



CHAPTER xviii.

An Act to amend the Buenos Ayres and Ensenada Port Railway Company's Act 1884 and to make further provision with reference to the Company's Capital and for other purposes. A.D. 1888.
[16th May 1888.]

WHEREAS in the year one thousand eight hundred and seventy-two certain persons formed themselves into a Company under the name of the Buenos Ayres and Ensenada Port Railway Company Limited (in this Act referred to as "the Company") for the purpose of acquiring completing maintaining and working a railway from Buenos Ayres to Ensenada and other places in the province of Buenos Ayres in the Argentine Republic and for other purposes connected therewith and such Company was duly registered under the Companies Acts 1862 and 1867 :

And whereas by the Memorandum and Articles of Association of the Company the capital of the Company was fixed at seven hundred thousand pounds divided into seventy thousand shares of ten pounds each (all of which are fully paid up) of which shares thirty-five thousand were ordinary shares and thirty-five thousand were preference shares entitled to a preferential dividend of seven pounds per centum per annum and to participate equally with the ordinary shares in all yearly divisible net profits of the Company which should remain after payment of a dividend of seven pounds per centum per annum upon the preference and ordinary shares for the time being of the Company And by the said Articles of Association it was further provided that any deficiency in respect of preferential dividend in any year should be carried forward and charged upon the divisible net profits of the succeeding year or years until paid :

And whereas by the said Articles of Association it is provided that in the event of the sale or transfer of the Company's railway the purchase-money should be applicable first in paying to the

A.D. 1888. — preference shareholders the amount paid up on the preference shares and in the next place in or towards paying to the holders of the other shares of the Company (subject as therein mentioned) the amount paid up on their shares and that the residue of the said purchase-money (if any) should be divided amongst all the shareholders in proportion to the amount of their holdings :

And whereas by the Buenos Ayres and Ensenada Port Railway Company's Act 1884 (in this Act called "the Act of 1884") provision was made for the extinguishment of the arrears of dividend upon the preference shares in the capital of the Company accrued prior to the first day of January 1884 in consideration of the payment as from that date to any holder of such preference shares who should agree to such extinguishment of a preferential dividend on his shares at the rate of eight pounds per centum per annum instead of at the rate of seven pounds per centum per annum :

And whereas of the said preference shares thirty-four thousand three hundred are by agreement with the holders thereof under the Act of 1884 now entitled to a preferential dividend of eight pounds per centum per annum and the remaining seven hundred are entitled to a preferential dividend of seven pounds per centum per annum :

And whereas in consequence of the great increase of the traffic on the Company's railway and the further addition thereto which will arise upon the opening of the Port of Ensenada now under construction it will shortly be necessary for the safe and efficient conduct of such traffic that a large portion of the railway should be doubled and that additional sidings and other works should be constructed :

And whereas it is expedient that for the purposes aforesaid the capital of the Company should be increased and that the Company should be authorised to raise further money by the creation and issue of new ordinary and preference shares and stock and it would be more advantageous to the Company if such new preference shares and stock and the existing eight per centum and seven per centum preference shares the security and value of which will be largely increased by such further expenditure were consolidated and converted into one uniform capital bearing a dividend at the rate of seven pounds per centum per annum as herein-after provided :

And whereas by the Act of 1884 the provisions of the Articles of Association herein-before referred to with respect to the application and division of the purchase-money to be received by the Company in the event of a sale or transfer of the Company's

railway were altered as by that Act provided but in the event of the increase of the Company's capital and such further expenditure as aforesaid the application of such purchase-money and the division thereof among the ordinary and preference shareholders of the Company as prescribed by that Act would be no longer just and it is expedient that the said Act should be in that respect amended as herein-after provided :

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And whereas the objects 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) :—

1. This Act may be cited for all purposes as the Buenos Ayres and Ensenada Port Railway Company's Act 1888. Short title.

2. From and after the passing of this Act and notwithstanding anything in the said Articles of Association or the Act of 1884 contained the nominal capital of the Company shall be one million two hundred thousand pounds of which six hundred thousand pounds shall be preference capital and six hundred thousand pounds shall be ordinary capital. Capital.

3. The said preference capital of the Company shall be entitled to a preferential dividend of seven pounds per centum per annum and shall also be entitled to participate rateably with the other capital in all yearly divisible net profits of the Company which shall remain after payment of a dividend of seven pounds per centum per annum upon such preference capital and the other capital for the time being of the Company : Dividend on preference capital.

Any deficiency in respect of the preferential dividend on the said preference capital in any year shall be carried forward and charged upon the divisible net profits of the succeeding year or years until paid :

Provided always that if under the provisions of this Act any part of the said preference capital is issued in shares the holders of such shares shall only be entitled to dividends in respect of the amount for the time being called and paid on such shares.

4. Of the six hundred thousand pounds preference capital by this Act authorised the Company may except as herein-after provided for the purpose of consolidating the existing preference shares create three hundred and ninety-nine thousand pounds as Issue and application of 399,000l. preference capital.

A.D. 1888. — preference shares or stock and such preference shares or stock shall as to three hundred and ninety-two thousand pounds thereof be issued to the holders of the said thirty-four thousand three hundred preference shares entitled to dividend at the rate of eight pounds per centum per annum in exchange for such shares and in proportion to the nominal value of the shares held by each such holder and the remaining seven thousand pounds of such preference shares or stock shall be issued to the holders of the said seven hundred preference shares entitled to dividend at the rate of seven pounds per centum per annum in exchange for such shares and in proportion to the nominal value of the shares held by each such holder.

Provision in case of exchange of any of the 700 outstanding seven per cent. shares.

5. If before the 1st day of August 1888 the holder of any of the seven hundred seven per centum preference shares mentioned in the last preceding section shall give notice to the Company that he desires to exchange his said shares for eight per centum preference shares under the provisions of the Act of 1884 the Company may for the purpose of such exchange issue to such holder the like amount of preference capital as in accordance with that section he would have been entitled to receive if he had exchanged his said shares before the passing of this Act and the relative amounts of preference capital to be issued to the holders of eight per centum preference shares and seven per centum preference shares under that section shall in that event be varied accordingly.

As to fractional parts of a pound of preference stock.

6. Notwithstanding anything in this Act contained no holder of preference shares shall become entitled under this Act to any fractional part of a pound of preference stock but in every case in which any such holder would but for this enactment have become entitled to a fractional part of a pound of any such stock the Company may at their option pay to such holder such a sum in cash as shall be equal to the nominal value of such fractional part or receive from such holder such an amount in cash as will make up the amount of stock to be issued to him to an integral number of pounds.

Issue of remainder of preference capital.

7. The Company may raise the remainder of the six hundred thousand pounds preference capital by this Act authorised by the creation and issue at their option of new preference shares or new preference stock or wholly or partially by either of those modes and at such times in such manner and on such conditions as the directors of the Company may determine but no part thereof shall be created unless at the time of such creation or previously thereto

an equal amount of ordinary capital (beyond the amount to be issued under the provisions of this Act to the holders of the existing ordinary shares) shall have been created and issued and no part of the new preference capital shall be called up unless at the same time or previously thereto an equal amount be called up on the new ordinary capital. A.D. 1888.

8. Of the six hundred thousand pounds ordinary capital by this Act authorised the Company may create three hundred and fifty thousand pounds as ordinary stock and such ordinary stock shall be issued to the holders of the existing thirty-five thousand ordinary shares in exchange for such shares and in proportion to the nominal value of the shares held by each such holder. Issue and application of 350,000*l.* ordinary capital.

9. The Company may raise the remaining two hundred and fifty thousand pounds of the six hundred thousand pounds ordinary capital by this Act authorised by the creation and issue at their option of new ordinary shares or new ordinary stock or wholly or partially by either of those modes and at such times in such manner and on such conditions as the directors of the Company may determine. Issue of remaining 250,000*l.* ordinary capital.

10. The Company shall not issue any share to be created under the authority of this Act of less nominal value than ten pounds nor shall any share vest in the person or corporation accepting the same unless and until a sum not being less than one-fifth of the amount of such share shall have been paid in respect thereof. Shares not to be issued until one-fifth paid.

11. Every holder of preference or ordinary stock created under the provisions of this Act shall at all general meetings of the Company and subject to the provisions of the Articles of Association be entitled to one vote in respect of every ten pounds of stock held by him. As to voting at general meetings.

12. After the expiration of such period as the directors may determine being not more than six months from the passing of this Act every owner of any existing shares shall upon surrender of the certificates of the shares held by him or proof to the reasonable satisfaction of the directors of the loss or destruction thereof be entitled to receive from the directors free of charge a certificate of the preference or ordinary stock (as the case may be) to which such owner is entitled under the provisions of this Act. Owners of converted shares to receive certificates of stock.

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Stocks to be
held on same
trusts as
shares for
which they
are substi-
tuted.

13. All preference or ordinary stock issued under the provisions of this Act to holders of preference or ordinary shares in exchange for such shares shall be held subject to the same trusts and obligations as those upon or to which the shares in respect of which such stock is substituted were immediately before the passing of this Act held or subject and so as to give effect to and not revoke any deed will or other instrument disposing of or affecting any such shares and every such deed will or other instrument affecting any such shares shall be held to apply to the stock or a proportionate part of the stock so substituted therefor.

As to appli-
cation of
purchase
money in the
event of sale
or transfer
of the
railway.

14. Section 5 of the Act of 1884 is hereby repealed and in lieu thereof the following provisions shall have effect (that is to say):—

In the event of a sale or transfer of the railway of the Company the purchase-money to be received by the Company shall after payment of all debts and liabilities of the Company be applied as follows (that is to say):—

- (a) There shall in the first place be paid to each holder of preference stock a sum equal to the nominal value of such stock held by him and to each holder of preference shares a sum equal to the amount paid up on the preference shares held by him:
- (b) There shall in the next place be paid to each holder of ordinary stock a sum equal to the nominal value of such stock held by him and to each holder of ordinary shares a sum equal to the amount paid up or deemed to be paid up on the shares held by him:
- (c) The residue if any shall be paid to and divided amongst the holders of the preference and ordinary capital in proportion to the nominal amounts of preference or ordinary stock and the amounts paid up on the preference and ordinary shares held by them respectively.

Reserving
Company's
powers under
general
Acts.

15. The provisions contained in this Act shall form part of the Memorandum and Articles of Association or other regulations of the Company which shall be read subject to and in accordance with this Act but nothing herein contained shall be deemed to prevent the Company from modifying or altering their Memorandum or Articles of Association and other regulations in accordance with the provisions of the Companies Acts 1862 to 1883 or any statutory modification thereof.

Act to be
registered.

16. The Company shall forthwith after the passing of this Act give notice thereof to the Registrar of Joint Stock Companies and shall within three months after the passing of this Act forward a

printed copy thereof to him and it shall be recorded by him and if such copy is not so forwarded within three months from the passing of this Act the Company shall incur a penalty not exceeding two pounds for every day after the expiration of those three months during which the copy is omitted to be forwarded and every director and manager of the Company who knowingly and wilfully authorises or permits such default shall incur the like penalty and every penalty under this section shall be recoverable summarily. A.D. 1888.
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17. All costs charges and expenses of and incident to the preparing for obtaining and passing of this Act or otherwise in relation thereto shall be paid by the Company. Costs of Act.

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