



**CHAPTER CXXX.**

An Act to enable the Buenos Ayres Northern Railway Company Limited to sell and the Central Argentine Railway Company Limited to purchase the undertaking of the Buenos Ayres Northern Railway Company Limited and to make provision for the distribution amongst the members of the Buenos Ayres Northern Railway Company Limited of the obligations or other consideration resulting from such sale and for other purposes. A.D. 1898.

[25th July 1898.]

**W**HEREAS the Buenos Ayres Northern Railway Company Limited (herein-after called "the Northern Company") was incorporated in the year one thousand eight hundred and sixty-two as a limited company under the Joint Stock Companies Act 1856 and now owns a railway or system of railways in the State of Buenos Ayres in the Argentine Republic and is entitled to certain real and personal property including the sum of ten thousand three hundred and fifty-three pounds fifteen shillings and twopence New South Wales three per centum inscribed stock :

And whereas the capital of the Northern Company consists of—

Guaranteed preference shares 488 of £10 each	£4,880
Preference stock issued under the Northern Railway of Buenos Ayres Company's Act 1885 in exchange for 12,799 guaranteed preference shares	127,990
	£132,870
Deferred preference shares 61 of £10 each	610
Ordinary stock issued under the above-mentioned Act in place of 5,265 deferred preference shares at the rate of £130 stock for every ten shares	68,445
[Price 1s.]	1

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Ordinary stock issued under the above-mentioned Act in place of 11,185 ordinary shares of £10 each	-	-	-	111,850
Ordinary stock issued under the above-mentioned Act in place of 387 drawn guaranteed preference and deferred preference shares	-	-	-	4,003
				<hr/> 184,298
				<hr/> <u>£317,778</u>

And whereas all the said shares and stocks are fully paid :

And whereas under or by virtue of the articles of association of the Northern Company and the Northern Railway of Buenos Ayres Company's Act 1885 the net profits of the Northern Company available for dividend are to be applied as follows and as between the several classes of stock and shares in the following order of priority :—

First In payment to the holders of guaranteed preference shares and the holders of preference stock treated as one class a preferential cumulative dividend of seven per centum per annum on the amount paid on the guaranteed preference shares and preference stock held by them respectively ;

Secondly In payment to the holders of the deferred preference shares of a non-cumulative dividend of seven per centum per annum on the deferred preference shares held by them respectively ;

Thirdly In payment to the holders of preference stock of a further cumulative dividend equal to one per centum per annum on the nominal amount of their stock ;

Fourthly In providing for distribution amongst the holders of ordinary stock by way of dividend a sum equal to seven per centum per annum on the nominal amount of their stock less the amount paid in respect of the said further dividend of one per centum per annum on the preference stock the amount of the ordinary stock for the purposes of computation being arrived at by deducting from the total nominal amount thereof the difference between the nominal amount of any ordinary stock issued to holders of deferred preference shares under the said Act and the nominal amount of such deferred preference shares ;

Fifthly The balance is to be divided into two portions each bearing to the other the ratio prescribed by the said Act and

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one portion is to be paid to the holders of guaranteed preference and deferred preference shares in respect of specific shares held by them to be ascertained by lot each guaranteed preference or deferred preference share in respect of which payment of ten pounds is made being then converted into ordinary stock at the rate in the said Act mentioned and the other portion is subject to the vote of a general meeting of the Company to be distributed among the holders of the preference and ordinary stock in proportion to their respective holdings :

And whereas the Central Argentine Railway Company Limited (herein-after called "the Central Company") was incorporated on the tenth of March one thousand eight hundred and sixty-four as a company limited by shares under the Companies Act 1862 and owns and works certain railways within the said Republic and is empowered by its memorandum of association as amended by the Central Argentine Railway Company (Limited) Act 1885 and the Central Argentine Railway Company Limited Act 1889 to acquire maintain and work any railways connected with its railways or capable of being advantageously worked therewith and also to accept a lease of the undertaking of the Northern Company's railway for a term of years or in perpetuity :

And whereas under an agreement dated the second day of August one thousand eight hundred and eighty-eight between the Central Company of the one part and the Northern Company of the other part confirmed by the Central Argentine Railway Company Limited Act 1889 the undertaking of the Northern Company has been leased in perpetuity to the Central Company at an increasing rent which for the year one thousand eight hundred and ninety-eight and each subsequent year will amount to the sum of forty-nine thousand two hundred and seven pounds :

And whereas the Northern Company has issued and there is now outstanding debenture stock to the nominal amount of two hundred and seventy-seven thousand one hundred and five pounds of which one hundred and fifty-four thousand five hundred and five pounds bears interest at the rate of five per centum per annum and one hundred and twenty-two thousand six hundred pounds bears interest at the rate of four per centum per annum and the principal and interest represented by such stock are by virtue of a mortgage debenture and a trust deed respectively dated the thirteenth of August one thousand eight hundred and eighty-six and under the seal of the Northern Company charged upon the Northern Company's railway and undertaking property and effects. present and future



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A.D. 1898. as a floating charge but so as not to interfere until the said mortgage debenture be put in force with any sale or other disposition of any property subject thereto and such stock is redeemable by the Northern Company on six months previous notice on any first day of January or first day of July not being earlier than the first day of January one thousand nine hundred by payment of the nominal amount of such stock with ten per centum by way of bonus in case of the five per centum debenture stock :

And whereas the railway of the Northern Company and the railway of the Central Company are connected and are now being worked as one system :

And whereas an agreement a copy of which is set forth in the schedule to this Act has been entered into between the Northern Company and the Central Company for the sale to the Central Company of the undertaking of the Northern Company :

And whereas it will be to the advantage of all persons interested that the said railways should be combined in one undertaking and for such purpose that such agreement should be confirmed and made binding upon the Northern Company and the Central Company respectively :

And whereas the objects aforesaid cannot be attained without the authority of Parliament :

May it therefore please Your Majesty that it may be enacted and be it enacted by the Queen's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows (that is to say) :—

Short title.

1. This Act may be cited as the Buenos Ayres Northern Railway Company's Act 1898.

Confirming agreement between the Northern Company and the Central Company.

2. The Northern Company and the Central Company may respectively carry out the agreement scheduled to this Act and such agreement shall as from the passing of this Act be binding upon the two companies and the members thereof respectively.

Power to convene meeting of debenture stock holders of Northern Company.

3. At any time and from time to time after the passing of this Act the directors of the Central Company may convene by advertisement a meeting of the holders of the debenture stock of the Northern Company Every such meeting shall be convened upon such notice given in such terms and shall be conducted in such way as the trustees or trustee of the said indenture of the thirteenth day of August one thousand eight hundred and eighty-six securing the said debenture stock may approve and the said trustees or trustee may make and cause to be advertised such regulations as

to the deposit or production of debenture stock certificates as in their or his opinion may be necessary to ascertain that a person voting at such meeting is the holder of the stock in respect of which he proposes to vote. A.D. 1898.

4. A meeting held under the last preceding section may by an extraordinary resolution as herein-after defined consent to any compromise or arrangement with the Central Company and every compromise or arrangement so assented to shall be binding upon all the holders of the said debenture stock. Power to such meeting to consent to any compromise or arrangement.

5. For the purposes of a meeting of the holders of the said debenture stock an extraordinary resolution shall mean a resolution passed by a majority of not less than three fourths in value of the votes of the said debenture stock holders present in person or by proxy at the meeting and voting on the resolution. Provided always that at every meeting of debenture stock holders every holder of debenture stock shall on a show of hands have one vote and upon a poll one vote for every one hundred pounds of stock held by him and any such debenture stock holder shall be entitled to demand a poll. Definition of extraordinary resolution of debenture stock holders.

6. Section 7 of the Northern Railway of Buenos Ayres Company's Act 1885 is hereby repealed and the three and a half per centum debenture stock to be issued by the Central Company as part of the consideration for the sale under the agreement scheduled hereto shall be distributable among the members of the Northern Company as therein provided. For the purpose of such distribution the several persons whose names shall appear in the books of the Northern Company at the date of the passing of this Act as the holders of the stock and shares of the Northern Company shall unless the contrary be proved to the satisfaction of the Northern Company be considered to be the members of the Northern Company and the receipt in writing of such persons or their executors or administrators or the trustee committee or guardian of the estate of any such persons who shall be bankrupt lunatic or minor shall be an effectual discharge to the Northern Company and the directors thereof for the debenture stock expressed to be received and shall exonerate them from any obligation affecting the share stock or interest in respect whereof such debenture stock is issued. Trustees executors administrators and all other persons entitled in any representative or fiduciary capacity to stock or shares of the Northern Company are hereby expressly authorised to accept and hold any of the three and a Repeal of section 7 of Act of 1885 and division of proceeds of sale.



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A.D. 1898. — half per centum debenture stock to be issued by the Central Company under the terms of the agreement scheduled hereto.

Final meeting of Northern Company.

7. Immediately after the completion of the said sale and the transference and conveyance of the assets of the Northern Company to the Central Company the board of directors of the Northern Company shall by advertisement stating the time place and object of the meeting and published in the London Gazette one month at least previously to the meeting and by notice to the members in manner provided by the articles of association of the Northern Company for the convening of general meetings convene a general meeting of the members of the Northern Company for the purpose of laying an account before the meeting showing the manner in which the property of the Northern Company has been disposed of.

Dissolution of Northern Company.

8. The board of directors of the Northern Company shall make a return to the Registrar of Joint Stock Companies of such meeting having been held and of the date at which the same was held and on the expiration of three months from the date of the registration of such return the Northern Company shall be dissolved.

As to rights of debenture stock holders of Northern Company.

9. The sale and transfer in pursuance of the agreement scheduled hereto of the assets of the Northern Company charged by the debenture stock of that company shall not entitle the holders of the debenture stock to call in the same or entitle the trustees under the said indenture of the thirteenth day of August one thousand eight hundred and eighty-six to enforce the charge thereby or by the debenture therein referred to created but the said debenture may be enforced in the event of the winding up of the Central Company and the Central Company shall have the same right to redeem as is reserved to the Northern Company by the conditions attached to the debenture stock certificates and as from the passing of this Act the term "company" in the said conditions shall be read as referring to the Central Company Subject as aforesaid the assets charged by the Northern Company's debenture stock or the said debenture and comprised in the said agreement scheduled hereto shall remain charged in the same way and to the same extent and with the same rights and remedies as prior to the passing of this Act.

Act to be filed with Registrar of Joint Stock Companies.

10. A printed copy of this Act shall be filed by the Northern Company with the Registrar of Joint Stock Companies who shall receive the same and if such copy shall not be delivered to the Registrar within three months after the passing of this Act the

Northern Company shall incur a penalty not exceeding ten pounds for every day after the expiration of such three months during which the Northern Company shall omit to deliver the said copy and every director and manager of the Northern Company who shall knowingly and wilfully authorise or permit such default shall incur the like penalty and every penalty under this section shall be recoverable summarily.

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The SCHEDULE referred to in the foregoing Act.

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AN AGREEMENT made this 19th day of May 1898 between THE BUENOS AYRES NORTHERN RAILWAY COMPANY LIMITED (herein-after called "the Northern Company") of the one part and THE CENTRAL ARGENTINE RAILWAY COMPANY LIMITED (herein-after called "the Central Company") of the other part.

WHEREAS the Northern Company was on the 28th day of July 1862 registered under the Joint Stock Companies Act 1856 as a company limited by shares under the name of the Northern Railway of Buenos Ayres Company Limited having objects stated in its memorandum of association including the making purchasing or otherwise acquiring and maintaining managing and working of railways tramways and other roads and ways in the State of Buenos Ayres or in the States or Provinces of the Argentine Confederation and other purposes connected therewith and with a share capital of £250,000 divided into 15,000 "guaranteed preference" shares of £10 each 6,000 "deferred preference" shares of £10 each and 4,000 "ordinary" shares of £10 each :

And whereas all such shares were issued with the exception of 1,500 ordinary shares and under the provisions of the articles of association certain of the "guaranteed preference" shares and of the "deferred preference" shares were exchanged for ordinary shares :

And whereas under the provisions of the Northern Company's articles of association and the Northern Railway of Buenos Ayres Company's Act 1885 certain of the guaranteed preference shares have been converted into preference stock and all the ordinary shares and certain of the deferred preference shares have been converted into ordinary stock :

And whereas under the authority of a resolution of a general meeting of the Northern Company passed on the 28th day of March 1888 5,146 new ordinary shares were issued and the issued capital of the Northern Company now consists of £127,990 preference stock £184,298 ordinary stock and 488 guaranteed preference shares of £10 each and 61 deferred preference shares of £10 each :

And whereas the Northern Company has issued and there is now outstanding £154,505 five per cent. debenture stock and £122,600 four per cent. debenture stock represented by debenture stock certificates issued under the provisions of an indenture dated the 13th day of August 1886 and made between Charles Seale Hayne and Alfred Brown of the one part and the



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Northern Company of the other part and redeemable by the Company on giving previous notice in accordance with the provisions of the said indenture on any 1st day of January or 1st day of July not being earlier than the 1st day of January 1900 by payment of the nominal amount of the certificates with 10 per cent. by way of bonus in the case of the 5 per cent. debenture stock : A.D. 1898.

And whereas by an agreement dated the 2nd day of August 1888 and made between the Central Company of the one part and the Northern Company of the other part and confirmed and made binding on the companies by the Central Argentine Railway Company Limited Act 1889 it was agreed that the Northern Company should grant and the Central Company should accept a lease of the undertaking of the Northern Company in perpetuity in consideration of the payment by the Central Company to the Northern Company of the annual sums therein mentioned :

Now it is hereby agreed (conditionally as herein-after mentioned) as follows :—

1. The Northern Company shall sell and the Central Company shall purchase for the consideration herein-after mentioned all the railways lands buildings goods chattels moneys credits bills things in action property and undertaking of the Northern Company with the full benefit of all concessions privileges contracts and agreements and of all securities to which the Northern Company is entitled and all other the real and personal property whatsoever and wheresoever of the Northern Company in the United Kingdom or the Argentine Republic or elsewhere including its Liverpool property and its invested funds represented by £10,353 15s. 2d. New South Wales three per cent. stock and generally its assets of every description as existing on the 31st day of December 1897 but subject to and with the benefit of the said agreement of the 2nd day of August 1888 as from the 1st day of January 1898.

2. The Northern Company guarantees the correctness of the figures contained in its printed statement of accounts for the year ending the 31st December 1897 and that it has not incurred and will not incur any debts or liabilities or pay any dividend on its stocks or shares which shall reduce the balance of undivided profit after providing for all charges against revenue to the 31st December 1897 below the figure of £1,349 17s. 11d. shown in the Company's printed statement of accounts as being the balance on the 31st December 1897.

3. The consideration for the said sale and purchase shall be as follows :—

(1.) The Central Company shall pay satisfy and discharge the debts and liabilities of the Northern Company specified in the schedule hereto and all further liability in respect of the pension payable to Mr. Sawyer and also will provide a sufficient sum to satisfy and discharge reasonable compensation to the directors (including directors fees as from 31st December 1897) and officials of the Northern Company not exceeding £2,500 in all and shall as from the 31st

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day of December 1897 pay the interest on the said sums of £154,505 five per cent. debenture stock and £122,600 four per cent. debenture stock and provide the necessary sums for repayment or redemption of the principal thereof together with the said bonus of 10 per cent. and shall at all times keep the Northern Company indemnified against such debts and liabilities and against all actions costs damages claims and proceedings in respect thereof the Northern Company agreeing on the request and at the cost of the Central Company to give or concur in giving all such notices as may be necessary to enable the Central Company to redeem the said debenture stocks or any part thereof on the 1st day of January 1900 or on any 1st day of July or 1st day of January thereafter :

(2.) The Central Company shall issue for distribution among the members of the Northern Company such an amount of  $3\frac{1}{2}$  per cent. debenture stock not exceeding however a total of £1,014,000 of such stock (to be secured in manner herein-after mentioned) as will secure to the members of the Northern Company the following annual gross income and the same shall be accepted by the members in full satisfaction and discharge of all their claims in respect of their interests in the assets of the Northern Company viz. :—

To the holders of the £127,990 preference stock an income at the rate £12 10s. per cent. per annum on their holdings ;

To the holders of the £184,298 ordinary stock an income at the rate of £10 4s. per cent. per annum on their holdings ;

To the holders of the 488 guaranteed preference shares an income at the rate of £12 10s. per cent. per annum on their holdings ;

To the holders of the 61 deferred preference shares an income at the rate of £10 4s. per cent. per annum on their holdings after adding thereto 30 per cent. :

In case any member shall be entitled to a fraction of a £ of stock under the above distribution such member shall be entitled at his option to receive the amount of such fraction in cash or to purchase at par  $3\frac{1}{2}$  per cent. debenture stock to the amount by which a £ exceeds such fraction :

Provided always that if from any cause it shall be found that the said sum of £1,014,000 of  $3\frac{1}{2}$  per cent. debenture stock will be insufficient to provide income at the said respective rates on the amounts of the different classes of stocks and shares forming the issued capital of the Northern Company and the Central Company is unwilling to issue sufficient further  $3\frac{1}{2}$  per cent. debenture stock to make up any deficiency the Northern Company may by notice in writing to the Central Company rescind this agreement but without prejudice to clause 10 hereof.

4. The debenture stock to be issued under the last clause shall bear interest at the rate of  $3\frac{1}{2}$  per cent per annum payable half-yearly on the 1st day of July and the 1st day of January the first half-yearly payment to accrue due on the 1st day of July 1898 Such stock shall not be redeemable before the 31st day of December 1979.



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5. The said debenture stock shall form part of a stock to be created by the Central Company and shall be subject to the Central Company's "6 per cent. debenture stock" for the time being outstanding and to that Company's "4 per cent. debenture stock" now issued or to be issued at any time hereafter under the provisions of a special resolution passed on the 2nd and confirmed on the 24th day of May 1894 and to the arrangements with the Buenos Ayres Western Railway Limited in regard to the railways and property acquired under two agreements dated the 25th day of May 1891. Provided that the total amount of 3½ per cent. debenture stock at any time outstanding together with the amounts of 4 per cent. debenture stock and 6 per cent. debenture stock for the time being outstanding (each £100 of 6 per cent. debenture stock being reckoned for this purpose at £150) shall not exceed one half of the amount of the paid-up share capital of the Central Company for the time being.

6. The Northern Company shall upon the request and at the expense of the Central Company execute and do all such assurances and things for vesting in the Central Company the property and premises hereby agreed to be sold and giving to the Central Company the full benefit of this agreement as shall be reasonably required by the Central Company.

7. The Northern Company shall use its best endeavours to obtain the passing of an Act of Parliament during the present session enabling the parties to enter into and carry into effect this agreement and providing for and requiring the acceptance by the holders of the different classes of the shares and stocks of the Northern Company of the debenture stock to be issued to them by the Central Company under clause 3 hereof and in the proportions mentioned in such clause and for the winding up of the Northern Company and the extinguishment of the share capital. If the parties hereto or either of them be not so enabled in the session of 1898 either of the said parties hereto may by notice in writing at any time before they are both so enabled determine all further operation of this agreement.

8. In the event of its being necessary for the purpose of obtaining any such parliamentary sanction as aforesaid to make any alteration in the terms of this agreement the parties hereto shall be bound by such alterations as Parliament shall think fit to make provided that if any alteration shall be made which shall in the opinion of either company be material either company may rescind this agreement.

9. In the event of the Bill for the said Act not receiving the Royal Assent before the 1st day of July 1898 but being still pending in Parliament the Central Company shall on the said 1st day of July pay to the Northern Company instead of the half-year's rent payable under the said agreement of the 2nd August 1888 a sum sufficient to pay the half-yearly interest then payable on the said sums of £154,505 five per cent. debenture stock and £122,600 four per cent. debenture stock and in addition such a sum as shall be equal to a half-year's interest on the 3½ per cent. debenture stock to be issued as herein-before provided and the Central Company shall on completion



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A.D. 1898. of the said sale be entitled to receive as from the 31st December 1897 the interest and rents on the invested funds and Liverpool property of the Northern Company. In the event of the said Bill subsequently receiving the Royal Assent such payment shall be considered as in satisfaction of the half-yearly payments which would have become due under this agreement if the Act had been passed before the 1st July. If the said Bill shall not subsequently receive the Royal Assent such payments shall be considered as being on account of the rent payable under the said agreement of the 2nd August 1888.

10. In the event of such Act not being passed during the session of 1898 the Central Company shall (unless the non-passing of the Act was due to the neglect or default of the Northern Company) and notwithstanding any notice of rescission under clause 8 hereof pay one half of the Northern Company's costs of and in connexion with this agreement and the application to Parliament. If such Act shall be passed during the session of 1898 the Central Company shall pay all the costs of the Northern Company of and in connexion with this agreement and the obtaining of such Act.

11. This agreement shall not be binding on the Central Company (except as regards clause 10) unless and until approved by a special resolution duly passed and confirmed at general meetings of the members of the Central Company. The Central Company will forthwith convene the necessary meetings for the purpose of passing such special resolution.

12. Any difference as to the meaning or effect of this agreement or as to anything to be done hereunder shall be settled by arbitration in the mode provided by and in accordance with the provisions of the Arbitration Act 1889.

THE SCHEDULE ABOVE REFERRED TO.

A.D. 1898.

	£	s.	d.
Unclaimed bonuses due to holders of guaranteed and deferred preference shares drawn from the year 1891 to 1897 - - - - -	160	0	0
Unclaimed amounts on preference shares drawn for redemption in the years 1872 and 1874 - - - - -	210	0	0
Unclaimed amounts in respect of fractions of ordinary shares issued under resolution of 28th March 1888 - - - - -	33	10	0
Unclaimed amounts in respect of 5 per cent. and 6 per cent. debenture stock notice to redeem which on 1st January 1890 was given by the Northern Company - - - - -	220	0	0
Law charges for the year 1897 (exclusive of charges in reference to the Bill in Parliament) estimated at - - - - -	100	0	0
Further law charges secretary's salary office rent and expenses Mr. Brown's salary and Mr. Sawyer's pension to the date of the completion of the sale	} Together estimated at £500 per annum.		

The Common Seal of the Buenos Ayres Northern Railway Company Limited was affixed hereto in the presence of



C. SEALE HAYNE }  
 SIMPSON ROSTRON } Directors.

J. R. GUILLE Secretary.

The Common Seal of the Central Argentine Railway Company Limited was affixed hereto in the presence of



W. MORRISON }  
 EDWD. THORNTON } Directors.

J. WILSON THEOBALD Secretary.

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