



CHAPTER lxiv.

An Act to confirm a Provisional Order under the Private Legislation Procedure (Scotland) Act 1899 relating to Coatbridge Gas. A.D. 1916.
[18th December 1916.]

WHEREAS His Majesty's Secretary for Scotland has made the Provisional Order set forth in the schedule hereunto annexed under the provisions of the Private Legislation Procedure (Scotland) Act 1899 and it is requisite that the said Order should be confirmed by Parliament: 62 & 63 Vict.
c. 47.

Be it therefore enacted by the King'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. The Provisional Order contained in the schedule hereunto annexed shall be and the same is hereby confirmed. Confirmation
of Order in
schedule.

2. This Act may be cited as the Coatbridge Gas Order Confirmation Act 1916. Short title.

A.D. 1916.

SCHEDULE.

COATBRIDGE GAS.

Provisional Order to authorise the Coatbridge Gas Company to raise additional capital and for other purposes.

WHEREAS by the Coatbridge Gas Act 1877 (hereinafter called "the Act of 1877") the Coatbridge Gas Company (hereinafter called "the Company") were incorporated for the purposes (amongst other things) of manufacturing and supplying gas within the town of Coatbridge and the suburbs thereof and places within the parishes of Old Monkland Cadder New Monkland and Bothwell all in the county of Lanark :

And whereas by the Act of 1877 it was enacted that the capital of the Company should be forty-four thousand six hundred and fifty pounds whereof the sum of twelve thousand six hundred and fifty pounds was called the original capital and the sum of thirty-two thousand pounds was called the additional capital and the said original capital was converted into the sum of twelve thousand six hundred and fifty pounds consolidated stock called the original stock of the Company and the said additional capital was divided into three thousand two hundred shares called new shares and the Company were authorised to raise such additional capital by the issue at their option of new ordinary shares or new preference shares or by either of those modes and to convert into stock the whole or any part thereof when fully paid up and further to borrow on mortgage in respect of the said original stock any sums not exceeding in the whole two thousand pounds and in respect of the said additional capital any sums not exceeding in the whole eight thousand pounds :

And whereas by the Coatbridge Gas Order 1898 confirmed by the Gas Orders Confirmation (No. 1) Act 1898 (hereinafter called "the Order of 1898") the Company were authorised for the purposes of considerable alterations on and extensions of their works found necessary to raise any further sums not exceeding in the whole twenty thousand pounds by the issue of new ordinary shares or stock or new preference shares or stock or wholly or

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partly by either of these modes respectively and to borrow on mortgage in respect thereof any sum or sums not exceeding in the whole one-fourth part of the amount payable in respect of such new capital at the time actually issued including the premiums (if any) realised on the sale thereof :

And whereas by the Coatbridge Gas Order 1902 (hereinafter called "the Order of 1902") the Company were authorised to raise additional capital not exceeding in the whole twenty-five thousand pounds by the creation and issue of new ordinary shares or stock or new preference shares or stock or wholly or partially by one or more of those modes respectively and to borrow on mortgage in respect thereof any sum or sums not exceeding in the whole one-fourth part of the amount of such additional capital at the time actually issued by shares or stock including the premiums (if any) realised on the sale thereof :

And whereas by the Coatbridge Gas Order 1909 confirmed by the Gas and Water Orders Confirmation Act 1909 (hereinafter called "the Order of 1909") provisions were (inter alia) made with reference to the quality and testing of the gas supplied by the Company :

And whereas the Company have raised and borrowed the whole of the moneys which they were by the Act of 1877 and the Order of 1898 authorised to raise and borrow and have raised the sum of sixteen thousand four hundred and ninety-one pounds ten shillings and twopence part of the additional capital authorised to be raised by the creation and issue of new ordinary shares or stock or new preference shares or stock by the Order of 1902 leaving a balance of eight thousand five hundred and eight pounds nine shillings and tenpence of such authorised additional capital still to be raised under the Order of 1902 and under the same Order the Company have power on such additional capital being created and issued to borrow the sum of six thousand two hundred and fifty pounds but they have not borrowed any part thereof :

And whereas the Company have not created or issued any debenture stock or any preference shares or stock :

And whereas the demand for gas for domestic and general purposes within the limits of supply of the Company has very greatly increased and is still increasing and gas is being supplied by the Company to various works for the manufacture of

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A.D. 1916. — munitions of war and demands for such supplies are also increasing and it has become necessary for the Company to provide new and improved retorts and otherwise to extend their plant to enable them to meet the demands made on them for gas and it is expedient that the Company be authorised to raise additional capital and borrow further money for the above purposes and for the general purposes of their undertaking:

And whereas it is expedient that new provisions be made with reference to the quality and testing of the gas supplied by the Company:

And whereas it is expedient that the further provisions and powers in this Order contained should be made and conferred on the Company:

And whereas the purposes aforesaid cannot be effected without an Order of the Secretary for Scotland confirmed by Parliament under the provisions of the Private Legislation Procedure (Scotland) Act 1899:

Now therefore in pursuance of the powers contained in the last-mentioned Act the Secretary for Scotland orders as follows:—

Short title
and citation
of Act and
Orders.

1. This Order may be cited for all purposes as the Coatbridge Gas Order 1916 The Coatbridge Gas Act and Orders 1877 to 1909 and this Order may be cited together as the Coatbridge Gas Act and Orders 1877 to 1916.

Commence-
ment of
Order.

2. This Order shall come into force and have effect upon the day when the Act confirming this Order is passed which date is in this Order referred to as the commencement of this Order.

Application
of Act of
1877 and
Order of
1898.

3. The provisions of the Act of 1877 as amended by the Order of 1898 and the provisions of the Order of 1898 shall so far as applicable and not varied by or inconsistent with the provisions of this Order extend and apply to the purposes of this Order.

Incorporation
of
general Acts.

4. 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; A.D. 1916.

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 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;

and 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 as amended by subsequent Acts are (so far as the same respectively are applicable for the purposes and are not varied by or inconsistent with the provisions of this Order) incorporated with and form part of this Order. And for the purposes of such incorporation the term "special Act" in the said Acts shall be construed to mean this Order.

Section 13 of the Gasworks Clauses Act 1847 shall in its application to the Company be read as if the words "or any premises" were inserted after the words "private building" and as if the words "Provided also that every such contract entered into by the Company shall be alike in terms and amount under like circumstances to all consumers" were added at the end of that section.

5. In this Order the several words and expressions to which meanings are assigned by the Acts wholly or partially incorporated herewith shall have the same respective meanings unless there be something in the subject or context repugnant to such construction. Interpretation.

6. The Company may from time to time raise additional capital not exceeding in the whole thirty thousand pounds by the creation and issue of new ordinary shares or stock or new preference shares or stock or wholly or partially by one or more of Power to Company to raise additional capital.

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A.D. 1916. — those modes respectively but the Company shall not issue any share of less nominal value than ten pounds nor shall any such share or stock vest in the person or corporation accepting the same unless and until the full price of such share or stock including any premium obtained upon the sale thereof shall have been paid in respect thereof. Provided that it shall not be lawful for the Company to create and issue under the powers of this Order any greater nominal amount of capital than shall be sufficient to produce including any premium which may be obtained on the sale thereof the sum of thirty thousand pounds.

New shares or stock to be subject to same incidents as existing stock.

7. Except as by this Order otherwise provided the capital in new shares or stock created by the Company under this Order and the new shares or stock therein and the holders thereof respectively shall be subject and entitled to the same powers provisions liabilities rights privileges and incidents whatsoever in all respects as if that capital were part of the now existing capital of the Company of the same class or description and the new shares or stock were shares or stock in that capital. Provided that except as otherwise expressly provided by the resolution creating the same no person shall be entitled to vote in respect of any new share or stock to which a preferential dividend shall be assigned. Provided further that the provisions of section twenty (Power to create a reserve fund and application thereof) of the Order of 1898 and the section of this Order of which the marginal note is "Power to create a special purposes fund" shall so far as applicable extend and apply to any ordinary or preference capital (as the case may be) forming part of the additional capital by this Order authorised.

Provisions as to new shares or stock &c. in Order of 1902 to be applicable.

8. The sections hereinafter specified of the Order of 1902 shall be and are hereby made applicable mutatis mutandis to the capital in new shares or stock created by the Company under this Order and the new shares or stock therein and the holders thereof respectively in the same manner as if those sections had been re-enacted in this Order with reference thereto (that is to say):—

Section 13 (Application of premium arising on issue of shares or stock);

Section 15 (Dividends on different classes of ordinary shares or stock to be paid proportionately).

9. If the clear profits of the undertaking of the Company in any year amount to a larger sum than is sufficient to pay the dividend on the preference capital and the dividend at the authorised rate on the ordinary capital of the Company the excess shall be carried to the credit of the divisible profits of such undertaking for the next following year. Provided that the sum standing to the credit of such divisible profits shall not at any time exceed the amount required to pay one year's dividend at the authorised rate.

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Application
of excess of
profits over
authorised
rates of
dividend.

10.—(1) All shares or stock created under the powers of this Order shall be issued in accordance with the provisions of this section.

New shares
or stock to
be sold by
auction or
tender.

(2) All shares or stock so to be issued shall be offered for sale by public auction or tender in such manner at such times and subject to such conditions of sale as the Company shall from time to time determine. Provided as follows:—

(a) Notice of the intended sale shall be given in writing to the town clerk of the burgh of Coatbridge and to the secretary of the Glasgow Stock Exchange at least twenty-eight days before the day of auction or the last day for the reception of tenders as the case may be and shall also be duly advertised once in each of two consecutive weeks in one or more local newspapers circulating within the said burgh:

(b) A reserve price shall be fixed and notice thereof shall be sent by the Company in a sealed letter to be received by the Board of Trade not less than twenty-four hours before but not to be opened till after the day of auction or last day for the receipt of tenders as the case may be:

(c) No lot offered for sale shall comprise shares or stock of greater nominal value than one hundred pounds:

(d) In the case of a sale by tender no preference shall be given to one of two or more persons tendering the same sum and in the case of a sale by auction a bid shall not be recognised unless it is in advance of the last preceding bid:

(e) It shall be one of the conditions of sale that the total sum payable by the purchaser shall be paid to the Company within three months after the date of the auction or of the acceptance of the tender as the case may be.

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(3) Any shares or stock which have been so offered for sale and are not sold may be offered at the reserve price to the holders of ordinary and preference shares or stock of the Company in accordance with the provisions of sections eighteen nineteen and twenty of the Companies Clauses Act 1863 and to the employees of the Company and to the consumers of gas supplied by the Company in such proportions as the directors of the Company may think fit or to one or more of these classes of persons only provided in the case of an offer to holders of shares or stock that if the aggregate amount of shares or stock applied for shall exceed the aggregate amount so offered as aforesaid the same shall be allotted to and distributed amongst the applicants as nearly as may be in proportion to the amounts applied for by them respectively.

(4) Any shares or stock which have been offered for sale in accordance with subsection (2) or with subsections (2) and (3) and are not sold shall be again offered for sale by public auction or by tender in accordance with the provisions of this section and any such shares or stock then remaining unsold may be otherwise disposed of at such price and in such manner and upon such terms as the directors may determine for the purpose of realising the best price obtainable.

(5) As soon as possible after the conclusion of the sale or sales the Company shall send a report thereof to the Board of Trade stating the total amount of the respective shares or stock sold the total amount obtained as premium (if any) and the highest and lowest prices obtained for the respective shares or stock.

Limit of
dividend on
new capital.

11. Except as by this Order provided the Company shall not in any year declare or make out of their profits any larger dividends on the additional capital by this Order authorised than seven pounds in respect of every one hundred pounds actually paid up of such additional capital as may be issued as ordinary capital or six pounds in respect of every one hundred pounds actually paid up of such additional capital as may be issued as preference capital In the application of section five (Price of gas) of the Order of 1909 to so much of such additional capital as may be issued as ordinary capital under this Order the said rate of dividend of seven per centum prescribed by this section shall be the standard rate of dividend.

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12. The Company may from time to time subject to the provisions of this Order and in addition to the sums borrowed or authorised to be borrowed by the Act of 1877 the Order of 1898 and the Order of 1902 borrow on mortgage of the undertaking in respect of the additional capital by this Order authorised to be created and issued any sum or sums not exceeding in the whole one-third part of the amount of such additional capital at the time actually issued by shares or stock but no part thereof shall be borrowed until the whole of the shares or stock at the time issued together with the premium (if any) realised on the sale thereof shall have been fully 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 such shares and stock and premium (if any) have been issued and fully paid up and upon production to such sheriff of the books of the Company and of such other evidence as he shall think sufficient he shall grant a certificate that the proof aforesaid has been given which certificate shall be sufficient evidence thereof.

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Power to borrow in respect of additional capital.

13. The Company may create and issue debenture stock subject to the provisions of Part III. of the Companies Clauses Act 1863 and of section 18 (Power to create debenture stock) of the Order of 1902 Notice of the effect of the said section shall be endorsed on all mortgages and certificates of debenture stock.

Debenture stock.

14. All mortgages granted by the Company in pursuance of any Act of Parliament or Order before the commencement of this Order and subsisting at the date of such commencement shall during the continuance of such mortgages and subject to the provisions of the Act or Order under which such mortgages were respectively granted have priority over any mortgages granted by virtue of this Order but nothing in this section contained shall affect any priority of the interest of any debenture stock at any time created and issued by the Company.

Existing mortgages to have priority.

15. The provisions of section 21 (For appointment of a judicial factor) of the Order of 1902 are hereby repealed but without prejudice to any appointment heretofore made or to any proceedings pending at the commencement of this Order.

Repeal of existing provisions as to appointment of a judicial factor.

16. The mortgagees of the undertaking 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

For appointment of a judicial factor.

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A.D. 1916. 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 one-tenth part of the total amount for the time being owing by the Company on mortgage.

Limit of interest on moneys borrowed.

17. The Company shall not without the consent of the Board of Trade pay interest at a higher rate than four pounds per centum per annum in respect of any moneys borrowed on mortgage or raised by the creation and issue of debenture stock by the Company in respect of the additional capital by this Order authorised.

As to conversion of borrowed money into capital.

18. The Company shall not have power to raise the money by this Order authorised to be borrowed on mortgage or any part thereof by the creation of shares or stock instead of borrowing or to convert into capital the amount borrowed under the provisions of this Order.

Application of moneys.

19. All moneys raised under this Order whether by shares stock debenture stock or borrowing shall be applied only to the purposes of this Order and of the Act of 1877 the Order of 1898 the Order of 1902 and the Order of 1909 and to the general purposes of the Company being in all cases purposes to which capital is properly applicable.

Restriction on borrowing during continuance of present war.

20. Notwithstanding anything in this Order contained the Company shall not under the powers of this Order raise or borrow any money during the continuance of the present war and twelve months thereafter unless the consent of the Treasury has been previously obtained.

Power to create a special purposes fund.

21.—(1) The directors of the Company may if they think fit in any year appropriate out of the revenue of the Company as part of the expenditure on revenue account any sum not exceeding an amount equal to one per cent. of the paid-up capital of the Company including premiums to a fund to be called "the special purposes fund."

(2) The special purposes fund shall be applicable only to meet such charges as an accountant appointed for the purpose by the Board of Trade shall approve as being—

(A) expenses incurred by reason of accidents strikes or circumstances which due care and management could not have prevented; or

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(B) expenses incurred in the replacement or removal of plant or works other than expenses requisite for maintenance and renewal of plant and works.

(3) The maximum amount standing to the credit of the special purposes fund shall not at any time exceed an amount equal to one-tenth part of the paid-up capital of the Company including premiums.

(4) The moneys forming the special purposes fund or any portion thereof may be invested in securities in which trustees are authorised by the law of Scotland to invest or may be applied for the general purposes of the Company to which capital is properly applicable or may be used partly in the one way or partly in the other.

(5) Resort may from time to time be had to the special purposes fund notwithstanding that the sum standing to the credit of the fund is for the time being less than the maximum allowed by this section.

(6) The money or securities standing to the credit of the insurance fund of the Company at the commencement of this Order shall be credited to the special purposes fund and section 18 (If profits exceed the amount limited excess may be invested and form an insurance fund) of the Order of 1898 is hereby repealed.

22. As from the commencement of this Order but subject as hereinafter provided—

Substituting
standard
calorific
power for
prescribed
illuminating
power.

(A) Every enactment in force immediately before that date whereby or by virtue whereof the gas supplied by the Company is required to be of a prescribed illuminating power shall cease to apply with respect to such gas:

(B) The Company shall cease to be under any liability or obligation to provide or maintain any apparatus for testing the illuminating power of such gas and shall be at liberty to remove any such apparatus which they have provided:

(C) The Company shall not be liable to any penalty in respect of any deficiency in the illuminating power of the gas supplied by them:

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(D) The gas supplied by the Company shall when tested in the mode and under the conditions for the time being prescribed by the Metropolitan Gas Referees for testing the calorific power of gas be of a standard calorific power of five hundred and forty British thermal units gross per cubic foot (the expression "British thermal units" being used in this Order as meaning British thermal units gross per cubic foot) Provided that the Company shall not be liable to any penalty or proceedings for or in respect of deficient calorific power of the gas so supplied by them except in accordance with the provisions in this Order contained.

Power to
Board of
Trade to
vary stand-
ard calorific
power.

23. If within one month after the expiration of a period of three years from the first day of January one thousand nine hundred and seventeen or after the expiration of any subsequent period of three years either the Company or any local authority any part of whose district is situate within the limits of supply shall desire that the standard calorific power prescribed by the section of this Order of which the marginal note is "Substituting standard calorific power for prescribed illuminating power" shall be reduced or increased and shall give to the Company and to the Board of Trade notice in writing of such desire it shall be lawful for the Board of Trade after hearing the parties and considering any representations made by any of them by order under the hand of an assistant secretary to reduce or increase the amount of the said standard calorific power to such extent as to the said Board may seem fit and the said Board may by such order make all such modifications of this Order as may be necessary in consequence of any such reduction or increase as aforesaid and may also direct the manner in which the costs charges and expenses of the said parties and of the said Board of and incidental to any such application and any inquiry held by or under the direction of the said Board in connexion therewith shall be borne.

Testing-
place.

24.—(1) The prescribed testing-place for such of the purposes of the Gasworks Clauses Act 1871 as are applicable for the purposes of this Order shall be the testing place by subsection (2) of section 7 (Testing-place) of the Order of 1909 provided.

(2) The Company shall within one month after the commencement of this Order provide and maintain at the testing-place apparatus similar to that for the time being prescribed by the Metropolitan Gas Referees for testing the calorific power of the gas supplied by the companies referred to in the London Gas Act 1905 and such apparatus shall remain the property of the Company. A.D. 1916.

25. The following provisions shall apply with respect to the testing for calorific power of the gas supplied by the Company (that is to say):— Provisions
as to testing
for calorific
power.

(1) Not more than one testing for calorific power shall be made on any one day (reckoned from midnight to midnight) except that in the event of the calorific power being on any testing ascertained to be below the standard calorific power by more than seven and a half per centum a second testing shall be made on the same day but at an interval of not less than one hour from the time of making the first testing and the average of the two testings shall be deemed to be the calorific power of the gas on that day :

(2) The Company shall be entitled on each occasion of the testing of gas under the provisions of this section to be represented by some officer who shall not interfere in the testing :

(3) The gas examiner shall forthwith give notice to the Company at their office of any defect of calorific power ascertained by him on any testing made under this section :

(4) So much of the provisions of sections 12 and 36 of the Gasworks Clauses Act 1871 as relates to the illuminating power of gas shall cease to apply to the Company or in respect of the gas supplied by them and sections 28 29 30 32 and 33 of that Act and subsection (4) of section 7 (Testing-place) of the Order of 1909 shall in their application to the Company be construed as if calorific power were therein referred to in lieu of illuminating power.

26. If on any testing the calorific power of the gas supplied by the Company is found to be below the standard calorific power by more than seven and a half per centum they shall be Penalties
for deficient
calorific
power.

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A.D. 1916. liable to the following penalties in respect of any deficiency beyond such last-mentioned margin (that is to say):—

If the deficiency does not exceed fourteen British thermal units a sum not exceeding two pounds;

If the deficiency exceeds fourteen British thermal units but does not amount to twenty-eight British thermal units a sum not exceeding five pounds;

For each complete twenty-eight British thermal units of defective power a sum not exceeding ten pounds.

Saving as to penalties.

27. No penalty shall be incurred by the Company for insufficiency of pressure defect of calorific power or excess of impurity in the gas supplied by them in any case in respect of which the gas examiner reports or it is proved that such insufficiency defect or excess was produced by any circumstance beyond the control of the Company Provided that the want of sufficient funds shall not be held to be a circumstance beyond the control of the Company.

Provision for benzol recovery plant.

28. Notwithstanding anything hereinbefore in this Order contained the provisions of this Order relating to the substitution of a prescribed standard of calorific power for the prescribed standard of illuminating power hitherto applicable to the gas supplied by the Company shall not come into operation unless and until the Company shall have first provided to the satisfaction of the Minister of Munitions a suitable crude benzol recovery plant for the production of benzol and toluol to be worked in connexion with their undertaking.

Saving as to general Acts.

29. Nothing in this Order shall exempt the Company or their undertaking from the provisions of any general Act relating to the supply of gas which may be passed in this or any future session of Parliament.

Costs of Order.

30. All the costs charges and expenses of and incidental to the preparation and applying for obtaining and confirming this Order and otherwise in relation thereto shall be paid by the Company.

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