CHAPTER vi.

An Act for enabling the Aluminium Corporation Limited to arrange for the extinction of its participating shares and for issuing preference stock in satisfaction of such shares and for other purposes. [24th May 1917.] A.D. 1917.

WHEREAS the Aluminium Corporation Limited (in this Act called "the Company") was incorporated in the year one thousand nine hundred and nine under the provisions of the Companies (Consolidation) Act 1908 as a company limited by shares:

And whereas the original capital of the Company was fixed by its memorandum of association at four hundred and fifty thousand pounds divided into five thousand participating shares of one shilling each one hundred and forty-nine thousand seven hundred and fifty preference shares of one pound each and three hundred thousand ordinary shares of one pound each:

And whereas all the said five thousand participating shares have been issued and fully paid ninety-five thousand nine hundred and sixty-four of the said preference shares have been issued and fully paid and two hundred and eighty-four thousand three hundred and seventy-one of the said ordinary shares have been issued and fully paid:

And whereas clause 36 of the Company's articles of association provided that the directors might with the sanction of the Company in general meeting convert any paid-up preference shares into preference stock having the rights attached to the preference shares and that the directors might also convert any paid-up ordinary shares as to five shillings and sixpence per share into preference stock and as to fourteen shillings and sixpence into ordinary stock having the rights attached to the ordinary shares but so that the conversion into

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preference stock should only be made in respect of the sums as paid up or credited as paid up by members respectively as should be a multiple of one pound and that the fractional remainders of one pound which should have been paid up should be included in the amount of ordinary shares converted into ordinary stock:

And whereas the Company by resolution passed at an extraordinary general meeting of the Company held on the twelfth day of June one thousand nine hundred and eleven resolved that ninety-five thousand two hundred and fourteen preference shares of the Company which had then been issued and were fully paid should be converted into preference stock and that two hundred and eighty-four thousand three hundred and seventy-one ordinary shares of the Company which had then been issued and were fully paid should be converted into stock whereof seventy-eight thousand and forty-eight pounds should be preference stock and two hundred and six thousand three hundred and twenty-three pounds should be ordinary stock:

And whereas the Company by resolution passed at an extraordinary general meeting of the Company held on the twenty-fourth day of June one thousand nine hundred and twelve resolved that seven hundred and fifty further preference shares of the Company which had then been issued and were fully paid should be converted into preference stock:

And whereas in accordance with the said resolutions the said paid-up preference share capital of the Company has been converted into ninety-five thousand nine hundred and sixty-four pounds preference stock and the said paid-up ordinary share capital of the Company has been converted into seventy-eight thousand and forty-eight pounds preference stock and two hundred and six thousand three hundred and twenty-three pounds ordinary stock:

And whereas the issued capital of the Company now consists of five thousand participating shares of one shilling each one hundred and seventy-four thousand and twelve pounds preference stock and two hundred and six thousand three hundred and twenty-three pounds ordinary stock all fully paid up and the unissued capital of the Company consists of fifty-three thousand seven hundred and eighty-six preference shares of one pound each and fifteen thousand six hundred and twenty-nine ordinary shares of one pound each;

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And whereas paragraph 6 of the memorandum of association of the Company after defining by clauses (A) (B) (C) and (D) thereof the respective rights of the holders of participating shares preference shares and ordinary shares provides by clause (E) thereof that the said rights shall be subject to revision by resolutions of class meetings of members of the Company in accordance with the provisions of the articles of association as originally framed and not otherwise:

And whereas the articles of association of the Company as originally framed contained the following provisions (viz.):—

> "All shares in the Company shall be held upon the terms that if at any time the capital of the Company is divided into different classes of shares the special rights privileges or advantages attached to any class of shares shall not without the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such shares or by agreement in writing signed by the holders of at least three-fourths of the nominal amount of the issued shares of that class be affected modified abrogated or dealt with To every such separate general meeting except a meeting of the holders of participating shares all the provisions of these presents relating to general meetings or to the proceedings thereat or to the rights of members at or in connexion therewith shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-fourth of the issued shares of the class and that the holders of shares of the class shall on a poll have one vote for each share of the class held by them respectively and that if at an adjourned meeting of such holders a quorum is not present those members who are present shall be a quorum To every such separate general meeting of the holders of participating shares all the provisions of these presents relating to general meetings shall apply or to the proceedings thereat but so that the necessary quorum for the meeting or any adjournment thereof shall be two persons holding or representing by proxy at least two-thirds of the issued shares of the class and that the holders of the shares on a poll shall have one vote for each share of the class held by them respectively":

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And whereas by special resolution of the Company duly passed and confirmed on the first day of July one thousand nine hundred and fourteen and the sixteenth day of July one thousand nine hundred and fourteen respectively it was resolved that in exercise of the power reserved by clause (E) of paragraph 6 of the Company's memorandum of association and of all other powers thereunto enabling the Company the rights of holders of the participating shares the preference shares or preference stock and the ordinary shares or ordinary stock as set out in the said paragraph 6 clauses (A) to (D) both inclusive of the said memorandum of association be and the same were thereby abrogated and that in lieu thereof such rights should (in the words of the resolution) be as follows (namely):—

(A) The profits of the Company which the directors may determine to distribute shall in the first instance be applied in the payment of dividends to the holders of the preference shares or preference stock and the participating shares respectively and so that the dividend paid on each participating share shall be equal to eight times the dividend paid on each preference share or one pound of preference stock and so that the dividends paid on the preference shares and preference stock shall be at a fixed rate of seven per centum per annum on the amount paid up or credited as paid up on each preference share or each one pound of preference stock for each year commencing the fourteenth December one thousand nine hundred and eleven and shall be cumulative and the dividends paid for each year on each participating share in each year shall amount to eight times the amount paid on each fully-paid preference share or one pound of preference stock in each year:

(B) Subject to the provisions of clause (A) the remaining profits of the Company which the directors shall determine to distribute as dividend shall be applied in payment to the holders of ordinary shares or ordinary stock of dividends on the amounts paid up or credited as paid up on the ordinary shares or the amounts of ordinary stock held by them respectively:

(C) On a return of assets of the Company in a winding-up or otherwise the assets of the Company remaining

after discharge of the liabilities to creditors shall be applied in the first place in repaying to the holders of preference shares or preference stock the amounts paid up or credited as paid up on the preference shares or on the preference stock held by them respectively together with a sum equal to any arrears of a cumulative dividend at the rate of seven per centum per annum on the amount paid up or credited as paid up on each preference share from the fourteenth day of December nineteen hundred and eleven up till the date of the Company going into liquidation and in paying to the holders of participating shares the sum of eight pounds in respect of each participating share held by them together with a sum per share equal to eight times the amount paid in respect of each preference share or each one pound of preference stock in respect of arrears or deficiency of dividend as in this clause provided and secondly the remaining assets shall be distributed amongst the holders of ordinary shares or ordinary stock in the proportion to the number of such shares or the amount of such stock held by them respectively Amounts payable under this clause to the holders of preference shares and participating shares respectively shall be made pari passu:

(D) These rights shall be subject in all respects to the provisions of clause (E) of paragraph 6 of the memorandum of association:

And whereas by an extraordinary resolution passed at a separate general meeting of the holders of the preference stock of the Company held on the sixteenth day of July one thousand nine hundred and fourteen such meeting did sanction the modification abrogation or dealings with the special rights attached to the preference shares of the Company effected by the said special resolution:

And whereas the holders of the whole of the said five thousand participating shares by agreement in writing dated the first day of August one thousand nine hundred and fourteen assented to the modification of their rights effected by the said special resolution:

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And whereas the cumulative dividend down to the thirty-first day of December one thousand nine hundred and fifteen at the rate of seven per centum per annum upon the capital paid up on the said preference stock is in arrear for three years:

And whereas the Company is desirous and it is expedient that the said five thousand participating shares of one shilling each shall be converted into forty thousand pounds of fully-paid preference stock of the Company:

And whereas the present holders of the whole of the said five thousand participating shares have by agreement in writing assented to the said participating shares being dealt with as set forth in this Act:

And whereas the objects 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 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:—

Short title.

1. This Act may be cited as the Aluminium Corporation (Conversion of Shares) Act 1917.

Extinction of participating shares.

2. The participating shares in the Company and all rights in respect thereof shall be and the same are hereby extinguished and every holder of such shares shall forthwith after the passing of this Act surrender to the Company for cancellation the certificates or certificate held by him representing the participating shares held by him in the Company.

Issue of preference stock in satisfaction of participating shares.

3. The capital of the Company is hereby increased by the creation of forty thousand pounds of fully-paid preference stock such stock to rank pari passu with and to have similar rights and privileges to the existing and issued preference stock of the Company including the right to the said three years arrears of dividend and the directors of the Company shall upon the surrender of certificates as aforesaid by each holder of participating shares issue to him as fully paid an amount of the new preference stock hereby created equivalent to eight pounds of preference stock for each participating share the certificate of which shall be so surrendered and shall deliver to him a certificate for such new stock:

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Provided that the powers conferred by this section shall not be exercised during the continuance of the present war and twelve months thereafter unless the consent of the Treasury has been previously obtained.

Trustees may concur.

4. Trustees executors administrators and all other holders in any representative or fiduciary capacity of participating shares of the Company are hereby expressly authorised to accept and hold any preference stock issued in substitution therefor under the powers of this Act.

Memorandum and articles to be amended.

5. The memorandum and articles of association of the Company shall be and are hereby amended to conform with the provisions of this Act.

Stamp duty.

6. The statement of the amount of the increase of capital effected by this Act which is required by section 112 of the Stamp Act 1891 to be delivered to the Registrar of Joint Stock Companies shall be delivered duly stamped with the duty charged thereon within one month after the passing of this Act and in default of such delivery the duty with interest thereon at the rate of five per centum per annum from the passing of this Act shall be a debt to His Majesty recoverable from the Company.

Notice of increase of capital to be given to Registrar of Companies.

7. The notice of the amount of the increase of capital effected by this Act which is required by section 44 of the Companies (Consolidation) Act 1908 to be given to the Registrar of Companies shall be given within one month after the passing of this Act.

General saving.

8. Save as in this Act expressly provided nothing in this Act shall prejudice alter or affect the memorandum and articles of association of the Company or shall be deemed to render valid or invalid any act done or proceeding pending by or against the Company before or at the date of the passing of this Act.

Restriction on raising capital.

9. Notwithstanding anything in this Act the Company shall not under the powers of this Act 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.

Copy of Act to be registered.

10. The Company shall deliver to the Registrar of Companies a printed copy of this Act and he shall retain and

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register the same and if such copy is not so delivered within three months from the passing of this Act the Company shall incur a penalty not exceeding two pounds for every day after the expiration of those three months during which the default continues and any director or manager of the Company who knowingly and wilfully authorises such default shall incur the like penalty Every penalty under this section shall be recovered summarily There shall be paid to the Registrar by the Company on such copy being registered the like fee as is for the time being payable under the Companies (Consolidation) Act 1908 on registration of any document other than the memorandum or the abstract required to be filed with the Registrar by a receiver or manager or the statement required to be sent to the Registrar by the liquidator in a winding-up in England.

Construction of instruments &c.

11. In any instrument executed before the passing of this Act references to participating shares of the Company existing before the passing of this Act shall be construed as references to the preference stock of the Company and in the case of any testamentary instrument executed before the passing of this Act any disposition which but for the passing of this Act would have operated as a specific bequest of any such participating shares shall be construed as a specific bequest of the preference stock which may be vested in the testator at the time of his decease or of a proportionate part thereof respectively as the case may be.

Copy to be supplied to members of Company.

12. To every copy of the memorandum and articles of association of the Company supplied after the passing of this Act to any member under the provisions of section 18 of the Companies (Consolidation) Act 1908 there shall be annexed a copy of this Act which for the purposes of that section shall be treated as part of the memorandum and articles of association of the Company.

Costs of Act.

13. All costs charges and expenses of or incidental to the preparing for obtaining and passing of this Act or otherwise in relation thereto shall be paid by the Company.

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