who shall burn the same by meter shall be the following that is to say : Provisions to take effect after amalgamation.

In the parishes of Brighton Hove Preston and Aldrington respectively three shillings and threepence in the parishes of Portslade Southwick Kingston and New Shoreham four shillings and twopence in the parishes of Old Shoreham and Lancing five shillings and in any other parish or place within the amalgamated Company's limits of supply five shillings and threepence per thousand cubic feet provided that the amalgamated Company Standard prices.

A.D. 1881.

may increase or diminish such respective standard prices subject to a decrease or increase in the standard rates of dividend to be calculated as follows :

For every penny per thousand cubic feet charged by the amalgamated Company in any year in excess or in diminution of such standard prices the standard rates of dividend shall for such year be reduced or increased by five shillings in the hundred pounds per annum. Provided always that the rate of dividend payable by the amalgamated Company in respect of any preference shares or preference stock at any time created and issued by the company or the amalgamated Company shall not be increased or diminished so long as such preference continues.

If profits exceed the amount limited, excess may be invested and form an insurance fund.

47. If the clear profits of the amalgamated Company in any year amount to a larger sum than is sufficient to pay the standard rates of dividend the excess beyond the sum necessary for that purpose may from time to time to the extent of one per centum per annum upon the paid up capital of the amalgamated Company be invested in Government or other securities and the dividends and interest arising from such securities shall also be invested in the same or like securities in order that the same may accumulate at compound interest until the fund so formed amounts to a sum equal to one twentieth of the paid up capital of the amalgamated Company which sum shall form an insurance fund to meet any extraordinary claim demand or charge which may at any time arise against or fall upon the amalgamated Company from accident strikes or other circumstances which in the opinion of a justice due care and management could not have prevented and if such fund be at any time reduced it may thereafter be again made up to the said sum and so from time to time as often as such reduction shall happen : Provided that when and so often as the said fund shall reach one twentieth part of the paid up capital the interest thereon shall be carried to the credit of the fund available for dividend : Provided also that resort may from time to time be had to the insurance fund to meet any extraordinary claim or demand as aforesaid although such may not at the time have reached or may have been reduced below the full amount of one twentieth as aforesaid.

Application of excess of profits over standard rates of dividend.

48. If the clear profits of the amalgamated Company in any year amount to a larger sum than is sufficient to pay the standard rates of dividend on the ordinary share capital or stock of the amalgamated Company the excess or such portion of it as is not carried to the insurance fund shall be carried to the credit of the divisible profits of the amalgamated Company for the next following year.

49. When in any year the amount of the standard rates of dividend shall by reason of a diminution of the standard price charged by the amalgamated Company in such year be or admit of being increased then out of the amount of the divisible profits of the amalgamated Company applicable to the payment of such increase the amalgamated Company may in such year set apart such sum as they shall think fit and all sums (if any) so set apart by the amalgamated Company and any reserve or other fund of the companies existing at the time of amalgamation may be invested in Government or other securities and the dividends and interest arising from such securities may also be invested in the same or the like securities in order that the same may accumulate at compound interest and the fund so formed shall be called "The Reserve Fund" and shall be applicable to the payment of dividend in any year in which the clear profits of the amalgamated Company shall be insufficient to enable the amalgamated Company in such year to pay the standard rates of dividend.

A.D. 1881.
Power to create a reserve fund out of dividends in excess of the standard rates of dividend and application thereof.

50. Within a period of ten years next after the time of amalgamation the amalgamated Company shall cease to manufacture gas or residual products at the Black Rock works of the old company.

Cesser of manufacture of gas &c. at Black Rock works.

51. The amalgamated Company shall not manufacture at any place in the parish of Hove any residual products obtained in the manufacture of gas and shall not manufacture gas in the parish of Hove except on land now belonging to the company and within a period of ten years next after the time of amalgamation the amalgamated Company shall cease to manufacture gas at any place within the parish of Hove.

Cesser of manufacture of gas &c. in parish of Hove.

52. All costs charges and expenses of and preliminary and incident to the preparing for obtaining and passing of this Act or otherwise in relation thereto shall be paid by the company.

Expenses of Act.

A.D. 1881.

SCHEDULES of Lands referred to in foregoing Act.

SCHEDULE A.

A piece of land wholly in the parish of Hove and county of Sussex containing in the whole 2 acres 1 rood and 20 perches or thereabouts bounded on the north side thereof by the backs of houses in Stirling Place upon the south side thereof partly by the gasworks of the company and partly by the road leading from Hove Street to Hove parish church on the east side thereof partly by Hove Churchyard and partly by the said gasworks and on the west side thereof by a private road 18 feet wide.

SCHEDULE B.

A piece of land wholly in the said parish of Hove containing 33 perches or thereabouts and measuring at the north end 18 feet or thereabouts on the south end 18 feet or thereabouts on the east side 494 feet or thereabouts and on the west side 494 feet or thereabouts bounded on the north end by the backs of houses in Stirling Place on the south end by the road leading from Hove Street to Hove parish church on the east side by the piece of land described in Schedule A and on the west side by plots of building land belonging or reputed to belong to the trustees of the Vallance Estate.
