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CHAPTER 1

An Act to authorise the closing for navigation of the Stroudwater Navigation to provide for the transfer of part of the navigation to the British Transport Commission to amend the Acts relating to the Company of Proprietors of the Stroudwater Navigation and for other purposes.

[30th July 1954.]

WHEREAS by virtue of the Acts mentioned in the schedule to this Act the Company of Proprietors of the Stroudwater Navigation (hereinafter referred to as "the Company ") are incorporated and entrusted with powers for constructing maintaining and carrying on and managing a navigation from the river Severn at or near Framilode (formerly known as Framiloed) to Wallbridge near the town of Stroud in the county of Gloucester (hereinafter referred to as "the navigation "): 

And whereas the share capital raised and expended by the Company for the purposes of the said Acts is twenty thousand pounds which is divided into two hundred shares of one-hundred pounds each all of which are fully paid up and the Company have no loan capital:

And whereas for several years past there has been no traffic over the navigation: 
And whereas it is expedient that the Company should be released from their obligations to keep the navigation open for navigation in the manner by this Act provided: 
And whereas it is expedient that provision should be made as in this Act contained with respect to bridges over the navigation: 

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And whereas it is expedient to transfer to the British Transport Commission a part of the navigation as in this Act mentioned:
And whereas it is expedient to make further provision as in this Act contained with respect to the constitution of the Company and the management of their affairs:
And whereas it is expedient that the other provisions of this Act be enacted:
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:

PART I
PRELIMINARY

1. - (1) This Act may be cited as the Stroudwater Navigation Act 1954.
   (2) The first Act mentioned in the schedule to this Act may be cited as the Stroudwater Navigation Act 1730.
   (3) The second Act mentioned in the schedule to this Act may be cited as the Stroudwater Navigation Act 1759.
   (4) The third Act mentioned in the schedule to this Act may be cited as the Stroudwater Navigation Act 1776.
   (5) The Act of 1730 the Act of 1759 the Act of 1776 and this Act may be cited together as the Stroudwater Navigation Acts 1730 to 1954.

2. This Act is divided into Parts as follows:
   Part I. - Preliminary.
   Part II. - Closing of navigation.
   Part III. - Transfer of portion of navigation.
   Part IV. - Constitution management etc.
   Part V. - Financial.
   Part VI. - Miscellaneous.

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3. In this Act unless the subject or context otherwise requires words and expressions to which meanings are assigned by the Act of 1845 have the same respective meanings and -

"the Act of 1730" "the Act of 1759" and "the Act of 1776" mean respectively the first second and third Act mentioned in the schedule to this Act;

"the Act of 1845" means the Companies Clauses Consolidation Act 1845;
"the commission" means the British Transport Commission;
"the Company" means the Company of Proprietors of the Stroudwater Navigation;
"the county" means the administrative county of Gloucester;
"the county council" means the county council of the county;
"the directors" means the directors of the Company;
"the existing Acts" means the Act of 1730 the Act of 1759 and the Act of 1776;
"the existing shares" means the two hundred shares of one hundred pounds each in the capital of the Company issued under the existing Acts;
"the Gloucester Corporation" means the mayor aldermen the citizens of the city of Gloucester in the county of the city of Gloucester;
"the navigation" means the Stroudwater Navigation;
"the retained portion of the navigation" means so much of the navigation as is not comprised in the transferred portion of the navigation;
"the river board" means the Severn River Board;
"share" means one of the existing shares;
"shareholder" means a holder of a share or shares;
"the transferred portion of the navigation" means that part of the navigation which lies between a point twenty-five yards measured along the navigation in a north-westerly direction from the easterly boundary of the river Frome at the point where it passes under the navigation and a point one hundred and eighty-eight yards measured along the navigation in a north-westerly direction from the westerly point of junction of the navigation with the Gloucester and Sharpness Canal and includes all the lands belonging to the Company immediately before the vesting day as defined by
PART I
— cont.

section 14 (Definition for Part II) of this Act and forming the site of or held in connection with such part of the navigation together with all locks towing-paths culverts bridges fences embankments and other works and conveniences situate on the said lands or belonging to or held by the Company in connection therewith immediately before the said vesting day;

“the undertaking” means the undertaking of the Company for the time being authorised.

PART II

Closing of navigation.

5 – (1) Subject to the provisions of this Act-

(a) all rights of navigation along and over and all rights of user by barges or other boats of the waterways and channels of the navigation shall cease and be extinguished and the Company shall be released from all obligations imposed upon them to keep the navigation open for navigation;

(b) the Company shall retain all their existing powers to supply the navigation with water and shall except as otherwise provided by this Act continue to be subject to II statutory obligations and to all other obligations or the use of water from the navigation;

(c) the Company shall remain and be under all existing liabilities with respect to the prevention of leakage from the navigation and shall except as otherwise
provided by this Act be subject to all existing obligations to construct repair or maintain any bridge aqueduct road towing path culvert drain canal bank or other work or convenience wholly or partly situate over under in or adjacent to the navigation

(d) on and after the vesting day as defined by section 14 (Definition for Part III) of this Act references in paragraphs (b) and (c) of this subsection to the navigation shall be construed as references to the retained portion of the navigation.

(2) Nothing in this Act or in any other Act relating to the navigation shall exonerate the Company from any indictment action or other proceeding for nuisance in the event of any nuisance being caused or permitted by them.

(3) Nothing in this section shall alter repeal prejudice or affect any express statutory provision in force at the passing of this Act for the protection of the owner lessee or occupier of any property or for the protection or benefit of any public trustees or commissioners corporation or person specifically named in such provision except in so far as such provision may contain a right to navigate upon the navigation or use the same with barges or other boats of any kind.

6 For the purpose of section 33 of the Town and Country Planning Act 1947 the retained portion of the navigation shall be deemed to be a vacant site within the meaning of that section

7. (1) The Company on the one hand and any local authority highway authority statutory water undertaker or river board on the other hand may enter into and carry into effect agreements with respect to the maintenance of the navigation or any part thereof or any works connected therewith and belonging to or maintainable by the Company or for the transfer to and vesting in any such contracting party of the navigation or any part thereof or of any such works as aforesaid and any such agreement may provide for the transfer to any such contracting party of all or any of the powers and obligations of the Company in respect of the navigation or works transferred and vested as aforesaid:

Provided that nothing in this section shall apply to the transferred portion of the navigation.

(2) Every such contracting party shall provide and maintain such works for securing the free passage of water through every part of the site of the navigation to which the agreement relates as will enable the Company or the contracting party as the case
May be to comply with any provision contained in any enactment in force at the passing of this Act or any enactment in this Act requiring the Company or the contracting party to receive water into or discharge or permit the abstraction of water from the navigation.

(3) Every such contracting party shall make such provision as may be necessary to accommodate any cables mains pipes or similar apparatus which at the date of the agreement are laid under or across the property concerned.

(4) A statutory water undertaker shall not exercise any of the powers of this section for the purposes of its water undertaking except with the consent of the Minister of Housing and Local Government.

(5) A transfer to or vesting in a river board in pursuance of an agreement made under this section of any part of the navigation or of any of the powers and obligations of the Company in respect thereof shall not take effect until the Minister of Agriculture and Fisheries has in accordance with the provisions of section 6 of the River Boards Act 1948 varied the map as approved by him under that section so as to constitute such part of the navigation a part of the main river referred to in that section.

(6) In this section—
"statutory water undertaker" means any company local authority board committee or other persons supplying water under any Act or order or other instrument having the force of an Act;
"local authority " has the meaning assigned to it by section 144 of the Local Government Act 1948.

Prevention of nuisance etc.

8 - (1) If for any reason any part of the navigation shall be in such a condition as to be prejudicial to health or a nuisance such condition or nuisance shall be a statutory nuisance for the purposes of Part III of the Public Health Act 1936 and the county council may in addition to a local authority enforce the provisions of the said Part III in respect of this section. Provided that in the case of such a condition or nuisance being alleged nothing in this section shall be deemed to impose any liability on the Company or any person unless the condition or nuisance arises or continues by the act or default of the Company or such person as the case may be.

(2) On and after the vesting day as defined by section 14 (Definition for Part III) of this Act references in this section to the Company shall in relation to the transferred portion of the navigation be construed as references to the commission.
9. - (1) The Company shall erect and maintain adequate fences round any lock on the retained portion of the navigation and round the immediate approaches to such lock if reasonably required so to do by the county council or the council of the county district in which such lock or such approaches is or are situate.

(2) Any question whether a requirement under subsection (1) of this section is reasonable or the fences adequate shall be referred to and determined by arbitration.

(3) The obligations imposed by this section shall be in addition to and not in derogation of any other obligations imposed upon the company.

10. – (1) In this section-
"bridge" includes the approaches to the bridge so far as such approaches are on land belonging to the Company;
"the date of vesting" means the day immediately following the date of the passing of this Act.

(2) On and from the date of vesting every bridge belonging to the Company carrying a county road over the navigation shall together with the sites of the abutments of such bridge vest in the county council and be and become a county bridge.

(3) On and from the date of vesting the maintenance of the approaches situate elsewhere than on land belonging to the Company of any bridge carrying a county road and the works in connection therewith which the Company at that date are liable to maintain shall be transferred to the county council.

(4) The county council shall on and from the date of vesting be responsible at their own cost and expense in all things for the repair maintenance and renewal of the bridges vested in them as aforesaid as well as of any such approaches and works as are referred to in subsection (3) of this section and the Company shall on and from the date of vesting be released from all liability cost and expense in connection therewith:

Provided that this subsection shall not impose upon the county council any greater obligations or liabilities than those to which they are or may be subject as a highway authority.

(5) The county council shall indemnify and keep indemnified the Company from and against all claims demands actions proceedings damages costs and expenses in respect of the failure by the county council subsequent to the date of vesting to comply with their obligations as to the repair and maintenance of any such bridges approaches and works as aforesaid.
PART II
— cont.

(6) The county council shall be entitled to alter, widen, improve, realign, lower or otherwise deal with the bridges vested in them as aforesaid or to substitute therefor solid embankments of such width as they may require and the Company shall if and when required in writing so to do by the county council grant to the county council without any payment or other consideration (except payment of legal costs incurred by the Company) such easements in perpetuity in through under or over the bed and banks of the navigation and any other land and property of the Company held by them as part of their undertaking at or adjoining or in the near neighbourhood of the said bridges as the county council may reasonably require for the purposes of this subsection together with the right to the county council their contractors, agents, workmen and servants to enter upon the property of the Company so far as may be necessary for the purposes of this subsection.

(7) The county council shall be entitled to construct crossings (either in solid embankment or otherwise) across the retained portion of the navigation of such width as the county council may reasonably require and the Company shall if and when required in writing so to do by the county council grant to the county council without any payment or other consideration (except payment of legal costs incurred by the Company) such easements in perpetuity in through under or over the bed and banks of the retained portion of the navigation and any other land and property of the Company held by them as part of their undertaking at or adjoining or in the near neighbourhood of the retained portion of the navigation as the county council may reasonably require for the construction of such crossings (having regard in particular to the interests of the Company and the likely effect of any such crossings upon the navigation) together with the right to the county council their contractors, agents, workmen and servants to enter upon the property of the Company so far as may be necessary for the purposes of this subsection.

(8) Such grant or grants of easement shall contain terms and conditions, covenants, and agreements by the county council to make such access to and on both sides of the said embankments or crossings as may be reasonably required to enable the employees of the Company to pass and repass with or without a vehicle to and from the towpath on either side of such embankments or crossings.

(9) All agreements and deeds of grant of rights or easements and other instruments legally made entered into or granted by or with the Company or the predecessors in title of the Company and in force on the date of vesting and relating to or in so far as they relate to the accommodation of any cables.
PART II

(10) (a) In the execution of any such works as are in this section referred to the county council shall not do any act matter or thing which will interfere with or restrict the free passage of water along the navigation under any of the said bridges or under or through any embankment or other work referred to in subsection (6) or subsection (7) of this section.

(b) The county council shall make and maintain such culverts or openings through any such bridge embankment or other work as aforesaid if and when constructed as may be reasonably necessary for the purpose of ensuring the free passage of water along the navigation but the county council shall not be liable to keep the said culverts or openings free from obstruction other than obstruction due to want of repair of the culverts openings bridge embankment or other work.

(c) The county council shall make such provision as may be necessary to accommodate any cables mains pipes or similar apparatus which at the date of the commencement of any such works as are in this section referred to are laid under or across the lands on which the work is constructed.

(11) The said culverts and openings shall be constructed in accordance with drawings and specifications to be previously approved in writing by the engineer of the Company and the engineer of the river board and to the reasonable satisfaction of the said engineers.

(12) Nothing in this Act shall prejudice or affect any right of the county council to discharge into the navigation the surface water drainage from any county road.

(13) The powers of this section shall not be exercised so as to interfere with any right or easement to which any third party may be entitled without the consent of such third party.

(14) The county council shall make good to the reasonable satisfaction of the Company any damage caused to any property or works of the Company in the exercise by the county council of the powers of this section.
(15) If any difference or dispute shall arise between the county council on the one hand and the Company on the other hand under this section the same shall be referred to and determined by arbitration.

(16) In respect of the bridge known as Walk Bridge any reference in subsections (5) (6) (8) (11) (14) and (15) of this section to the Company shall be construed as including a reference to the commission.

11. For the further protection of the county council the following provisions shall unless otherwise agreed between the county council and the Company apply and have effect:

(1) On and after-

(a) the date of vesting as defined in section 10 (For protection of county council) of this Act of any bridge which by virtue of this Act becomes vested in the county council; or

(b) in the case of any easement granted pursuant to subsection (7) of the said section 10 the date on which the grant becomes operative;

the Company shall not without the consent in writing of the county council enter into any agreement for or in connection with the abstraction of water from or the discharge of water into the navigation at the site of such bridge or of any works to be constructed under the powers of subsection (6) or subsection (7) of the said section 10:

Provided that this paragraph shall not apply to a new agreement entered into by the Company for or in connection with such an abstraction of water from or discharge of water into the navigation where (a) the abstraction or discharge as the case may be was being made by agreement with the Company on the first day of January one thousand nine hundred and fifty-four and (b) the extent of such abstraction or discharge is not thereby substantially increased:

(2) If before the date of vesting as aforesaid or the date on which the grant becomes operative as aforesaid (as the case may be) any water is abstracted from or discharged into the navigation at or near the site of any such bridge or works the county council may at their own expense execute such works as may be agreed between them and the Company and all other parties concerned to be reasonably necessary to alter the point of abstraction or discharge.
12. The provisions of subsections (6) (7) (8) (9) (10) (11) (12) (13) (14) and (15) of section 10 (For protection of county council) and of section 11 (For further protection of county council) of this Act shall apply to a trunk road or a bridge carrying a trunk road vested in the Minister of Transport and Civil Aviation (in this section referred to as "the Minister") and for the Aviation purposes of such application references in those provisions-

(i) to the county council shall be construed as references to the Minister;
(ii) to a county road shall be construed as references to a road vested in and repairable by the Minister; and
(iii) to bridges vested in the county council under the said section shall be construed as references to any bridge carrying a trunk road over the navigation.

13. For the protection of the commission the following provisions shall apply and have effect:-

(1) In this section "the Company" includes the owner for the time being of any land now vested in the Company to which this section is applicable:

(2) The commission may notwithstanding anything contained in sections LII to LV of the Act 2 & 3 Vict. c. lvi or sections 39 to 44 of the Stonehouse and Nailsworth Railway Act 1863 remove any bridge carrying their railway over the navigation and may substitute a solid embankment therefor and for that purpose may require the Company to convey to them at such price or other consideration as may be agreed between the Company and the commission or in default of agreement determined by arbitration so much of the site of the navigation on or over which such bridge has been constructed and any other land of the Company as may be reasonably required by the commission for the construction of such embankment together with the right to the commission their contractors agents workmen and servants to enter upon the property of the Company so far as may be reasonably necessary for the purpose of this subsection:

(3) Such conveyance shall contain terms and conditions covenants and agreements by the commission to make and maintain such culverts and openings as are hereafter in this section referred to and where reasonably necessary for the inspection and maintenance of the navigation to make such access between the two sides of the said embankment as may be required to enable employees of the Company to pass and repass to and
from the towpath on either side of such embankment and also to accommodate any cables mains pipes or similar apparatus which at the date of commencement of construction of the solid embankment are laid under or across the lands on which such embankment is constructed:

(4) Before exercising the powers conferred on them by paragraph (2) of this section the commission shall give to the Company not less than six months' notice in writing of their intention so to do and shall specify in every such notice-

(a) the bridge or bridges which the commission propose to remove accompanied by plans sections and specifications of the works proposed to be carried out; and

(b) the lands which the commission require the Company to convey to them as aforesaid:

(5) Such works shall be carried out only in accordance with such plans sections and specifications as may be approved in writing by the Company or in default of such approval be determined by arbitration:

Provided that if the Company do not within twenty-eight days after the submission to them of any plans sections or specifications signify their disapproval thereof and the grounds of such disapproval they shall be deemed to have approved thereof:

(6) In substituting a solid embankment for a bridge in pursuance of this section the commission shall not do any act matter or thing which will interfere with or restrict the free passage of water along the navigation under or through the solid embankment and shall make and maintain such culverts or openings through such embankment or other work as aforesaid if and when constructed as may be reasonably necessary for the purpose of ensuring the free passage of water along the navigation but the commission shall not be liable to keep the said culverts or openings free from obstruction other than obstruction due to want of repair of the solid embankment culverts or openings or other works as aforesaid:

(7) The said culverts and openings shall be constructed in accordance with drawings and specifications to be previously approved in writing by the engineer of the Company and the engineer of the river board and to the reasonable satisfaction of the said engineers:

(8) The commission shall from time to time repay to the Company any additional expense in maintaining the
navigation reasonably incurred by them by reason of any alteration of any of the said bridges made in pursuance of this, section:

(9) The powers of this section shall not be exercised so as to interfere with any right or easement to which any third party may be entitled without the consent of such third party:

(10) Any difference arising between the commission on the one hand and the Company or the river board on the other hand under the foregoing provisions of this section shall be referred to and determined by arbitration:

(11) In exercising the powers conferred upon them by paragraph (2) of this section the commission shall make such provision as may be reasonably necessary for the continued exercise along the towpath of the navigation of such public rights of way (if any) as may then exist along that towpath.

PART III

TRANSFER OF PORTION OF NAVIGATION

14. In this Part of this Act "the vesting day" means the second day after the date of the passing of this Act.

15.-(1) On the vesting day the transferred portion of the navigation shall by virtue of this Act and without any further assurance be transferred to and become vested in the commission without any payment or other consideration and freed and discharged (except as in this Act otherwise expressly provided) from all mortgages charges and liens and from all debts liabilities and financial obligations of the Company subsisting on that day.

(2) Subject to the provisions of this Act on and after the vesting day the transferred portion of the navigation shall be deemed for all purposes to be part of the Gloucester and Sharpness Canal undertaking of the commission and the provisions of the existing Acts shall cease to apply thereto:

Provided that nothing in this subsection shall be construed to impose on the commission any obligation to keep the said transferred portion open for navigation.

(3) At the easterly end of the transferred portion of the navigation the commission shall not later than six months after the vesting day and at their own expense construct and at all times thereafter likewise maintain in a good and sufficient state of repair a dam to seal off the transferred portion of the navigation from the navigation to the east of the transferred portion.
PART III

such dam to be constructed in accordance with plans to be
previously agreed between the commission the river board and
the Company:

Provided that the river board and the Company shall effec-
tively indemnify the commission from and against all liability
in respect of any flooding or damage which may result from the
stoppage of the flow of water in the navigation due to the
construction of the said dam.

16.(1) The Company shall pay and discharge all debts
liabilities and outgoings and be entitled to all rents and other
sums of money which shall have become payable or accrued due
up to the vesting day in respect of the transferred portion of the
navigation.

(2) The commission shall pay and discharge all debts liabilities and
outgoings and be entitled to all rents and other sums of money which shall
become payable or accrue due on or after the vesting day in respect of the
transferred portion of the navigation.

(3) For the purpose of giving effect to the foregoing provisions of this
section any such debts liabilities outgoings rents and sums of money shall
when necessary be apportioned between the Company and the commission
by agreement or failing agreement by an accountant to be agreed between
the parties or failing such agreement to be appointed on the application of
either party (after notice in writing to the other of them) by the president of
the Institute of Chartered Accountants in England and Wales.

(4) All rents and other sums of money which on the vesting day are due
or payable or accruing due to the Company in connection with the
transferred portion of the navigation shall notwithstanding anything in this
Act or the transfer to the commission of the transferred portion of the
navigation pursuant to this Act continue to be due or payable or accruing
due and may be collected and recovered--
(a) by the Company if the same shall have become payable before the
vesting day ; and
(h) by the commission if the same shall become payable on or after that
day.

17. If on the vesting day any action arbitration or proceeding
or any cause of action arbitration or proceeding is pending or
existing by against or in favour of the Company in respect of the
transferred portion of the navigation the same shall not abate
or be discontinued or in any wise be prejudicially affected by
reason of anything in this Act and may be continued prosecuted
or enforced by against or in favour of the Company as if this
Act had not been passed.

18. All books and documents which if this Act had not been
passed would have been evidence for or against the
Company in respect of any matter relating to the
transferred portion of the navigation shall on and after the
vesting day be admitted in evidence in respect of the
same or the like matter for or against the, commission and
any such books and documents in the possession of the
Company shall be included in the transfer except where
they concern or relate to any property of the Company
not included in the transfer:

Provided that in the case of such excepted books and docu-
ments the commission shall be allowed to have access thereto
at all reasonable times and to make copies thereof and the same
covenants shall be implied by the Company in relation to deeds
and documents of title comprised therein as would be implied in
a conveyance by an acknowledgment of the right of production
and to delivery of copies and an undertaking for safe custody.

19. All agreements contracts leases conveyances deeds of grant
of rights or easements and other instruments legally made
entered into or granted by or with the Company or the prede-
cessors in title of the Company and in force on the vesting day
and relating to or in so far as they relate to the transferred
portion of the navigation shall on and after the vesting day be
as binding and of as full force and effect in every respect in so
far as aforesaid against or in favour of the commission and be
enforceable as fully and effectually as if instead of the Company
or the predecessors in title of the Company (as the case may be)
the Commission had been a party thereto.

20. The undermentioned sections of the Gloucester and
Berkeley Canal Act 1870 are hereby repealed in so far as they
ensure for the protection or benefit of the Company:

Section 77 (Provisions with respect to diverted line
of Stroudwater Navigation);
Section 78 (Company to chain lands);
Section 83 (The Bristol Road level of the Stroudwater
Navigation to be first supplied);
Section 84 (Stroudwater Navigation from Whitminster
Lock to the junction to be repaired by
Company);
PART III

Section 85 (Powers granted not to hinder the navigation of the Stroudwater Navigation or the right to let out the water for repairs etc. The Company to stop the water on application; and on refusal so to do to pay a penalty of £200);

Section 86 (On refusal to stop the water, the Stroudwater Company may close the sluices or otherwise stop the water for the purposes etc.);

Section 89 (Floodgates to be raised in case of floods);

Section 90 (If the Company neglect to do etc. the Stroudwater Company may do the works, etc., and recover costs);

Section 91 (Payment to the Stroudwater Company for each day's interruption);

Section 92 (Gatekeeper at the junction and superintendent of the weir to take care of the Whitminster Lock);

Section 93 (Appointment of gatekeeper).

PART IV

CONSTITUTION MANAGEMENT ETC.

21. All the provisions of the existing Acts in respect of any matters to which the provisions herewith incorporated of the Act of 1845 relate are hereby repealed and henceforth the last-mentioned provisions as varied by this Act shall apply to the Company.

Powers of assembly transferred to Company.

22. All powers which by the provisions not heretofore or by this Act repealed of any of the existing Acts are conferred upon or exercisable by the Company or the proprietors of the Company in or at any general assembly are as varied (if varied) by this Act transferred to and conferred upon and shall be exercisable by the Company.

Powers and duties of directors.

23. All powers and duties which by the provisions not heretofore or by this Act repealed of any of the existing Acts are conferred or imposed on the committee appointed under the existing Acts to manage the affairs of the Company are as varied (if varied) by this Act transferred to and conferred upon and shall be exercisable by the directors.
24.-(l) The first ordinary meeting of the Company after the passing of this Act shall be held in the month of September nineteen hundred and fifty-four on such day and at such time and place as the directors may determine,

(2) Subject to the provisions of subsection (1) of this section and notwithstanding the incorporation with this Act of section 66 of the Act of 1845 or anything in the existing Acts the ordinary meetings of the Company shall (except as the Company may from time to time by a resolution of a general meeting otherwise determine) be held once only in each year in the month of May or in such other month as the Company may from time to time by a resolution of a general meeting determine and on such day and at such time and place as the directors may from time to time appoint.

(3) For the purposes of section 70 of the Act of 1845 as incorporated with this Act the prescribed number of shareholders entitled to require the directors to call an extraordinary meeting of the Company shall be six or more shareholders holding in the aggregate not less than ten shares.

(4) For the purposes of section 72 of the Act of 1845 as incorporated with this Act the prescribed quorum to constitute a general meeting of the Company (whether ordinary or extraordinary) shall be five or more shareholders present either personally or by proxy and holding in the aggregate not less than ten shares.

25. Any meeting of the Company whether ordinary or extraordinary may (if the directors so determine) be convened by notice delivered at or sent by post to the registered address or other known address of each shareholder not less than ten clear days before the date of the meeting. In proving that any such notice has been posted it shall be sufficient to prove that the notice was properly addressed and put into the post and prepaid not later than the time hereby prescribed.

26. At all meetings of the Company (whether ordinary or extraordinary) every shareholder shall on a show of hands be entitled to one vote and on a poll to one vote in respect of each share held by him.

27. Notwithstanding anything in the Act of 1845 the attorney of any shareholder duly authorised in writing may appoint a proxy to vote for and on behalf of the shareholder and for that purpose may execute on behalf of the shareholder the necessary form of proxy:

Provided that the instrument appointing the attorney (or if the instrument has been deposited in the central office of
the Supreme Court of Judicature an office copy thereof) shall be sent to the secretary of the Company at the same time as the instrument appointing the proxy.

28. Where several persons are jointly entitled to and registered as holders of any shares any one of those persons may vote at any meeting either personally or by proxy in respect of the shares as if he were solely entitled thereto but if more than one of the joint holders be present at any meeting personally or by proxy that one of the said persons so present whose name stands first on the register in respect of the shares shall alone be entitled to vote in respect thereof Several executors or administrators of a deceased member in whose name any shares stand shall for the purposes of this section be deemed joint holders thereof.

29. For the purposes of section 116 of the Act of 1845 as incorporated with this Act the books of the Company shall be balanced at the thirty-first day of December in each year or at such other date or dates as the Company may from time to time by a resolution of a general meeting appoint.

30. If and so long as the ordinary meetings of the Company shall be held once only in each year the following provisions shall have effect:

(a) It shall be lawful for the directors without the sanction or direction of a general meeting to pay in any year an interim half-yearly dividend on the capital of the Company out of the funds and revenues of the Company applicable to the payment of dividends; and

(b) Section 116 of the Act of 1845 shall in its application to the Company have effect as if the words "preceding period of twelve months" were substituted therein for the words "preceding half-year ".

31.-(1) Subject to the provisions of subsection (3) of this section the number of directors of the Company shall be five:

Provided that the Company may from time to time vary the number of directors between a minimum of five and a maximum of ten.

(2) The qualification of a director shall be the possession in his own right of at least one share.

(3) The members of the committee appointed under the existing Acts to manage the affairs of the Company and holding office immediately before the passing of this Act shall if qualified be the first directors of the Company and for the purposes of section 83 of the Act of 1845 shall be deemed to be the directors
appointed by the special Act and shall continue in office until the ordinary meeting to be held in the year nineteen hundred and fifty-five.

(4) The quorum of a meeting of the directors shall be such number (not being less than three) as the directors may from time to time determine.

(5) Except in the case of a director retiring by rotation and offering himself or being proposed for re-election no person shall be capable of being elected at a general meeting a director of the Company unless notice in writing that he intends to offer himself or will be proposed for the office of director shall have been given to the secretary of the Company or left at the office of the Company five days at least before the day of election.

(6) Notwithstanding anything in the Act of 1845 no person shall be disqualified from being a director of the Company by reason of his holding any office or place of trust or profit under the Company or by reason of his being interested in any contract with the Company nor shall any director be required to cease from voting or acting as a director by reason of his accepting any such office or place of trust or profit or becoming interested in any such contract:

Provided that -

a) If a director is or becomes interested in any contract with the Company (whether such interest shall arise before or after his appointment as a director) the nature of his interest in the contract shall be declared by him at the meeting of the directors at which the contract is determined or if his interest then exists or in any other case at the first meeting of the directors after the acquisition of his interest or after his appointment: and

b) No director shall as a director vote in respect of any such contract and if he does so vote his vote shall not be counted but this prohibition shall not apply to any contract by or on behalf of the Company to give to the directors or any of them any security by way of indemnity.

For the purposes of paragraph (a) of the proviso to this subsection a general notice given to the directors by one of them to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made.
PART IV—cont.

(7) (a) There shall be paid out of the funds of the Company to the directors as the remuneration for their services under the existing Acts and this Act such aggregate annual sum as may from time to time be determined by a resolution of the Company in general meeting and the Company shall at the first ordinary meeting to be held after the passing of this Act determine the aggregate annual sum to be so paid to the directors in every year until altered by a resolution of a subsequent general meeting.

(b) Any sum paid to the directors under this subsection shall be divided amongst the directors in such manner as the directors may determine.

(8) If a vacancy shall occur among the directors the continuing directors may (notwithstanding the vacancy) act until the next general meeting.

Auditors.

32.—(1) It shall be lawful for the Company at any ordinary meeting to appoint a single auditor or two auditors or a firm of accountants to audit the accounts of the Company and any auditor or auditors or firm so appointed at any ordinary meeting shall hold office until the next ordinary meeting.

(2) A person shall not be qualified to be appointed an auditor of the accounts of the Company unless he be and a firm of accountants shall not be so qualified unless every member of the firm be a member of one or more of the following bodies—

The Institute of Chartered Accountants in England and Wales;
The Society of Incorporated Accountants;
The Institute of Chartered Accountants of Scotland;
The Association of Certified and Corporate Accountants;
The Institute of Chartered Accountants in Ireland;

Any other body of accountants established in the United Kingdom and for the time being recognised by the Board of Trade for the purposes of the provisions of section 161 of the Companies Act 1948 relating to the qualification for appointment as auditor of a company other than an exempt private company; and it shall not be necessary for such auditor or the members of such firm to hold any share in the capital of the Company.

(3) If any auditor of the Company die or resign the directors may appoint another auditor in his place and any auditor so appointed shall hold office until the next ordinary meeting.
33. Notwithstanding anything in the Act of 1845 it shall not be obligatory on the Company –

(a) keep to separately a register of shareholders and a shareholders' address book but in lieu thereof the Company may if they think fit keep one register only containing such particulars as are required by that Act to be entered in the register of shareholders and the shareholders' address book respectively; or

(b) to authenticate by the affixing of their common seal or otherwise the register of shareholders or any register which the Company may keep in lieu thereof under the powers of this section.

34.-(1) The directors may close the register of transfers of shares for a period not exceeding fourteen days previous to the payment of any dividend thereon and the directors may fix a day for the closing of the register. Seven days' notice of the closing of the register shall be given by advertisement in some newspaper published in the geographical county of Gloucester.

(2) Any transfer of shares lodged for registration with the Company while the register of transfers is so closed shall as between the Company and the person claiming under the transfer but not otherwise be considered as made subsequently to the payment of any such dividend.

35. Notwithstanding the incorporation with this Act of section 91 of the Act of 1845 or anything in the existing Acts or this Act the directors may determine the remuneration of the secretary and of the auditor or auditors of the Company.

PART V
FINANCIAL

36. Notwithstanding the repeal by this Act of any provisions of the existing Acts the share capital of the Company shall (subject to the provisions of the Act of 1845 with respect to the consolidation of the shares into stock) continue to consist of twenty thousand pounds divided into two hundred shares of one hundred pounds each and the Company shall forthwith after the passing of this Act enter in the register of shareholders and the shareholders' address book to be kept by the Company under sections 9 and 10 of the Act of 1845 or in the register to be kept by the Company in pursuance of section 33 (Register of shareholders and shareholders' address book) of this Act the names of the persons who immediately before the passing of this
Act were entered in the books of the Company as holders of the existing shares and the respective addresses of those persons as appearing in those books.

37.-(1) The Company may for the purposes of or in connection with the undertaking borrow or raise money on temporary loans from bankers by means of overdrafts or otherwise: Provided that the aggregate amount outstanding at any one time of the money so borrowed or raised shall not exceed five thousand pounds.

(2) The power conferred by this section shall be in addition to any power for the time being of the Company to borrow on mortgage or to raise money by the creation and issue of debenture stock.

38. All moneys and investments forming part of the reserve fund of the Company at the passing of this Act shall be transferred to a contingency fund to be formed by the Company under section 122 of the Act of 1845.

39. Any moneys or investments for the time being forming part of any contingency fund to be formed by the Company under section 122 of the Act of 1845 may be applied to the purposes of meeting any extraordinary claim or demand which may at any time arise against the Company as well as to the purposes mentioned in that section.

PART VI
MISCELLANEOUS

40.- (1) Subject to the provisions of this section the Company may contract-

(a) with the owner lessee or occupier of any factory works or other industrial or trade premises or of any agricultural premises abutting on or near to the navigation to permit the abstraction by such owner lessee or occupier for use upon any such premises;

(b) with any local authority to permit the abstraction by such authority for the cleansing of sewers or drains and the cleansing and watering of streets;

(c) with the commission to permit the abstraction by the commission for the purposes of their railway locomotives;

of any water obtained by the Company for the purposes of the navigation.
(2) Any contract entered into by the Company under sub-section (1) of this section may be made upon such terms and conditions and for such period as may be agreed between the parties to the contract.

(3) For the purposes of this section the Company may provide and maintain all necessary pumps and other machinery and may lay and maintain along across under or over any lands of the Company and the navigation or the towing-paths thereof pipes for carrying any water to be abstracted in pursuance of any contract made under subsection (1) of this section.

(4) This section shall extend to the transferred portion of the navigation as if the commission had been named therein instead of the Company.

41. The Company may supply water to all houses and tenements built or to be built upon any land belonging to the Company.

42. Nothing in this Act shall authorise the Company to supply for human consumption any water which is not pure and wholesome or to supply water for any purposes other than the purposes specified in the last two preceding sections of this Act but this section shall not restrict the Company from supplying water for such purposes as are necessarily incidental to the business of the Company.

43. Nothing in this Act shall extend to constitute the Company a water company or water undertakers within the meaning of the Public Health Act 1936 or the Water Act 1945.

44. Notwithstanding anything contained in this Act the following provisions for the protection and benefit of the companies mentioned in paragraph (1) of this section shall unless otherwise agreed between the Company and the protected company apply and have effect:-

1) In this section the expression "protected company" means each or any of the following: -

Hoffman Gloucester Limited or other the owner or occupier for the time being of the premises known as Oldends Lane Stonehouse in the county;

Mid Gloucester Co-operative Federal Society Limited or other the owner or occupier for the time being of the premises known as Stroud Laundry Ebley in the county;

Stroud Metal and Plating Company Limited or other the owner or occupier for the time being of the premises known as Dudbridge Mills Stroud in the county;
(2) If required by the protected company and unless prevented by frost, drought, unavoidable accident or other unavoidable cause or during the execution of necessary works the Company shall permit the abstraction by the protected company for use at the premises named in relation thereto in paragraph (1) of this section of such reasonable quantity of water at such times and at such price and subject to such conditions as may be agreed between the parties or in default of agreement determined by arbitration:

Provided that the Company shall not be required so to permit the abstraction of water by the protected company or to continue so to permit the abstraction as the case may be if to do so would necessitate the expenditure by the Company of a sum of money in excess of three-quarters of the total annual amount receivable by the Company from the protected company and from any other protected company by whom water is abstracted under the provisions of this section.

45. For the protection of the Gloucester Corporation and the Stroud District Water Board (each of whom is hereafter in this section called "the water undertakers") the following provisions shall apply and have effect:

- (1) Notwithstanding anything contained in section 40 (Supply of water from navigation) or section 41 (Power to supply water to houses) of this Act the Company shall not-
  - (a) permit the abstraction of water for use upon any premises within or by any local authority for use within; or
  - (b) supply water to any house or tenement within; the limits within which the water undertakers are for the time being authorised by any enactment to supply water except with the consent of the water undertakers which consent shall not be 'unreasonably withheld:
Provided that this paragraph shall not apply to-
  - (a) an abstraction of water which is permitted by the Company under the provisions of section 44 (For protection of certain industrial companies) of this Act; or
  - (b) the continuance of an abstraction by any person of water which that person habitually abstracted with the permission of the Company on or before
the first day of January one thousand nine hundred and fifty-four but not in any day exceeding the daily amount of water habitually so abstracted by such person on or before the said first day of January:

(2) Any question whether any consent required by this section has been unreasonably withheld shall be determined by the Minister of Housing and Local Government:

(3) (a) The said Minister may cause such local inquiries to be held as he may consider necessary for the purpose of his functions under this section;

(b) Subsections (2) to (5) of section 290 of the Local Government Act 1933 shall apply in relation to any such inquiry.

46.- (1) Notwithstanding anything in the existing Acts to the contrary the Company may-

(a) retain and hold and use for such time and for such purposes as they think fit any land or interest in land acquired or held by them under the existing Acts;

(b) sell lease exchange or otherwise dispose of any such land or interest in such manner and for such consideration and on such terms and conditions as they think fit (whether in consideration of the execution of works or of the payment of a gross sum or of an annual rent or of payment in any other form);

(c) sell exchange or dispose of any rents reserved on the sale lease exchange or other disposition of any such land or interest;

(d) make do and execute any deed act or thing proper for effectuating any such sale lease exchange or other disposition;

(e) on any such exchange pay or receive money for equality of exchange.

(2) Nothing in this section shall release the Company or any person purchasing or acquiring any land or interest in land from them under this section from any rents covenants restrictions reservations terms or conditions made payable by or contained in any conveyance lease or other deed or instrument by which the land or interest has been conveyed or leased to or otherwise acquired by the Company or any persons from or through whom the Company have derived title to it.

47.- (1) The Company may cause any water in that part of the navigation which is situate eastward of the transferred portion of the navigation to be discharged into the river Frome.
(2) If the Company desire in the exercise of the powers of this section to cause water to be discharged into the river Frome they shall construct the means of discharge in accordance with drawings and specifications to be reasonably approved in writing by the engineer of the river board and to the reasonable satisfaction of the said engineer.

(3) If any difference or dispute shall arise between the Company and the river board under subsection (2) of this section the same shall be referred to and determined by arbitration.

(4) Nothing in this section shall prejudice or affect any existing right of the Company to discharge water from the navigation into the river Frome.

(5) If in pursuance of any powers for the time being vested in them the river board shall remove the siphon aqueduct by which at the date of the passing of this Act the river Frome passes under the navigation between the bridges over the navigation known as Whitminster Bridge and Stonepitts Bridge -

(a) nothing in subsection (2) of this section shall apply to the discharge of water from the navigation into the river Frome at the site of the said siphon aqueduct; and

(b) no liability shall attach to the Company and the Company shall be relieved of all existing liability (if any) to maintain the river Frome or the banks thereof at the site of the said siphon aqueduct.

48.-(l) (a) The Company shall if the river board so desire permit them to raise so much of the towing-path of the navigation as lies between the western boundary of the transferred portion of the navigation and a point six hundred and forty yards measured along the navigation westward of the first-mentioned point to a height not exceeding the height of the flood bank of the river board situate immediately northward of the towing-path.

(b) Any such raising shall be carried out by and at the expense of the river board and in accordance with drawings and specifications to be reasonably approved in writing by the engineer of the Company and to the reasonable satisfaction of the said engineer.

(c) Any difference arising between the river board and the Company under the foregoing provisions of this subsection shall be referred to and determined by arbitration.

(2) Any portion of the towing-path which is raised as aforesaid shall thereafter form part of the flood bank of the river board and shall be maintained by and at the expense of the river board.
(3) Nothing in this section or in any permission given by the Company thereunder shall authorise the doing of any act or thing so as to interfere with any right or easement to which any third party may be entitled without the consent of such third party.

49. The urban district council of Stroud the rural district council of Stroud and the rural district council of Gloucester may pay to the Company by way of contribution towards the cost of maintenance by the Company of the retained portion of the navigation and the banks and other works in connection therewith such sums as they may from time to time think fit.

50. Where under this Act any question or dispute is to be referred to an arbitrator or to arbitration the same shall except when otherwise provided in this Act be referred to an arbitrator to be agreed between the parties or failing agreement to be appointed by the President of the Institution of Civil Engineers and subject thereto the provisions of the Arbitration Act 1950 shall apply to any such arbitration.

51. The commissioners appointed by or pursuant to the sections of the Act of 1730 of which the respective marginal notes commence or are "Commissioners appointed to determine differences" and "On death of Commissioners new ones to be chosen" or by or pursuant to the sections of the Act of 1776 of which the respective marginal notes commence or are "Commissioners appointed" "Power to elect new Commissioners" and "Justices in certain cases impowered to appoint Commissioners" if and so far as they respectively exist at the passing of this Act as a body of commissioners are hereby dissolved and the persons (if any) holding office at the passing of this Act as members of those commissioners shall cease to be vested with or subject to any of the powers rights functions duties or obligations which were by the Act of 1730 or the Act of 1776 conferred or imposed on the commissioners appointed by those Acts.

52. The following provisions of the Act of 1776 are hereby repealed:

All sections from and including that of which the marginal note commences The Undertaking etc. to be divided into 200 Shares" to and including that of which the marginal note is "Forfeitures to be declared at a General Assembly, etc.";

The words in the section of which the marginal note commences "General Assembly of Proprietors may remove
Committee-men etc." from and including "to remove or displace any person or persons" to and including "and shall have power";

PART VI
—cont..

All sections from and including that of which the marginal note commences "Executors etc. of Owners of Shares indemnified for paying Money when called for" to and including that of which the marginal note commences "Two General Meetings yearly; all Accounts then to be passed and settled";
The section of which the marginal note commences "On what Conditions Land shall be reconveyed ".

53. 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.
## SCHEDULE

### STROUDWATER NAVIGATION ACTS

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<td>32 Geo. 2 c. 47 …</td>
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<td>16 Geo. 3 c. 21 ...</td>
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