



CHAPTER xxix.

An Act to empower the Lanarkshire and Ayrshire Railway Company to raise moneys by the issue of Debenture Stock and to enable the Caledonian Railway Company to make advances to the Company by way of Loan or otherwise and for other purposes. [28th June 1888.] A.D. 1888.

WHEREAS the Barrmill and Kilwinning Railway Company were incorporated by the Barrmill and Kilwinning Railway Act 1883 (herein-after called "the Act of 1883") with power to make and maintain railways from a junction at Barrmill with the Beith Branch of the Glasgow Barrhead and Kilmarnock Joint Line to Kilwinning in the county of Ayr and for that purpose to raise seventy-five thousand pounds by shares:

And whereas by the Lanarkshire and Ayrshire Railway Act 1884 (herein-after called "the Act of 1884") the name of the said Company was changed to the name of the Lanarkshire and Ayrshire Railway Company (herein-after called "the Company") and the Company were authorised to construct new railways in the county of Ayr and for that purpose to raise an additional sum of three hundred thousand pounds by shares:

And whereas by an agreement scheduled to and confirmed by the Act of 1884 made between the Company and the Caledonian Railway Company (herein-after called "the Caledonian Company") the Caledonian Company subject to the conditions therein mentioned became bound to work manage and maintain in perpetuity the railways authorised by the Act of 1883:

And whereas by the Lanarkshire and Ayrshire Railway Act 1885 (herein-after called "the Act of 1885") the Caledonian Company were authorised to subscribe moneys towards the undertaking of the Company not exceeding in whole one hundred and fifty thousand pounds and the working agreement scheduled to and confirmed by the Act of 1884 was applied extended to and declared

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A.D. 1888. — to include the railways of the Company authorised by the last-mentioned Act subject to certain variations thereby made :

And whereas the Caledonian Company have subscribed the sum of one hundred and fifty thousand pounds towards the undertaking of the Company :

And whereas by the Lanarkshire and Ayrshire Railway Act 1886 (herein-after called "the Act of 1886") further powers were conferred on the Company with reference to their undertaking and the Company were authorised to borrow on mortgage any sum not exceeding in whole one hundred and twenty-five thousand pounds :

And whereas the Company have proceeded with the construction of the railways authorised by the recited Acts and are in the course of constructing their main line from Barrmill to Ardrossan as a double line instead of a single line as originally intended :

And whereas shares to the amount of two hundred and eighty-two thousand eight hundred and fifty pounds have been subscribed for issued and accepted and one hundred and ninety thousand pounds have been paid thereon :

And whereas the Company have borrowed on mortgage the sum of seventy-five thousand pounds part of the said sum of one hundred and twenty-five thousand pounds :

And whereas the Company may if they think fit issue the remaining unissued share capital amounting to ninety-two thousand one hundred and fifty pounds as preference shares or stock at par with a preferential dividend attached thereto not exceeding the rate of four pounds ten shillings per centum per annum :

And whereas the Company are at present unable to issue preference shares or stock on the conditions before mentioned and in order to facilitate the speedy completion of the undertaking and to enable the Company to raise money for that purpose on the most advantageous and economical terms the Caledonian Company are willing to advance to the Company by way of loan the sum of one hundred thousand pounds on the terms and conditions in this Act mentioned :

And whereas in order to enable the Company to obtain the benefit of such advance it is expedient that they should be authorised to create debenture stock to the amount of one hundred thousand pounds and that their power to issue mortgages to the extent of fifty thousand pounds and preference or ordinary shares unissued to the extent of fifty thousand pounds should be cancelled :

And whereas the schedule to this Act contains a statement of the authorised share and loan capital of the Company from and after the passing of this Act :

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And whereas the Company created the additional capital authorised by the Act of 1884 without duly observing the provisions of the Companies Clauses Act 1863 with respect to the previous sanction of the shareholders and it is expedient to confirm such creation :

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 :

1. This Act may be cited as the Lanarkshire and Ayrshire Railway (Capital Powers) Act 1888 and this Act and the other Acts relating to the Company may be cited as the Lanarkshire and Ayrshire Railway Acts 1883 to 1888. Short title.

2. Part III. (relating to debenture stock) of the Companies Clauses Act 1863 as amended by the Railway Companies (Scotland) Act 1867 is (in so far as applicable and except where expressly varied by this Act) incorporated with and forms part of this Act. Incorporation of general Act.

3. In addition to the sum of seventy-five thousand pounds which the Company have raised by mortgage and which they may convert into debenture stock they may from time to time create and issue debenture stock to the amount of one hundred thousand pounds and such debenture stock shall be called Lanarkshire and Ayrshire Railway B Debenture Stock and shall rank in priority next after the existing mortgages of the Company amounting as aforesaid to seventy-five thousand pounds or if and when such existing mortgages are converted into debenture stock (which shall be called Lanarkshire and Ayrshire Railway A Debenture Stock) next after such A Debenture Stock and shall bear interest at a rate not exceeding five per centum per annum and such interest shall rank in priority next after the interest on the existing mortgages to the said amount of seventy-five thousand pounds or if and when the same are converted into debenture stock next after the interest on such debenture stock Notice of the effect of this enactment shall be endorsed on all certificates of such B Debenture Stock. Power to create one hundred thousand pounds B. Debenture Stock.

4. Any debenture stock created by the Company may from time to time be issued on condition that it shall be redeemable by the Company at such price not exceeding one hundred pounds for every one hundred pounds of such stock as the directors of the Redemption of debenture stock.

A.D. 1888. — Company may determine on six months' notice to the registered holders thereof and the directors may make such regulations including the right of purchase in the open market as they think fit to give effect to such redemption and may for the purpose of such redemption create and issue such debenture stock of equal nominal amount and the same priority of ranking and bearing a lesser rate of interest as may be required to redeem any debenture stock redeemable as aforesaid.

Cancelling power to borrow to extent of fifty thousand pounds and power to raise fifty thousand pounds by preference or ordinary shares.

5. When and so soon as the Company have created and issued the sum of one hundred thousand pounds Lanarkshire and Ayrshire Railway B Debenture Stock by this Act authorised or any part thereof their existing power to issue mortgages to the amount of one moiety of the sum so created and issued and preference or ordinary shares or stock to the amount of the other moiety thereof shall be cancelled and extinguished.

Power to Caledonian Company to lend and to apply funds for that purpose.

6. The Caledonian Company may from time to time advance to the Company by way of loan any sum which they think fit not exceeding in the whole one hundred thousand pounds and they may contribute and apply in or towards payment of such advances any moneys which they are already authorised to raise and which may not be required by them for the purposes of their undertaking and also any moneys which they are by this Act authorised to raise and the Caledonian Company shall in respect of the moneys advanced by them be entitled to accept and hold a corresponding amount of Lanarkshire and Ayrshire Railway B Debenture Stock and shall in respect of such B Debenture Stock have all the powers rights and privileges except as respects priority of ranking (which shall be as herein-before provided) and be subject to all the obligations and liabilities of proprietors of debenture stock of the Company Provided always that the Caledonian Company shall not advance any sum by way of loan to the Company unless either before or after the passing of this Act they have obtained the authority of three fourths of the votes of their shareholders present in person or by proxy at a general meeting of that Company specially convened for the purpose.

Power to Caledonian Company to raise additional capital &c.

7. The Caledonian Company may from time to time raise for the purpose of any advances made by them under this Act any capital not exceeding in nominal amount one hundred thousand pounds by the issue at their option of new ordinary shares or stock or new preference shares or stock or wholly or partially by any one or more of those modes respectively and the clauses and provisions of the

Companies Clauses Consolidation (Scotland) Act 1845 with respect A.D. 1888.
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 share-
holders :

The making of dividends : and

The giving of notices :

And Part I. (relating to cancellation and surrender of shares) and
Part II. (relating to additional capital) of the Companies Clauses
Act 1863 shall subject to the provisions of this Act extend and
apply to the Caledonian Company and to the additional capital
which they are by this Act authorised to raise.

8. The Caledonian Company shall not issue any share under the
authority of this Act of less nominal value than ten pounds nor shall
any such 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.

9. All moneys which the Caledonian Company may raise under
the powers of this Act shall be applied for the purposes of the
before-mentioned advance only. Application
of additional
capital.

10. The Caledonian Company may if they think fit with such
authority of their shareholders as aforesaid instead of advancing
to the Company the sum of one hundred thousand pounds by this
Act authorised guarantee and secure in perpetuity or for such
period as they may determine the due and punctual payment of
all or any part of the interest payable on Lanarkshire and Ayrshire
Railway B Debenture Stock. Caledonian
Company
may
guarantee
interest on
B. Debenture
Stock :

11. The Caledonian Company shall from time to time out of their
income applicable to dividend on their ordinary shares or stock but
not out of any other fund satisfy and discharge any moneys which
they may be called upon to pay upon or in respect of the guarantee
by this Act authorised and shall rank as creditors of the Company
for any moneys which they shall so pay and interest thereon in
priority to the holders of any shares stock mortgages or debenture
stock of the Company except the existing mortgages of the Com-
pany amounting as aforesaid to seventy-five thousand pounds or
the Lanarkshire and Ayrshire Railway A Debenture Stock if and
when created. And may
apply funds.

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Confirming
creation of
capital issued
in 1884.

12. The creation by the Company of shares for three hundred thousand pounds authorised to be raised by the Act of 1884 is hereby confirmed.

Interest not
to be paid on
calls paid up.

13. No interest or dividend shall be paid out of any share or loan capital which the Company or the Caledonian Company are by this 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 or the Caledonian 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.

14. The Company or the Caledonian 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 or the Caledonian Company to construct any other railway or to execute any other work or undertaking.

Provision as
to general
Railway
Acts.

15. Nothing in this Act contained shall exempt the Company or the Caledonian Company from the provisions of any general Act relating to railways or 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 or the rates for small parcels authorised to be taken by the Company or the Caledonian Company.

Costs of Act.

16. 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.

The SCHEDULE.

A.D. 1888.

Loan capital authorised by the Act of 1886	-	-	125000	
Deduct cancelled by this Act	-	-	50000	
			<hr/>	75000
B Debenture Stock authorised by this Act	-	-	-	100000
Share capital authorised by the Act of 1883	-	-	75000	
Do. by the Act of 1884	-	-	300000	
(Whereof created and issued £282850)			<hr/>	
			375000	
Deduct cancelled by this Act	-	-	50000	
			<hr/>	325000
				<hr/>
Total authorised shares loans and debenture stock	-	-		£500000

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