



CHAP. cxi.

An Act for the conversion of the Mortgages of the Hereford, Hay, and Brecon Railway Company into Debenture Stock ;
and for other purposes relating to the same Company.

A.D. 1869.

[26th July 1869.]

WHEREAS by an Act passed in the year 1859 the Hereford, Hay, and Brecon Railway Company (who are herein-after referred to as the Company) were incorporated "for making a railway way from Brecon through Hay to the line of the Shrewsbury and Hereford Railway Company at Hereford," and the powers of the Company have been varied and extended by Acts bearing their name passed in the years 1860, 1862, and 1863, and the undertaking of the Company authorized by the said several Acts is for the main part and has for some time been open for traffic :

22 & 23 Vict.
c. lxxxiv.

23 & 24 Vict.
c. cxxvii.
25 & 26 Vict.
c. xcv.
26 & 27 Vict.
c. ix.

And whereas in pursuance or in supposed pursuance of the provisions of an Act passed in the year 1865 "for enabling the Brecon and Merthyr Tydfil Junction Railway Company to acquire the Hereford, Hay, and Brecon Railway, and for other purposes," an agreement dated the 2nd day of August 1865 was made between the two Companies for the transfer of the undertaking of the Company to the Brecon and Merthyr Tydfil Junction Railway Company (who are herein-after referred to as the Brecon Railway Company), and on the 25th day of August 1865 the said undertaking was so transferred, subject to certain pecuniary conditions, and the whole conduct and management thereof were vested in the Brecon Railway Company, who received all the income arising from the said undertaking, but whose payments to or on behalf of the Company were confined to certain sums which during a short time they paid in discharge of the interest accruing due on the mortgages of the Company :

28 & 29 Vict.
c. cccxxiv.

And whereas the affairs of the Brecon Railway Company became embarrassed, and their undertaking was placed in the hands of a receiver appointed by the Court of Chancery, and the said agree-

[Ch. cxl.] *The Hereford, Hay, and Brecon Railway* [32 & 33 VICT.]
Act, 1869.

A.D. 1869. — ment of the 2nd day of August 1865 having been questioned, the court held that the said agreement could not be performed unless with the consent in writing of the preference shareholders of the Brecon Railway Company, which consent it was admitted could not be obtained; and by "The Brecon and Merthyr Railway Arrangement Act, 1868," the agreement between the two Companies was annulled, and the Company were reinstated in possession of their undertaking, together with all the rights and liabilities attaching to it:

31 & 32 Vict.
c. cxlii.

And whereas the capital of the Company was by the said Act of 1868 declared to be and consist of 191,000*l.* of ordinary stock, and of 164,000*l.* of 5 per centum preference stock, and the debenture debt was declared to be 118,000*l.*:

And whereas by reason of the said transfer of their undertaking the Company have no rolling stock, and the interest on their mortgages has not been duly paid, nor have they made such provision as they would otherwise have made for paying and renewing their debentures or mortgages as these fall due, and the undertaking is in the hands of a receiver appointed by the Court of Chancery, and it is expedient that the period at which the payment of their outstanding mortgages and debentures may be enforced should be deferred, and that their mortgages and debentures should, if the holders thereof consent thereto in manner herein-after provided, be converted into debenture stock, and that they should be empowered to exercise over certain neighbouring undertakings the powers herein-after contained:

And whereas the provisions of this Act affecting the financial affairs of the Company have been submitted to a meeting of the mortgagees and debenture holders of the Company and were unanimously approved of by them:

And whereas plans and sections showing the line and levels of a short line of railway which the Company originally sought power to construct, and showing the lands intended to be taken for the purposes thereof, and a book of reference to the plans containing the names of the owners and lessees, or reputed owners and lessees, and of the occupiers of the lands, were deposited for the original purposes of this Act with the clerk of the peace for the county of Hereford, and those plans and books of reference are in this Act referred to as the deposited plans and books of reference respectively:

And whereas the objects of this Act 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

[32 & 33 VICT.] *The Hereford, Hay, and Brecon Railway* [Ch. cxi.]
Act, 1869.

Commons, in this present Parliament assembled, and by the authority of the same, as follows: A.D. 1869.

1. This Act may for all purposes be cited as "The Hereford, Hay, and Brecon Railway Act, 1869." Short title.

2. "The Lands Clauses Consolidation Act, 1845," "The Lands Clauses Consolidation Acts Amendment Act, 1860," and Part III. of "The Companies Clauses Act, 1863," relating to "debenture stock," are (except when expressly varied by this Act) incorporated with and form part of this Act. General Acts herein named incorporated.

3. The several words and expressions to which by the Acts in whole or in part incorporated with this Act meanings are assigned have in this Act the same respective meanings, unless excluded by the subject or context, and the expressions following have the meanings following; (that is to say,) Interpretation of terms.

The word "mortgage" includes mortgages, debentures, and bonds; and the word "mortgagees" includes the holders of mortgages, debentures, debenture stock, and bonds of the Company.

The expression "superior courts" or "court of competent jurisdiction," or other like expression in this Act or any Act incorporated herewith shall be read and have effect as if the debt or demand with respect to which the expression is used were a simple contract debt, and not a debt or demand created by statute.

4. Within two months after the passing of this Act the board of directors shall, by agreement or ballot among themselves, select two of their number to vacate their offices, and thenceforth the number of directors exclusively of the mortgage directors herein-after provided for shall be reduced to five. Vacancies to be created in board.

5. Within fourteen days after the passing of this Act the directors of the Company shall convene a meeting of the mortgagees, to be held within six weeks after the passing of this Act, and at such meeting the mortgagees present in person or by proxy shall elect two mortgagees to be directors of the Company, who shall be called mortgage directors, and the chairman of the Company shall be the chairman of the meeting, or in his absence any mortgagee to be chosen by the meeting; and the following provisions shall apply to such mortgage directors: Providing for mortgage directors.

(a.) The qualification of a mortgage director shall be the possession in his own right of mortgages or debenture stock for not less than one thousand pounds:

[Ch. cxi.] *The Hereford, Hay, and Brecon Railway* [32 & 33 VICT.]
Act, 1869.

A.D. 1869.

- (b.) One mortgage director shall go out of office, by agreement or ballot between themselves, in the month of February in every year, and his place shall be supplied at a meeting of mortgagees to be convened as aforesaid, and to be held in that month, and the mortgage director going out of office shall be re-eligible :
- (c.) When the Company shall during two half years have paid the interest due on its mortgages and its debenture stock, within two months after the time when such interest becomes due the number of mortgage directors shall be reduced to one, and thenceforth there shall always be one mortgage director in the board, chosen as aforesaid by the mortgagees, unless the mortgagees neglect or refuse to elect such director :
- (d.) If at any time the Company after paying interest for two half years are again unable to pay interest on their mortgages, the power of the mortgagees to appoint two directors shall revive, and shall subsist so long as the default in payment of interest shall continue :
- (e.) Mortgage directors shall have all the rights, powers, authorities, and immunities, and be subject to all the duties and liabilities of directors elected by shareholders.

Suspending
payment of
principal
sums secured
by mortgage.

6. Until the thirty-first day of December one thousand eight hundred and seventy-one, it shall not be lawful for any mortgagee to enforce the payment by the Company of the principal money secured by his mortgage if the same principal money is now payable or shall become payable before that day, but every such mortgage shall be read as though the time fixed for the payment of the principal sum thereby secured were the thirty-first day of December one thousand eight hundred and seventy-one instead of any earlier day : Provided,

First, that this suspension of the rights of mortgagees to the payment of their principal money shall not impair the relative priority (if any) of the mortgages ; and

Secondly, that nothing herein contained shall exempt the Company from paying the interest which shall accrue due on their mortgages as and when such interest becomes due.

As to con-
version of
mortgages
into debenture
stock.

7. The directors of the Company may create and issue in the name of the Company debenture stock, bearing interest at the rate of five per centum per annum, in substitution for the mortgages of the Company, and the mortgagees shall accept such debenture stock instead of their mortgages, subject to the following conditions :

- (1.) The directors shall within six months after the passing of this Act convene a meeting of the mortgagees by circular sent

[32 & 33 VICT.] *The Hereford, Hay, and Brecon Railway* [Ch. cxi.]
Act, 1869.

A.D. 1869.

by post to the last known address of such mortgagees, and containing an intimation that the object of the meeting is to consider the propriety of requiring the conversion of mortgages into debenture stock.

- (2.) The meeting shall choose its own chairman, and may adjourn from time to time.
- (3.) The votes shall be taken according to amount; every mortgagee shall have one vote in respect of every one hundred pounds secured by the mortgages held by him.
- (4.) If at that meeting, or at any adjournment thereof, the chairman declares that the number of votes dissenting from the proposition does not amount to one fifth in value of the mortgages, it shall be lawful for the directors to create and issue debenture stock in substitution for the mortgages, and any interest which may have accrued due thereon at the time of the conversion, and the mortgagees shall accept such debenture stock accordingly.

8. The following provisions shall apply to the conversion of mortgages into debenture stock, if such conversion shall be agreed to as aforesaid :

As to method of conversion.

- (1.) The directors shall give one month's notice in writing to the mortgagees of the intention to convert their mortgages into debenture stock within a time to be fixed by such notice.
- (2.) At the time specified in such notice every mortgagee shall be entitled, upon delivering up his mortgages to be cancelled, to receive certificates for debenture stock of the same nominal value, and bearing the prescribed rate of interest.
- (3.) Until the issue of such certificates for debenture stock under this Act the mortgages shall be available as proof of the ownership of the debenture stock by the mortgagee.
- (4.) Every mortgagee, on delivering up his mortgages to be cancelled, shall be entitled to and shall accept debenture stock in discharge of any interest now due or accruing due until the thirty-first day of December one thousand eight hundred and sixty-nine and remaining unpaid.

9. It shall be lawful for all trustees, executors, and administrators, and corporations holding or being entitled to or interested in any mortgage upon any trust or otherwise, and for the guardians and committees of any infants and lunatics who may hold or be entitled to or interested in any mortgage, to accept any offer of debenture stock made to them under the provisions aforesaid, and to exercise all or any of the powers of voting and other powers and discretions by this Act given to mortgagees.

Power to trustees and others.

[Ch. cxl.] *The Hereford, Hay, and Brecon Railway* [32 & 33 Vict.]
Act, 1869.

A.D. 1869.
Appropriation of stock.

10. All debenture stock taken in lieu of mortgages by virtue of this Act shall be subject and liable to the same trusts, powers, provisions, declarations, agreements, charges, liens, and incumbrances as immediately before the conversion thereof affected the mortgage for which it is substituted, and so as to give effect to and not revoke any testamentary disposition of or affecting such mortgage.

Power to take certain land at Hereford.

11. Subject to the provisions of this Act, the Company may enter upon, take, and use such of the lands delineated on the deposited plans, and described in the deposited books of reference, as are therein numbered 9, 10, and 11 in the parish of All Saints in the city and county of Hereford.

Power to use portions of railways.

12. The Company, and all persons and corporations lawfully using their railway, may pass over and use, with their engines and carriages and servants, and for the purposes of traffic of all kinds, the railways and portions of railway herein-after mentioned, together with the stations, sidings, watering places, signals, signal posts, and other machinery, booking and other offices, buildings, approaches, works, and conveniences belonging to or connected with the same, and the Companies owning or working the said railways or portions of railway shall make all requisite arrangements for that purpose. The said railways and portions of railway are so much of the Mid-Wales Railway as intervenes between the junction of that railway with the railway of the Company at its termination at or near Three Cocks and the junction of the Mid-Wales Railway with the Brecon Company's Railway near the east end of the tunnel at or near Tal-y-llyn station, and so much of the railways of the Brecon Railway Company as lies between and includes the said junction at Tal-y-llyn and the junctions with the Neath and Brecon Railway respectively.

As to use of Brecon Railway.

13. The following provisions shall apply to the use of the undertaking of the Brecon Railway Company :

(a.) For all traffic conveyed by the Company arising at or destined for the town of Brecon the Company shall use the existing station of the Brecon Railway Company, but if the Brecon Railway Company shall use the station of any other company at Brecon for the accommodation of the passenger traffic conveyed by them, then the Company shall be no longer compelled to use the station of the Brecon Railway Company for their passenger traffic :

(b.) Nothing contained in this enactment shall authorize the Company to use, without the consent in writing of the Brecon Company, a certain part of the land of that Company coloured red on a plan signed by Samuel Edward

[32 & 33 VICT.] *The Hereford, Hay, and Brecon Railway* [Ch. cxi.]
Act, 1869.

Bolden on behalf of the Company, and James Alexander Mann on behalf of the Brecon Railway Company, or to use any sheds, buildings, or other conveniences now or hereafter to be erected on the said land : A.D. 1869.

- (c.) If by reason of the use by the Company of the stations, buildings, or works of the Brecon Railway Company at Tal-y-llyn any enlargement of the new works or extension of the present accommodation shall be deemed necessary by the Brecon Railway Company, such new works or extension of present accommodation shall from time to time be constructed or provided by the Brecon Railway Company, and the Company shall pay part or all of the expense thereof as circumstances require, and any difference between the Companies as to the necessity for such new works or extension of present accommodation, and the nature and extent thereof, and as to the proportion of expense to be borne by the two Companies, shall be settled by an arbitrator to be appointed in the manner next herein-after provided.

14. The terms, conditions, and regulations to which the Company and such other persons and corporations as aforesaid shall be subject in respect of the said use, and the tolls or other consideration to be paid by them for the same, shall, if not agreed upon between them and the Companies owning or working the undertaking so used, be from time to time determined by an arbitrator to be appointed by the Board of Trade, and the decisions of such arbitrator shall be binding and conclusive on all the parties in difference, and the costs and expenses of such arbitrator shall be defrayed as the arbitrator shall direct; and any of the said companies or such other persons or corporations as aforesaid who shall refuse or neglect to perform, observe, and conform to any decision given or regulation made by any such arbitrator in the premises shall forfeit and pay to such person or company as the arbitrator shall determine any sum not exceeding fifty pounds for every such offence, and twenty pounds for every day during which such offence shall continue. Terms of such use.

15. In exercising the powers herein-before granted it shall not be lawful for the Company, or such other persons or corporations as aforesaid, unless with the consent in writing of the Company owning or working the undertaking so used, to take up at any station of the said undertaking any passengers, parcels, animals, goods, or minerals, and to deliver the same at another station of the same undertaking, or to take up at Brecon, or any part of the Brecon Railway, any such For protect- ing local traffic.

[Ch. cxi.] *The Hereford, Hay, and Brecon Railway* [32 & 33 VICT.]
Act, 1869.

A.D. 1869. things as aforesaid, and deliver the same at any station of the Mid-Wales Railway other than Tal-y-llyn, or vice versâ; and if the Company violate this enactment they shall for every such violation pay to the Company affected fifty pounds by way of penalty.

Byelaws to be observed.

16. The Company and any other Company or person in using or traversing the railways and portions of railway herein-before specified, and in using the stations and conveniences thereof in accordance with the provisions herein-before mentioned, shall at all times observe the regulations and byelaws for the time being in force on the undertaking so used, so far as such byelaws shall be applicable.

Tolls on traffic conveyed partly on railway of Company and partly on other railways.

17. In exercising the powers hereby granted for the use by the Company of the said portions of railway, the railways of the Company and the portions of railways so used shall, for the purposes of tolls and charges, be considered as one railway, and in estimating the amount of tolls and charges in respect of traffic conveyed partly on the railway of the Company and partly on the said portions of railway, or either of them, for a less distance than six miles, tolls and charges may only be charged as for six miles; and in respect of passengers, for every mile or fraction of a mile beyond six miles, tolls and charges as for one mile only; and in respect of animals and goods, for every quarter of a mile or fraction of a quarter of a mile beyond six miles, tolls and charges as for a quarter of a mile only; and no other short-distance charge shall be made for the conveyance under the powers herein-before granted of passengers, animals, or goods partly on the railway of the Company and partly on the said portions of railway, or either of them.

Money may be raised by issue of debenture stock.

18. And whereas during the supposed amalgamation of the Company with the Brecon Company a considerable sum was expended towards capital purposes out of profits which might have been applied to the payment of interest on mortgages, and by virtue of the provisions of the Act of 1868 sums exceeding twelve thousand pounds due to landowners and others on capital account are made a first charge on the assets of the Company, it shall be lawful for the Company, with the consent of three fifths of the votes of shareholders at a general meeting duly convened with notice of the matter, from time to time to raise, in addition to the sums of money which they are already authorized to raise, any further sums, not exceeding in the whole twenty-two thousand pounds, by the creation and issue of debenture stock bearing interest at a rate not exceeding five pounds per centum per annum, and the said debenture stock of twenty-two thousand pounds shall rank along with the debenture stock herein-

before authorized to be created, and, so far as the same may be necessary, shall be applied to the discharge of interest due on mortgages at the time of the issue of the debenture stock, and the same shall be accepted by the mortgagees in discharge of such interest. A.D. 1869.

19. All and every part of the sums of money which the Company are by this Act authorized to raise by the issue of debenture stock shall be applied only to the purposes of the Company. Application of sums raised under this Act.

20. The board may cancel all or any ordinary shares of the capital of the Company which have been created and have become forfeitable but have not been forfeited, and may re-issue the same. Certain shares may be cancelled.

21. The Company shall not, out of any money by this Act authorized 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 authorizing the Company to construct any other railway, or to execute any other work or undertaking. Deposits for future Bills not to be paid out of capital raised under this Act.

22. Nothing herein contained shall be deemed or construed to exempt the Company 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 and alteration, under the authority of Parliament, of the maximum rates of fares and charges authorized to be taken by the Company, or of the rates for small parcels. Company not exempt from provisions of present and future general Acts.

23. 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. Expenses of Act.

LONDON: Printed by GEORGE EDWARD EYRE and WILLIAM SPOTTISWOODE,
Printers to the Queen's most Excellent Majesty. 1869.

