



### CHAPTER xcix.

An Act for conferring further powers on the Glasgow and South-western Railway Company ; for converting and consolidating certain classes of their shares and stocks ; and for empowering them to raise additional capital ; and for other purposes. A.D. 1886.  
[25th June 1886.]

**W**HEREAS it is expedient that the Glasgow and South-western Railway Company (herein-after called “ the Company ”) should be empowered for the purposes of their undertaking to acquire the additional lands herein-after described or referred to :

And whereas plans showing the lands required or which may be taken for the purposes or under the powers of this Act and a book of reference containing the names of the owners and lessees or reputed owners and lessees and of the occupiers of the said lands have been deposited with the principal sheriff clerk of the county of Ayr which plans and book of reference are herein-after respectively referred to as the deposited plans and book of reference :

And whereas in the construction of the railway authorised by the Glasgow and South-western Railway Act 1881 and therein and herein-after called the Largs Line the Company have stopped up the street at Largs known as Gogo Street and it is expedient that further provision should be made with reference thereto as herein-after contained :

And whereas by the Act 5th Victoria session 2 chapter 62 intituled “ An Act to amend an Act for erecting a harbour at Ardrossan in the county of Ayr and to provide for the improvement of the said harbour ” the heir of entail in possession for the time of the estates of Eglinton and Ardrossan was empowered to contract and agree with the Ardrossan Railway Company as therein mentioned for the occupancy of such portions of the ground whereon the said harbour and works were or might be situated other than those of which the said railway company were already in the occupancy as



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And whereas in virtue of the powers contained in the said Act the agreement was entered into which is set forth in the first part of the schedule to this Act :

And whereas by the Ardrossan Railway Transfer Act 1854 the undertaking of the Ardrossan Railway Company was transferred to and vested in the Company and the Ardrossan Railway Company was dissolved :

And whereas by the Ardrossan Harbour Consolidation Act 1864 similar powers for making agreements were conferred upon the Earl of Eglinton and Winton or the heir in possession of the said harbour and the Company and in virtue of those powers the further agreements were entered into which are set forth in the second and third parts of the schedule to this Act :

And whereas on the application to the Court of Session of the Right Honourable Archibald William Montgomerie Earl of Eglinton and Winton the heir of entail in possession of the said estates the Court granted on the eighth day of August 1883 and the sixteenth day of January 1885 an order of sale of the harbour of Ardrossan subject to the insertion in the articles of roup or minute of sale and disposition to the purchaser to be executed in pursuance of the said order of certain clauses for the protection of the Company and for preserving their rights and interests under the said agreements :

And whereas in view of the sale of the said harbour it is expedient that the said agreements in so far as for the time subsisting should be confirmed :

And whereas the Company have from time to time under the provisions of various Acts of Parliament relating to the Company exercised the borrowing powers conferred upon them by the said Acts by the issue of mortgages and funded debt and it is expedient that the portion thereof issued and known as "funded debt" should be henceforth called and known as "debenture stock" :



And whereas by the Solway Junction Railway (Capital) Act 1866 powers were conferred upon the Company to subscribe towards and hold shares in the undertaking of the Solway Junction Railway Company and to raise capital and apply funds for that purpose but such powers have never been exercised by the Company and it is expedient that such powers should be cancelled and repealed: A.D. 1886.

And whereas by the Portpatrick and Wigtownshire Railways (Sale and Transfer) Act 1885 (herein-after called the Sale and Transfer Act) the Portpatrick Railway and the Wigtownshire Railway were sold and transferred to and vested in the London and North-western Railway Company the Midland Railway Company the Caledonian Railway Company and the Company (herein-after called the four companies):

And whereas the loan capital of the Portpatrick Railway Company as created or sanctioned amounted to the sum of one hundred and fifty thousand pounds and the loan capital of the Wigtownshire Railway Company as created or sanctioned amounted to the sum of thirty-eight thousand pounds:

And whereas by the Sale and Transfer Act it is provided that whenever any mortgage of the Portpatrick Company or of the Wigtownshire Company becomes due and payable it may if so agreed be paid off and discharged by the four companies in equal proportions and thereupon each of the four companies may on the security of its own undertaking issue mortgages or debenture stock for the proportion of such mortgage so paid off by such company respectively as aforesaid and it is expedient that the Company should be empowered to raise a further sum of money for the purpose of paying off or discharging the proportion for which the Company is or may be liable of the said mortgages under the Sale and Transfer Act:

And whereas under the provisions of various Acts of Parliament in addition to ordinary stock and funded debt or debenture stock there have been created and issued several classes of preference shares and stock in the Company entitled to various rates of dividend and it would be convenient to the Company and advantageous to the holders of those several classes of shares and stock if the same or some of them were converted and consolidated by the creation and issue in lieu thereof of new shares and stock of such classes names and nominal amounts bearing such rates of dividend and having attached thereto such respective rights liens guarantees priorities and privileges present and contingent and such conditions and restrictions as may subject to the provisions herein-after contained be agreed to by the holders of such several classes of shares



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A.D. 1886. — and stock respectively and by the Company at meetings to be called in manner herein-after mentioned and it is expedient that provision should be made for that purpose :

And whereas it is expedient that the Company should be empowered to raise a further sum of money for the completion of their authorised works and for the other purposes of this Act and for the general purposes of their undertaking :

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 :—

Short title.

1. This Act may be cited for all purposes as the Glasgow and South-western Railway Act 1886.

Incorporation of general Acts.

2. The Lands Clauses Consolidation (Scotland) Act 1845 the Lands Clauses Consolidation Acts Amendment Act 1860 the clauses and provisions of the Companies Clauses Consolidation (Scotland) Act 1845 with respect to the following matters (that is to say) :—

The distribution of the capital of the Company into shares ;

The transfer or transmission of shares ;

The payment of subscriptions and the means of enforcing the payment of calls ;

The forfeiture of shares for non-payment of calls ;

The remedies of creditors of the Company against the shareholders ;

The borrowing of money by the Company on mortgage or bond ;

The conversion of the borrowed money into capital ;

The consolidation of the shares into stock ;

The general meetings of the Company and the exercise of the right of voting by the shareholders ;

The making of dividends ;

The giving of notices ; and

The provision to be made for affording access to the special Act by all parties interested ;

Part I (relating to cancellation and surrender of shares) Part II (relating to additional capital) and Part III (relating to debenture stock) of the Companies Clauses Act 1863 are except where expressly varied by this Act incorporated with and form part of this Act.

Interpretation.

3. In this Act the several words and expressions to which meanings are assigned by the Acts wholly or partially incorporated



herewith have the same respective meanings unless there be something in the subject or context repugnant to such construction. A.D. 1886.

4. Subject to the provisions of this Act the Company may from time to time enter upon take use and appropriate to purposes connected with their undertaking all or any of the lands houses and buildings following delineated on the deposited plans and described in the deposited book of reference relating thereto respectively that is to say :— Company may acquire additional lands for purposes connected with their undertaking.

Certain lands houses and buildings in the parish of Stevenston in the county of Ayr lying between the Stevenston and Saltcoats stations of the Company and on both sides of and adjoining the Ardrossan branch of the Company's railway.

5. Subject to the provisions of this Act there is hereby reserved to Arthur Wellesley Robertson Cuninghame of Auchenharvie and his successors the whole rights conferred upon or reserved to Robert Cuninghame sometime of Auchenharvie by a minute of agreement dated 7th February 1840 between the Ardrossan Railway Company on the one part and Patrick Warner of Ardeer the said Robert Cuninghame and Captain John Brown the proprietors of the concern known by the name of the Stevenston Coal Company and the said Patrick Warner and Robert Cuninghame as individuals on the other part and without prejudice to the above generality the right to have and use a railway crossing over the Company's line of railway in terms of a decree of the Court of Session affirmed by the House of Lords in an action of declarator at the instance of the said Arthur Wellesley Robertson Cuninghame against the Company the summons in which was signeted on 1st September 1882 all which rights hereby reserved shall apply to and affect the lands and others which may be acquired by the Company in virtue of this Act in the same manner as they at present apply to and affect the Company's present line of railway And in the event of the Company taking in virtue of this Act any part of the lands and others delineated on the deposited plans lying to the south and north of their present line of railway the Company shall allow the said Arthur Wellesley Robertson Cuninghame and his successors if desired by him or them at any time to lay down and construct on the lands and others so acquired by the Company and from time to time to alter and repair the sidings necessary in connexion with the railway crossing the right to which is before specially reserved and shall afford him and them at all times the full and free use of the said lands and others for that purpose Provided always that the said Arthur Wellesley Robertson Cuninghame and his successors shall not under these powers damage or injuriously affect the embankment to be formed For the protection of A. W. R. Cuninghame.

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A.D. 1886. by the Company on the said land for the protection of their railway Reserving farther to the said Arthur Wellesley Robertson Cuninghame and his successors and to his or their tenants of the minerals in the estate of Auchenhavie the presently existing facilities and privileges of junction of branch railways with the Company's line in connexion with the working of the said minerals.

Provisions  
as to Gogo  
Street  
Largs.

6. The bridge for passengers on foot erected or about to be erected by the Company over their railway at Gogo Street Largs in the parish of Largs in the county of Ayr shall be deemed to be in substitution for the said street so far as the same has been stopped up by the Company in the construction of the Largs line and all rights of way over so much of the said street as is situate between the boundaries of the Company's property shall be and are hereby extinguished.

Period for  
compulsory  
purchase of  
lands.

7. The powers of the Company for the compulsory purchase of lands for the purposes of this Act shall not be exercised after the expiration of three years from the passing of this Act.

Power to  
owners to  
grant ease-  
ments.

8. Persons empowered by the Lands Clauses Consolidation (Scotland) Act 1845 to sell and convey or release lands may if they think fit subject to the provisions of that Act and of the Lands Clauses Consolidation Acts Amendment Act 1860 and of this Act grant to the Company any easement servitude right or privilege not being an easement or servitude of water required for the purposes of this Act in over or affecting any such lands and the provisions of the said Acts with respect to lands and rentcharges or feu duties so far as the same are applicable in this behalf shall extend and apply to such grants and to such easements or servitudes rights and privileges as aforesaid respectively.

Restriction  
on taking  
houses  
occupied by  
labouring  
classes.

9. The Company shall not under the powers of this Act without the consent of the Secretary for Scotland purchase or acquire in any district within the meaning of the Public Health (Scotland) Act 1867 ten or more houses which after the passing of this Act have been or on the 15th day of December last were occupied either wholly or partially by persons belonging to the labouring class as tenants or lodgers :

For the purposes of this section the expression "labouring class" includes mechanics artisans labourers and others working for wages hawkers costermongers persons not working for wages but working at some trade or handicraft without employing others except members of their own family and persons other than domestic servants whose income does not exceed an average of thirty shillings



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a week and the families of any such persons who may be residing with them. A.D. 1886.

10. The agreement set forth in the first part of the schedule to this Act and entered into between the Right Honourable the Earl of Eglinton and Winton (now deceased) as sole proprietor or about to be vested as sole proprietor of the harbour of Ardrossan on the first part and the Ardrossan Railway Company with the consent and concurrence of the Company for all interest they had or might acquire in the premises on the second part and dated 5th 6th and 10th July 1854 And the agreement set forth in the second part of the schedule to this Act and entered into between the Right Honourable the Earl of Eglinton and Winton sole proprietor of the harbour of Ardrossan on the first part and the Company on the second part and dated 3rd and 13th April 1866 and the supplementary agreement set forth in the third part of the schedule to this Act entered into between the same parties and dated 19th and 26th August 1873 are hereby respectively and in so far as for the time subsisting confirmed and made binding upon the Company and the owner or owners for the time being of the harbour of Ardrossan :

Confirming  
agreements  
in schedule.

Provided always that nothing in this section contained shall extend or be construed to extend to take away abridge repeal or in any way to modify affect prejudice or diminish any rights powers or privileges belonging to conferred on or enjoyed by the Lanarkshire and Ayrshire Railway Company under the Barrmill and Kilwinning Railway Act 1883 the Lanarkshire and Ayrshire Railway Act 1884 and the Lanarkshire and Ayrshire Railway Act 1885 or the agreements entered into between the Earl of Eglinton and Winton and the Lanarkshire and Ayrshire Railway Company scheduled to the said Lanarkshire and Ayrshire Railway Act 1884 and the said rights powers and privileges shall be as full and effectual in every respect as if the agreements contained in the schedule to this Act had not been confirmed by this Act.

11. All stock already created and issued by the Company or which may hereafter be created and issued by them in respect of any borrowing powers conferred upon the Company by any Act passed prior to the present session of Parliament as funded debt shall from and after the passing of this Act be called or known as debenture stock and if and whenever any certificate for funded debt shall come into the possession of the Company the Company shall cancel such certificate and shall issue in lieu thereof to the holder of the stock or other person entitled thereto a new certificate for the like amount of debenture stock Provided always that nothing in this section contained shall in any way alter prejudice or affect the rights or

Funded  
debt to be  
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interests of the holder of such funded debt in reference thereto and the several persons in whom any such funded debt shall be vested shall be possessed of the debenture stock issued in lieu thereof upon the same trusts and subject to the same powers provisions charges and liabilities as the funded debt was held upon and subject to prior to the issue of such new certificate and so as to give effect to and not revoke or alter any settlement deed testamentary disposition or other instrument of or affecting the same.

Repealing  
power to  
subscribe  
to Solway  
Junction  
Railway  
Company.

12. So much of the Solway Junction Railway (Capital) Act 1866 as confers upon the Company powers to subscribe towards and hold shares in the undertaking of the Solway Junction Railway Company and to raise capital and apply funds for that purpose is hereby repealed.

Provision  
as to mort-  
gages of the  
Portpatrick  
and Wig-  
townshire  
Railway  
Companies.

13. The Company may from time to time for the purpose of paying off or discharging the proportion for which the Company is liable of the mortgages of the Portpatrick and Wigtownshire Railway Companies under the Sale and Transfer Act borrow on mortgage of their undertaking such sums as they think fit not exceeding in the whole forty-seven thousand five hundred pounds.

Power to  
Company to  
raise  
additional  
capital.

14. The Company from time to time may raise for the other purposes of this Act and for the completion of their authorised works and for the general purposes of their undertaking by the creation and issue of new shares or stock such additional capital as they think fit not exceeding in the whole the sum of two hundred and twenty-five thousand pounds and they may create and issue such new shares or stock either wholly or partially as ordinary or wholly or partially as preferential shares or stock as they may think fit.

Shares not  
to be issued  
until one  
fifth paid.

15. The Company shall not issue any share under the authority of this Act nor shall any share vest in the person accepting the same unless and until a sum not being less than one fifth part of the amount of such share shall have been paid in respect thereof.

Scale of  
voting in  
respect of  
new shares.

16. At all general meetings of the Company every holder of shares or stock of the Company created under this Act shall have the right of voting in respect thereof on the principle of having one vote for every sum of one hundred pounds actually paid up in respect of the whole of such shares or stock for the time being held by him up to one thousand pounds and he shall have an additional vote for every sum of five thousand pounds actually paid up on such shares or stock beyond the first one thousand pounds up to ten thousand pounds and an additional vote for every sum of one thousand pounds actually paid up on such shares or stock beyond



the first ten thousand pounds Provided that no person shall be entitled to vote in respect of any less amount than one hundred pounds paid up Provided also that (unless otherwise specified in any resolution of the Company and subject to the provisions hereinafter contained with respect to the conversion and consolidation of capital) no person shall be entitled to vote in respect of any share created or issued under this Act to which a preferential dividend shall be assigned Provided always that nothing in this section shall be deemed to empower the Company to issue stock to be paid up by instalments. A.D. 1886.

17. If by any other Act or Acts passed in the present session of Parliament whether before or after the passing of this Act the Company are authorised to raise any capital by new shares or stock then subject to the provisions of the other Act or Acts and this Act respectively the Company may if they think fit raise by the creation and issue of new shares or stock of one and the same class all or any part of the aggregate capital which they are by the other Act or Acts and this Act respectively authorised to raise by the creation and issue of new shares or stock. Power to Company to raise capital by any other Act of this session and this Act by new shares of one class.

18. The Company may in respect of the additional capital of two hundred and twenty-five thousand pounds which they are by this Act authorised to raise from time to time borrow on mortgage of their undertaking such sums as they think fit not exceeding in the whole seventy-five thousand pounds but no part thereof shall be borrowed until shares for so much of the said additional capital as is to be raised by means of shares are issued and accepted and one half of such capital 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 capital have been issued and accepted and that one-half of such capital has been paid up and that not less than one fifth part of the amount of each separate share in such capital has been paid on account thereof before or at the time of the issue or acceptance thereof and until stock for one half of so much of the said additional capital as is to be raised by means of stock is fully paid up and the Company have proved to such sheriff as aforesaid that such shares or stock as the case may be were issued and accepted bonâ fide and are held by the persons or corporations to whom the same were issued or their executors administrators successors or assigns and also if the said capital is raised by shares that such persons or corporations their executors administrators successors or assigns are legally liable for the same and upon production to such sheriff of the books of the Company Power to Company to borrow.



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Repealing provisions of former Acts with respect to appointment of a judicial factor.

**19.** Every provision in any Act passed before the present session of Parliament whereby the Company is authorised to raise by borrowing money for the purposes of their undertaking with respect to the appointment of a judicial factor for enforcing payment by the Company of arrears of principal money or principal money and interest shall be and the same is hereby repealed but without prejudice to any appointment which may have been made or to the continuance of any proceedings which may have been commenced prior to the passing of this Act under any such provision.

For appointment of a judicial factor.

**20.** 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.

Former mortgages to have priority.

**21.** All mortgages and bonds granted by the Company in pursuance of the powers of any Act of Parliament before the passing of this Act and which shall be subsisting at the time of the passing thereof shall during the continuance of such mortgages and bonds as regards the undertaking comprised in and assigned by such mortgages and bonds respectively and subject to the provisions of the Acts under which such mortgages and bonds were respectively granted have priority over any mortgages to be granted by virtue of this Act, but nothing in this section contained shall affect any priority of the interest of any funded debt or debenture stock at any time created by the Company.

Power to Company to create debenture stock.

**22.** The Company may create and issue debenture stock subject to the provisions of Part III of the Companies Clauses Act 1863 but notwithstanding anything therein contained the interest of all debenture stock at any time after the passing of this Act created and issued by the Company shall rank *pari passu* with the interest of all mortgages at any time after the passing of this Act granted by the Company and shall have priority over all principal moneys secured by such mortgages.

Application of moneys.

**23.** All moneys raised by the Company under the provisions of this Act whether by shares debenture stock or borrowing shall be applied only for the purposes of this Act and to the general purposes



of the Company being in every case purposes to which capital is properly applicable. A.D. 1886.

**24.** The Company may apply to or towards any of the purposes of this Act to which capital is properly applicable any sums of money which they have already raised or are authorised to raise by any of their Acts and which are not required for the purposes to which they are by those Acts made specially applicable. Power to Company to apply authorised capital to purposes of this Act.

**25.** The directors of the Company may from time to time prepare a scheme or schemes for the conversion and consolidation of all or any of the classes of preference shares and stock of the Company which may have been created and issued previously to the preparation of such scheme under the powers of any Act passed previously to the passing of this Act or under the powers of this Act or under any previous scheme prepared and carried into effect by the Company (which shares and stock are herein-after called "existing stock") into such classes of new shares or stock (herein-after called "new stock") of such names and nominal amounts bearing such rate or rates of dividend and having attached thereto such respective priorities and such conditions or restrictions as to voting as shall be defined in such scheme. Provided always that the amount of dividend payable to the holders of each class of existing stock shall not be diminished or increased by such scheme. Directors may prepare schemes for conversion and consolidation of capital.

**26.** The directors shall send a copy of such scheme at the same time to every shareholder of the Company with a notice that the scheme will be submitted to the consideration of separate meetings of the holders of the different classes of existing stock to which it relates or which may be affected thereby and thereafter if or in so far as approved of at such meetings to the consideration of a meeting of the shareholders of the Company. Copies thereof to be sent to shareholders.

**27.** Such separate meetings shall be called by the directors in like manner (as far as may be) as extraordinary meetings of the shareholders and shall be held not sooner than one month nor later than two months after the copies of the scheme shall have been sent to the shareholders as aforesaid and the directors shall submit the scheme to the consideration of each of such meetings and they or any of them may be present at any such meeting but shall not be entitled to vote thereat unless and except in so far as they are holders of the class of existing stock represented at such meeting. Meetings of classes of shareholders to be called to consider scheme.

**28.** The holders of each class of existing stock shall be entitled to vote in person or by proxy at the separate meeting of the holders of such class whether they are or are not entitled to vote at meetings of the shareholders of the Company. All shareholders in each class may vote at such meetings.



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Three fourths of capital represented required to constitute approval.

Scheme not to be objected to on certain grounds.

Scheme to be submitted to general meeting of the Company.

Directors may prepare new scheme in place of any not approved of.

New stock and certificates to be issued in place of existing stock and certificates cancelled.

**29.** The scheme shall not be held to be approved of by any such separate meeting unless it be approved of by the holders present in person or by proxy of at least three fourths of the paid-up capital represented at such meeting.

**30.** It shall not be competent to any holder in any class of existing stock to object to the scheme on the ground of any alteration therein proposed in the priority of any shares or stock which at the time is entitled to priority over such class.

**31.** If the scheme shall be approved of at such separate meetings or any of them the directors shall submit the same to the consideration of an extraordinary meeting of the shareholders of the Company to be held within one month after the last of such separate meetings and if such extraordinary meeting think fit they may by a majority of the votes (according to the scale of voting prescribed by the Company's Acts) of the shareholders present in person or by proxy and entitled to vote at such meeting sanction the entire scheme if it shall have been approved of at all of such separate meetings or so much of the scheme as can be carried out without interfering with the priority of any class of existing stock the holders of which shall not have approved of the scheme in manner aforesaid and the scheme in so far as thus approved of and sanctioned but not otherwise shall be carried into effect.

**32.** In the event of the failure from any cause either wholly or in part of any scheme or schemes prepared by the directors as aforesaid other than and except the same not being sanctioned at the extraordinary meeting of the shareholders of the Company to be held as herein-before provided the directors may if and as often as they think fit prepare a new scheme in lieu of any previous scheme or portion of a scheme which may not have been approved of as aforesaid and such new scheme shall be dealt with and shall have effect in all respects as is herein-before provided with respect to the original scheme.

**33.** For the purpose of carrying any scheme or portion of a scheme so approved of and sanctioned into effect the directors may and shall create and issue new stock of the classes names and nominal amounts and with the priorities specified in such scheme or portion of a scheme in lieu of the existing stock to be converted and consolidated as therein mentioned and shall furnish to every holder of such existing stock free of charge a certificate for the amount of new stock to which he is entitled and after the creation and issue of such new stock the existing stock in lieu of which such new stock is issued and the certificates of such existing stock shall be deemed to be cancelled.



**34.** All new stock to be issued in lieu of existing stock as aforesaid shall remain and be vested in the person or persons to whom it is issued upon the same trusts and subject to the same powers provisoes declarations agreements charges liabilities and incumbrances as at the time of the issue thereof affect the stock in lieu of which such new stock is issued and so as to give effect to and not revoke any will deed or other instrument disposing of or otherwise affecting any such stock and every such deed will or other instrument shall take effect with reference to the whole or a proportionate part of the new stock issued in lieu thereof as the case may be.

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New stock  
to be held  
on same  
trusts &c.

**35.** Notwithstanding anything in this Act contained no person or corporation receiving an allocation of new stock under the provisions of this Act shall become entitled to any fractional part of a pound of such stock but in every case in which any such person or corporation would but for this enactment have become entitled to a fractional part of a pound of such stock the Company may at their option receive from such person or corporation such a further sum in cash as will make up an even pound or pay to such person or corporation in cash the amount of such fractional part.

Fractional  
parts of a  
pound of  
stock.

**36.** Unless one or more of the existing stocks converted into and included in any class of new stock created as aforesaid be stock entitling the holders thereof to vote at meetings of the Company none of the holders of such class of new stock shall be entitled to vote in respect thereof at such meetings but if any one or more of the existing stocks converted into and included in any class of new stock created as aforesaid be stock entitling the holders thereof to vote at meetings of the Company then subject to the proviso herein-after contained all the holders of such class of new stock shall be entitled to vote in respect thereof at such meetings according to the scale of voting prescribed by this Act with reference to the right of voting in respect of the additional capital by this Act authorised Provided always that if in accordance with any scheme or portion of a scheme the Company shall create any stock which shall as regards dividends be entitled only to participate in the excess of dividend upon ordinary shares or stock beyond the rate or rates prescribed by such scheme or portion of a scheme the holders of such stock shall not be entitled to vote in respect thereof at any of such meetings nor shall they have in respect thereof any right or privilege except the right to participate in dividends to the extent specified in the said scheme or portion of a scheme.

Votes of  
holders of  
new stock.

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Saving  
rights of  
the Crown.

**37.** Nothing contained in this Act shall authorise the Company to take use or in any manner interfere with any land or hereditaments or any rights of whatsoever description belonging to the Queen's most Excellent Majesty in right of Her Crown and under the management of the Commissioners of Woods without the consent in writing of the Commissioners of Woods on behalf of Her Majesty first had and obtained for that purpose (which consent such Commissioners are hereby authorised to give) neither shall anything in this Act contained extend to take away prejudice diminish or alter any of the estates rights privileges powers or authorities vested in or enjoyed or exerciseable by the Queen's Majesty Her heirs or successors.

Interest not  
to be paid  
on calls  
paid up.

**38.** No interest or dividend shall be paid out of any share or loan capital which the Company are by this Act or any other Act authorised to raise to any shareholder on the amount of the calls made in respect of the shares held by him but nothing in this Act shall prevent the Company from paying to any shareholder such interest on money advanced by him beyond the amount of the calls actually made as is in conformity with the Companies Clauses Consolidation (Scotland) Act 1845.

Deposits for  
future Bills  
not to be  
paid out of  
capital.

**39.** The Company shall not out of any money by this Act authorised to be raised pay or deposit any sum which by any standing order of either House of Parliament now or hereafter in force may be required to be deposited in respect of any application to Parliament for the purpose of obtaining an Act authorising the Company to construct any other railway or to execute any other work or undertaking.

Provision as  
to general  
Railway  
Acts.

**40.** Nothing herein contained shall exempt the Company or the railway from the provisions of any general Act relating to railways or to the better and 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 or alteration under the authority of Parliament of the maximum rates of fares and charges and of the rates for small parcels authorised to be taken by the Company.

Expenses  
of Act.

**41.** All the costs charges and expenses of and incident to the obtaining of this Act and preparatory thereto shall be paid by the Company.



SCHEDULE referred to in the foregoing Act.

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FIRST PART.

THIS AGREEMENT entered into between the Right Honourable the Earl of Eglinton and Winton as sole proprietor or about to be vested as sole proprietor of the harbour of Ardrossan on the first part and the Ardrossan Railway Company with consent and concurrence of the Glasgow and South-western Railway Company for all interest they have or may acquire in the premises on the second part :

WITNESSETH that the parties hereto in virtue of the powers contained in the Acts relating to the said Ardrossan Harbour and Ardrossan Railway respectively have agreed and do hereby agree as follows viz. :—

First. The whole lines of railway with the relative switches and crossings which have been formed upon the harbour of Ardrossan and lying between it and the east side of Princes Street including the lines of rails which are situated alongside of the dock and quays (but excepting the branch lines leading into the ballast discharging berths) all as delineated and coloured red upon duplicate plans signed as relative hereto are declared to be the property of the said Ardrossan Railway Company and excepting as regards the metal and ballast after mentioned shall be maintained in good order and repair by them at their sole expense in all time coming but the said first party shall be bound to provide whatever metal and ballast may be required for the said maintenance in so far as the same can be procured out of the ballast discharged from vessels in the harbour and that free of any charge against the second party.

Second. The solum of the ground upon which the said lines of railway are formed and also the said branch lines leading into the said ballast discharging berths with the turntables cranes sheds and other conveniences at the shipping berths upon the harbour are declared to be the property of the said first party and shall be maintained in good order and repair by him at his sole expense in all time coming.

Third. The Ardrossan Railway Company shall have right to the free use and occupation of the whole of the said lines of railway switches and crossings declared to be their property together with the ground on which the same are formed and also the said turntables for the purpose of conveying passengers goods minerals and general traffic between their railway and the said harbour by locomotive engines horses or otherwise and they shall also have right to use the said cranes sheds and other conveniences for the purpose of any passenger traffic and also for the use and protection of their engines carriages waggons and plant and that without any charge whatever being made by the said first party against the said Ardrossan Railway Company in respect of the t resaid



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A.D. 1886. use and occupation of the said lines of railway and of the ground so occupied or of the foresaid use of the said turntables cranes sheds and other conveniences and maintenance thereof or otherwise Declaring that the said Ardrossan Railway Company's right to the use of the said cranes sheds and other conveniences shall be subsidiary to the use thereof for the harbour traffic and it shall in no way interfere with the right of the first party or his lessee to charge the regular shed crane and other harbour dues on any goods and minerals shipped or landed at the said harbour.

Fourth. The said first party and his lessee of the said harbour shall have right to use the said lines of railway switches and crossings declared to belong to the said second party for the purpose of removing ballast and shifting goods and articles from one vessel to another or from one part of the harbour to another or for the purpose of conveying materials for the repair or extension of the harbour of Ardrossan and works connected therewith and that without any charge whatever being made by the said second party against the said first party or his lessee in respect of such use or of the maintenance of such lines of railway or otherwise the first party being always bound to provide metal and ballast as aforesaid.

Fifth. All arrangements connected with the distribution of goods and minerals coming from or going to the Ardrossan Railway for shipment into or discharge out of vessels at the harbour shall be under the sole control of the first party or his lessee or of their officials but the said arrangements shall be such as to enable the railway company's traffic to be conducted with efficiency expedition and safety and the said railway company shall themselves have the sole regulation of the hours of arrival and departure of all passenger goods and mineral trains and the said first party shall be bound to keep the main lines of railway on the said harbour clear for the passage of such trains.

Sixth. The Ardrossan Railway Company shall have right to levy tolls and charges in respect of all traffic passing along the said lines of railway declared to belong to them to and from their statutory line in the same way and of the like amount as if such lines of railway formed part of their statutory undertaking.

Seventh. All alterations upon or additions to the said lines of railway which may be desired by either of the parties hereto shall be made at the expense of the party or parties hereto for whose benefit the alteration or addition is required and any difference of opinion in regard to the propriety of making such alterations or additions or the expense thereof shall be referred to arbiters to be appointed as after-mentioned and the said arbiter or arbiters shall have power to determine whether the said alterations or additions shall be made and the proportions of expense payable by each of the parties hereto and to which of them such additions or alterations shall belong and by whom they shall be maintained Providing always that in the event of the said first party desiring to alter the lines of railway hereby declared to belong to the said second party or any part thereof in consequence of the ground occupied thereby being required by the said first party for an extension of or alteration on the said harbour or works connected therewith or in the erection of buildings or for other purposes then the said first party shall be entitled to alter the said lines of railway on forming at his own expense other lines of railway in substitution therefor which



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are in the opinion of said arbiter or arbiters equally convenient for the traffic to and from the said harbour as the existing lines or as nearly so as may be. A.D. 1886.

Eighth. Any additions to the present shed accommodation which the said second party may consider necessary for the use of traffic in connexion with steamboats or for the use of the said second party's carriages waggons and plant employed in connexion with such steamboat traffic shall be made at the expense of the second party with the joint approbation of both parties or in the event of their differing in opinion with the approbation of the said arbiter or arbiters and the first party shall have the right to the free use of such additional shed accommodation for all traffic and for general harbour purposes, but such use shall not interfere with the use thereof for the steamboat traffic or the accommodation of the carriages waggons and plant employed in connexion therewith and should the steamboat traffic be discontinued the second party shall lose their right to such additional shed accommodation until they resume such steamboat traffic when they shall be entitled to resume possession of such additional shed accommodation on the same terms as before and the said first party shall be bound to keep the additional sheds in proper order and repair ordinary tear and wear excepted during the discontinuance of such steamboat traffic.

Ninth. The said first party shall not be entitled to make any charge against the said second party for any ground that may be required for carrying into effect any of the alterations or additions which may be made under the two immediately preceding articles.

Tenth. Clauses to validate or carry out this agreement shall be introduced into the Bill now pending in Parliament for vesting the Ardrossan Railway in the Glasgow and South-western Railway Company so far as this can be done with safety to the Bill in the opinion of the solicitors for the Bill Messrs. Richardson Loch and Maclaurin who are hereby empowered to take such steps as they think expedient to implement the stipulation in this article But this agreement shall still subsist in full force and effect although no such clauses should be so inserted.

Eleventh. If any disputes shall arise between the parties in regard to the meaning or implement of this agreement or in regard to the amount of loss or injury which either party may claim from the other in consequence of the non-fulfilment or alleged non-fulfilment of any of the obligations herein contained or otherwise in relation to this agreement all such disputes shall be and are hereby referred to an arbiter or arbiters to be appointed in the manner provided for in the Companies Clauses Consolidation (Scotland) Act 1845 and for that purpose the provisions of the said Act in regard to the settlement of disputes by arbitration shall be held to be incorporated with and form part of this agreement in the same manner and as fully and effectually as if such provisions were verbatim inserted herein And both parties consent to the registration hereof in the books of council and session or others competent therein to remain for preservation and that letters of horning on six days charge and all other legal execution necessary may hereon pass in common form and thereto constitute

procurators In witness whereof these presents written upon this and the two

A.D. 1886. — preceding pages of stamped paper by Patrick Lindsay clerk to Mitchell Allardice and Mitchell writers in Glasgow are subscribed (together with the duplicate of the plan before referred to annexed hereto and along with a duplicate hereof written by James Low clerk to the said Mitchell Allardice and Mitchell with the duplicate plan annexed thereto and under the declaration that the words "without prejudice to what" occurring on the twenty-sixth and the words "is before written" on the twenty-seventh lines from the top of page second hereof are deleted and the word "discontinuance" occurring on the third and fourth lines from the top of this page is partially written on erasure by the said Patrick Lindsay all before subscription) by the parties hereto as follows viz.:—By Andrew Orr William Jamieson and Walter Gray all merchants in Glasgow being three and a quorum of the directors of the said Glasgow and South-western Railway Company for and on behalf of the said Company at Glasgow upon the fifth day of July eighteen hundred and fifty-four before these witnesses Mathew Anderson law clerk to the said Glasgow and South-western Railway Company and Arthur Finlay clerk to Francis Orr and Sons merchants in Glasgow by Charles Dalrymple Gairdner residing at Auchans House Dundonald and George Johnston residing at Redburn Irvine being two and a quorum of the directors of the said Ardrossan Railway Company at Redburn aforesaid upon the sixth day of the said month and year last mentioned before these witnesses Robert Gardiner junior and James Wallace both clerks to the said George Johnston at Redburn aforesaid and by the said Right Honble. the Earl of Eglinton and Winton at London upon the 10th day of the said month and year last mentioned before these witnesses John Richardson and Dougald Maclaurin parliamentary agents Fludyer Street Westminster.

MONTGOMERIE, EGLINTON  
AND WINTON.

JOHN RICHARDSON Witness.

D. MACLAURIN Witness.

C. D. GAIRDNER.  
GEO. JOHNSTON.

ROBERT GARDINER, Jr. Witness.

JAMES WALLACE Witness.

ANDREW ORR.  
WM. JAMIESON.  
WALTER GRAY.

M. ANDERSON Witness.

ARTHUR FINLAY Witness.



SECOND PART.

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A.D. 1886.

THIS AGREEMENT entered into between the Right Honourable the Earl of Eglinton and Winton sole proprietor of the harbour of Ardrossan on the first part and the Glasgow and South-western Railway Company on the second part :

WITNESSETH whereas by agreement dated the 5th 6th and 10th days of July 1854 entered into between the late Earl of Eglinton and Winton on the first part and the Ardrossan Railway Company with consent and concurrence of the second parties hereto on the second part various provisions were made to regulate to the extent therein defined the rights obligations and privileges of the respective parties in regard to the lines of rails and railway works formed and to be formed upon the harbour of Ardrossan and the conveyance of traffic upon and to and from the same. And whereas the Glasgow and South-western Railway Company now stand in right and place of the said Ardrossan Railway Company And whereas it has been arranged to alter and amend the provisions of the said agreement and to make other and additional arrangements between the parties all as herein-after expressed Therefore the parties have agreed and do hereby agree with each other as follows videlicet :

First. Article seventh of the above-recited agreement is hereby cancelled and in lieu thereof it is hereby agreed and provided that the said second party shall when called on by the first party or his successors and on statutory powers being obtained by the second party if that is found to be necessary be bound from time to time to execute and maintain the following works at their own expense that is to say :—

To make crossings for foot passengers where required over the lines of rails upon the said harbour :

To shift the position of the rails sidings and lyes which are now or may hereafter be laid upon the harbour :

To provide such additional switches and crossings as may be best calculated to accommodate the traffic to and from the said harbour :

To provide such new lines of rails sidings lyes and crossings as may be required for the extension or proper accommodation of the traffic upon the harbour.

It is further agreed that in case the first party or his successors shall hereafter make new works or extensions within the harbour the provisions of this and the said recited agreement shall extend to such new works or extensions so far as applicable Provided always that the first party and his successors shall provide and prepare and make up the ground necessary for the several works before mentioned and that free of expense to the second party and free of any annual or other payment by them.

Second. The second party shall be bound to furnish and on the requisition of the first party or his successors to set apart whatever number of waggons



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A.D. 1886. and of locomotive engines may from time to time be required for carrying on the coal trade between the Hurlford Springside and Fergushill districts hereinafter defined and Ardrossan Harbour not only as respects the present output but also as respects any future increase of output.

Third. The second party having reduced their rates as from 1st January 1866 on their lines leading to Ardrossan Harbour on coal from the several districts after mentioned to the extent after specified below the rates previously charged that is to say:—

From Hurlford district which for the purposes of this agreement shall embrace all collieries situate between Galston and Kilmarnock by the sum of threepence per ton:

From Springside district including therein all collieries the produce of which is brought upon the second party's lines at any point upon the Irvine and Busby Railway to the like extent of threepence per ton:

From Fergushill district including therein all collieries the produce of which is brought upon the second party's lines at any point upon the Dubbs and Doura Railway to certain extents varying from one penny and fifteen-sixteenths of a penny to twopence per ton.

It is hereby agreed that the reductions above specified shall continue for twenty-one years from and after the said 1st January 1866 and shall apply not only to the existing collieries but to any new collieries to be established during the currency of the said period the produce of which may be brought upon the said second party's lines at any point in the districts above defined either by private lines or by the lines of the second party it being hereby declared that the word "rates" as used in this agreement shall include toll haulage and waggon hire and any other charge which the second parties are entitled to make under their Acts in respect of traffic conveyed by them on their railway.

Fourth. It is hereby agreed that the rates for the conveyance of coal and pig iron to Ardrossan from collieries and works in the Hurlford district or places to the south and east thereof on that portion of the second party's main line situate between Hurlford and Gretna or their branches or lines communicating with such portion of main line or from collieries and works the produce of which may be brought on the second party's lines at any point to the south and east of Ayr shall not during the said period of twenty-one years exceed the rates for the time being charged for the conveyance of coal and pig iron from such collieries and works respectively to Troon Harbour by more than twopence per ton and on the other hand the second party may during the fore-said period if they see fit charge for the conveyance of pig iron from the Kilbirnie Dalry Stevenston and Eglinton Iron Works and of coal from the Fergushill district as above defined to Troon Harbour rates of any amount not less than twopence per ton higher than the rates for the time being charged for the conveyance of such pig iron and coal to Ardrossan Harbour.

Fifth. The second party shall be bound at all times to give the same facilities and encouragement to the existing or future traffic to and from the harbour of Ardrossan which they give to the like traffic to and from any other harbour on the coast of Ayrshire.



A.D. 1886

Sixth. If the first party so require application shall also be made to Parliament by the second party for statutory ratification of this and the said recited agreement. Provided always that if such statutory ratification be refused and a renewed application at the request of the first party be made therefor in a future session of Parliament the first party shall in the latter case bear one half of the expense to which the second party may be put in promoting such renewed application. Declaring always that although such statutory ratification may not be obtained this agreement and the said recited agreement in so far as not hereby cancelled shall notwithstanding be binding on the parties and remain in full force and effect.

Seventh. If any dispute shall arise between the parties in regard to the meaning or implement of this agreement or in regard to the amount of loss or injury which either party may claim from the other in consequence of non-fulfilment or alleged non-fulfilment of any of the obligations herein contained or otherwise in relation to this agreement all such disputes shall be and are hereby referred to an arbiter or arbiters to be appointed in the manner provided for in the Companies Clauses Consolidation (Scotland) Act 1845 and for that purpose the provisions of the said Act in regard to the settlement of disputes by arbitration shall be held to be incorporated with and form part of this agreement in the same manner and as fully and effectually as if such provisions were verbatim inserted herein.

Eighth. In so far as not altered by this agreement the agreement before recited is hereby ratified and confirmed and declared binding upon the parties hereto respectively and in respect of the above agreement the said first party shall during the currency of this agreement do everything in his power to cause the traffic to Ardrossan Harbour mentioned in articles third and fourth to be sent along the railways of the second party and shall oppose any scheme or proposal having for its object or effect directly or indirectly the diversion of such traffic by any other railways made or to be made.

Lastly. Both parties bind and oblige themselves to implement and perform this agreement to each other and any awards or decrees arbitral interim or final to follow hereon under the penalty of one thousand pounds to be paid by the party failing to the party performing or willing to perform the same and that over and above performance and they consent to the registration hereof and of the said awards and decrees arbitral.

In witness whereof these presents written on this and the two preceding pages of stamped paper by Walter Wingate clerk to Morrisons and Anderson writers in Glasgow are executed in duplicate by the parties hereto as follows videlicet: they are executed by the said second party in manner following that is to say: they are sealed with their common seal and are subscribed by James Rodger and Robert Barclay both merchants in Glasgow two of the directors of the said second party all at Glasgow upon the 3rd day of April in the year 1866 before these witnesses James Kerr writer in Glasgow and William [John Wainwright secretary to the said second party and are subscribed by the said first party at Eglinton Castle upon the 13th day of the said month of April and year last

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mentioned before these witnesses James Stewart factor and James Lawson  
butler both to the said first party.

EGLINTON AND WINTON.

JA. STEWART Witness.

JAS. LAWSON Witness.

JAMES RODGER Director.

ROBT. BARCLAY Director.

W. J WAINWRIGHT Witness.

JAMES KERR Witness.



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THIRD PART.

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It is agreed between the parties to the within agreement that to promote the development of the traffic over the lines of the second party to and from Ardrossan Harbour but without prejudice to the provisions of the within agreement except in so far as hereby varied or altered the rates on all mineral traffic of the description specified in the agreement after mentioned and including iron ore and sulphur ore carried by the second party over their lines of railway to or from Ardrossan Harbour chargeable by the second party to any trader who shall engage to send all his traffic to and from the harbour by the lines of the second party shall be the same as those fixed by the agreement between the second party and the Eglinton Iron Company dated twenty-sixth April and second May eighteen hundred and sixty-five and that for the same period of endurance as the last-mentioned agreement. In witness whereof these presents written by James Harvey clerk at Glasgow to the Glasgow and South-western Railway Company and stamped by an adhesive stamp duly cancelled are executed in duplicate by the parties hereto as follow viz. : by the Glasgow and South-western Railway Company that is to say by Alexander Ronaldson merchant Glasgow and Benjamin Nicholson merchant Annan two of the directors of the said Company at Glasgow on the nineteenth day of August in the year eighteen hundred and seventy-three before these witnesses Thomas Brunton writer Glasgow and John Morton registrar to the said Railway Company and by the Right Honourable the Earl of Eglinton and Winton at Eglinton Castle Irvine on the twenty-sixth day of August in the year last mentioned before these witnesses the Honourable Seton Montelieu Montgomerie



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residing at the Fishery Windsor and the Honourable Greville Richard Vernon A.D. 1886.  
commissioner to the said Earl of Eglinton and Winton, residing at Auchans  
House Kilmarnock.

SETON M. MONTGOMERIE Witness.

G. R. VERNON Witness.

THOMAS BRUNTON Witness.

JOHN MORTON Witness.

EGLINTON AND WINTON.

ALEX. RONALDSON.

BEN NICHOLSON, Director.

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LONDON: Printed by EYRE and SPOTTISWOODE,  
Printers to the Queen's most Excellent Majesty. 1886.

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