ANNO SEXTO

GULIELMI IV. REGIS.

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Cap. xliv.

An Act to enable the *British* Alkali Company to sue and be sued in the Name of the Secretary or of any One Member for the Time being of the said Company. [19th *May* 1836.]

Deed of Settlement of 15th October 1835.

WHEREAS by an Indenture of Settlement bearing Date the Fifteenth Day of *October* One thousand eight hundred and thirty-five divers Persons have formed themselves into a Company by the Name of the *British* Alkali Company, with a Capital Stock of One hundred and fifty thousand Pounds in Six thousand Shares of Twenty-five Pounds each (Four Fifths of which said Capital Stock have been paid up), for the Purpose of manufacturing, producing, or obtaining, by means of Chemical Processes or not, as Occasion may require, from or out of any Brine Spring or Brine Springs, Salt Mine or Salt Mines, now acquired or which may hereafter be purchased or acquired by the said Company, Salt, *British* Alkali, Soda, Soap, Bleaching Powder, and other Articles and Productions, and for selling and disposing of the Salt, *British* Alkali, Soda, Soap, Bleaching Powder, and other Articles and Productions that may be so manufactured, produced, or obtained: And whereas the Benefit to be derived from the working of the said Springs or Mines now acquired, and from the manufacturing of the Produce thereof, would have been lost to the Public if a Number of Persons had not come forward and formed themselves into a Company with a Capital to the Extent hereinbefore mentioned: And whereas for the better carrying on the Affairs of the said Company, and securing to the Public the full Benefit and Advantage of the said Undertaking, it is desirable that the Powers herein-

after contained should be granted to the said Company; but the same cannot be effected without the Aid and 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, That from and after the passing of this Act all Actions and Suits, and also all Petitions to found any Fiats of Bankruptcy, against any Person or Persons indebted to the said Company, and liable to be made bankrupt by the Laws now or at any Time hereafter in force relative to Bankrupts and Traders, and all Proceedings at Law or in Equity under any Fiat or Fiats of Bankrupt to be awarded in consequence of any such Petition or Petitions, and all other Proceedings at Law or in Equity to be commenced, instituted, or carried on by or on behalf of the said Company against any Person or Persons, Body or Bodies Politic, Corporate, or Collegiate, shall and lawfully may be commenced, instituted, and presented, prosecuted or carried on, in the Name of the Person who shall be the Secretary of the said Company at the Time such Action, Suit, or Proceeding shall be instituted, or in the Name of any One Member for the Time being of the said Company, as the nominal Plaintiff or Petitioner for or on behalf of the said Company; and that all Actions and Suits to be commenced or instituted against the said Company shall be commenced, instituted, and prosecuted against the said Secretary or any One Member of the said Company, as the nominal Defendant for or on behalf of the said Company; and that all Prosecutions to be brought, instituted, or carried on by or on behalf of the said Company for Fraud upon or against the said Company, or for Embezzlement, Robbery, or stealing the Property of the said Company, or for any other Offence against the said Company, shall and lawfully may be so brought or instituted and carried on in the Name of such Secretary or Member for the Time being of the said Company; and in all Indictments and Informations it shall be lawful to state the Property of the said Company to be the Property of such Secretary or Member for the Time being of the said Company, and any Offence committed with Intent to injure and defraud the said Company shall and lawfully may in such Prosecution be laid to have been committed with Intent to injure or defraud such Secretary or Member for the Time being of the said Company, and any Offender or Offenders may thereupon be lawfully convicted of any such Offence; and in all Prosecutions to be brought, instituted, or carried on against the said Company, they may be brought, instituted, or carried on against the said Secretary or any One Member of the said Company, as the nominal Defendant; and in all other Allegations or Indictments, Informations or other Proceedings, in which if this Act had not passed it would have been necessary to state the Names of the Persons composing the said Company, it shall and may be lawful and sufficient to state the Name of such Secretary or Member; and the Death, Resignation, or Removal, or other Act of such Secretary or Member, shall not abate or render defective any such Action, Suit, or Prosecution.

Actions at Law, &c. to be in the Name of the Secretary, &c.

No Action against the Company to be affected in consequence

II. And be it further enacted, That no Action which may be commenced against the Secretary or other Member of the said Company by virtue of this Act, upon or arising out of any Contract entered into by or on behalf of the said Company, shall be in anywise affected or

defeated by or by reason of the Plaintiff or Plaintiffs therein, or of any other Person or Persons in whom any Interest may be averred, or who may be in anywise interested or concerned in such Action, being a Member or Members of the said Company; but any Member or Members of the said Company shall and may have the same Right of Action and Remedy, to be proceeded in and enforced in the same Manner, against the said Company, or the Secretary or other Member thereof, upon any Contract, and upon and for any Debt, Damages, or Demand whatsoever, which he or they might have had if he or they had been a Stranger or Strangers, and not a Member or Members of the said Company.

of the Plaintiff being a Member.

III. And be it further enacted, That no Action commenced by or on behalf of the said Company in the Name of the Secretary or other Member thereof, by virtue of this Act, upon or arising out of any Contract entered into by or on behalf of the said Company, or for Recovery of any Debt or Demand whatsoever due or owing to the said Company, shall be in anywise affected or defeated by or by reason of the Defendant or Defendants therein, or of any other Person or Persons for whom or on whose Account any such Contract shall be effected, or who may be in anywise liable to be sued in such Action, being a Member or Members of the said Company; but the said Company shall and may have the same Right of Action and Remedy, to be proceeded in and enforced in the same Manner, against any Member or Members thereof, either alone or jointly with any other Person or Persons, upon any Contract, and upon and for any Debt or Demand whatsoever, which the said Company might have had if such Cause of Action had arisen with a Stranger or Strangers, and not a Member or Members of the said Company.

No Action commenced by the Company to be affected in consequence of the Defendant being a Member.

IV. And be it further enacted, That a Memorial of the Names and Descriptions of the Secretary and of the several Persons being Members of the said Company, in the Form for that Purpose expressed in the Schedule hereunto annexed, shall be enrolled upon Oath in the High Court of Chancery within Twelve Calendar Months after the passing of this Act; and when any new Secretary shall be elected, and when any Person or Persons shall cease to be a Member or Members of the said Company, and when any Person or Persons shall become a Member of the said Company, a Memorial thereof respectively shall in like Manner be enrolled as aforesaid within Twelve Calendar Months afterwards in the Form or to the Effect expressed in the said Schedule for that Purpose.

Names of Members to be enrolled in the High Court of Chancery.

V. Provided always, and be it further enacted, That until such Memorial as first herein-before mentioned shall have been enrolled in manner herein directed no Action shall be brought by the said Company under the Authority of this Act; and all the Members whose Names shall be expressed in any Enrolment to be made in pursuance of this Act shall be and continue liable to all Actions, Suits, Judgments, and Executions until a Memorial or Memorials of their having ceased to be Members shall have been enrolled as aforesaid.

No Action to be brought until Memorial enrolled.

VI. Provided always, and be it further enacted, That Execution upon any Judgment in any such Action as aforesaid obtained against the Secretary

Execution upon any Judgment may be

issued against any Member of the Company.

cretary or any Member for the Time being of the said Company, whether as Plaintiff or Defendant, may be issued against any Member or Members for the Time being of the said Company: Provided always, that every such Secretary or Member in whose Name any such Action or Suit shall be commenced, prosecuted, or defended, and every such Member or Members against whom Execution upon any Judgment obtained in any such Action shall be issued as aforesaid, or as herein-after is mentioned, shall always be reimbursed and paid, out of the Funds of the said Company, all such Costs and Charges as by the Event of any such Proceedings he, she, or they shall be put unto or become chargeable with: Provided also, that in case such Execution against the Member or Members for the Time being of the said Company shall be ineffectual for obtaining Payment and Satisfaction for the Sum or Sums sought to be recovered thereby, it shall be lawful for the Party or Parties so having obtained Judgment against the Secretary or any Member for the Time being of the said Company to issue Execution against any Person or Persons who was or were a Member or Members of the said Company at the Time the Contract was entered into upon which such Action may have been brought; but no such Execution as last mentioned shall be issued without Leave first granted in open Court by the Court in which such Action may have been brought, upon Motion to be made, on Notice to the Person or Persons sought to be charged, nor after the Expiration of Three Years next after any such Person or Persons shall have ceased to be a Member or Members of the said Company.

Execution may issue against any Person who was a Member.

Liability of Members not to be restricted.

VII. And be it further enacted, That it shall not be lawful for the said Company, or any Person or Persons on behalf of the said Company, in any Manner to stipulate, contract, or agree with any Person or Persons to limit or restrict the Liability of the Members of the said Company or any of them, or to make any special Contract or Agreement in relation to the Extent of the Liability of the Members of the said Company or any of them, other than or differing from such Contracts or Agreements as are usually made between general Partners in Trade and others contracting with them, except so far as such Contracts, and the Remedies for enforcing the Performance of the same, are affected by the Provisions of this present Act, and the true Intent and Meaning of the same.

Decrees against the Secretary, &c. to have Effect.

VIII. And be it further enacted, That all and every Decrees and Decree, Orders and Order, made or pronounced in any Suit or Proceedings in any Court of Equity against the Secretary for the Time being or any other Member of the said Company, shall have the like Effect and Operation upon and against the Property and Funds of the said Company, and upon and against the Persons and Property of every Member thereof, as if all the Members of such Company were Parties before the Court to and in such Proceedings; and it shall be lawful for any Court in which such Order or Decree shall have been made to cause such Order and Decree to be enforced against all and every or any Members or Member of such Company, in like Manner as if all the Members of such Company were Parties before such Court to and in such Suit or Proceedings.

Individual Members may bring

IX. And be it further enacted, That any individual Member or Members of the said Company, or Person or Persons who shall have been a Member

a Member or Members of the said Company, and have parted with his, her, or their Shares or Interests therein, and who shall claim Payment of any Dividends of the Funds or Profits of the said Company due and payable to him, her, or them, or any other Right or Interest against the said Company generally, shall and lawfully may commence and carry on in any Court of Equity any Suit or other Proceedings against the Secretary of the said Company for the Time being; and in like Manner such Secretary for the Time being may commence and carry on in his own Name any Suit or other Proceedings in any Court of Equity against any individual Member or Members of the said Company against whom the said Company generally may have any Claim or Demand; and all such Suits and other Proceedings shall be as valid and effectual as if all the Members of the said Company had been made Parties; and every Decree and Order made therein shall be binding for or against the said Company and all the Members thereof, and no Abatement shall arise from the Death of any such Secretary pending the Suit, nor shall such Suit be deemed defective by reason thereof: Provided always, that in case for the Purpose of Discovery any Person or Persons, whether a Member or Members of the said Company or not, having Claims or Demands against the said Company, shall be minded and desirous to include any other Member or Members of the said Company besides the Secretary for the Time being as a Defendant or Defendants in any Bill or other Proceeding in any Court of Equity, it shall be lawful for him, her, or them so to do, any thing in this Act contained to the contrary notwithstanding.

Actions against the Secretary, who may bring Actions against the Members.

X. Provided always, and be it further enacted, That no Person or Persons, Body or Bodies Politic, Corporate, or Collegiate, having or claiming to have any Demand upon or against the said Company, shall, when the same has been so determined as to have been pleadable in bar against such Person or Persons, Body or Bodies Politic, Corporate, or Collegiate, bring more than One Action in respect of such Demand; and the Proceedings in any Action against one of the Members may, if so determined, be pleaded in bar of any Action or Actions for the same Cause against one other Member or Members of the said Company; and in case the Merits in respect of any Demand which the said Company now has or hereafter may have on any Person or Persons, Body or Bodies Politic, Corporate, or Collegiate, shall have been determined in any Action or Suit commenced and prosecuted by the Secretary or any Member of the said Company, the Proceedings in such Action or Suit may be pleaded in bar of any Action or Actions for the same Cause which may be commenced or prosecuted by the Secretary or the same or any other Member of the said Company.

One Action only to be brought upon One Cause.

XI. And be it further enacted, That the Capital or Joint Stock of the said Company shall be considered as consisting of the Sum of One hundred and fifty thousand Pounds, and divided into Six thousand Shares of Twenty-five Pounds each.

Capital Stock to be 150,000*l.*

XII. And be it further enacted, That the Shares of the said Undertaking, and the Profits and Advantages thereof, shall be deemed Personal Estate, and as such be transmissible accordingly.

Shares to be deemed Personal Estate.

Shares may be sold and transferred.

XIII. And be it further enacted, That it shall be lawful for the several and respective Proprietors of any Share or Shares in the said Company, and their Executors, Administrators, Successors, and Assigns, to sell and transfer any Share or Shares to which they shall respectively be entitled therein; and every such Transfer shall or may be in the Form or to the Effect following; (that is to say,)

Form of Transfer.

'*British* Alkali Company.

'I [*or* We, *as the Case may be*,] of in consideration of the Sum of paid to me [*or* 'us, *as the Case may be*,] by of do 'hereby bargain, sell, assign, and transfer to the said 'Share [*or* Shares, *as the Case may be*,] in the *British* Alkali Company, 'Number [*or* Numbers] in the said Company, to 'hold to the said his [her *or* their, *as the Case* '*may be*,] Executors, Administrators, and Assigns, subject to the same 'Rules, Orders, and Restrictions, and on the same Conditions, as I [*or* 'we, *as the Case may be*,] held the same Share [*or* Shares] immediately 'before the Execution hereof; and I [*or* we, *as the Case may be*,] the 'said do hereby agree to take and accept the said Share '[*or* Shares, *as the Case may be*,] subject to the same Rules, Orders, 'and Restrictions and Conditions. As witness our Hands and Seals 'this Day of .'

Transfer to be registered.

And every such Transfer shall be produced to the Clerk of the said Company, and shall be registered in the Books of the said Company by an Entry of the Dates and Names of the Parties, and the Number of Shares transferred, for which Entry or Register a Sum not exceeding the Sum of Two Shillings and Sixpence shall be paid by the Person so requiring such Transfer to the Clerk making the same; and a Copy of such Register, signed by the Clerk of the said Company, shall be sufficient Evidence of every such Transfer, and shall be received and admitted as such by all Courts, and by all Judges, Justices, and others, of the United Kingdom; and until such Transfer shall be entered or registered in the Books of the said Company as aforesaid no Purchaser or Assignee of any Share or Shares, nor his or her Executors, Administrators, Successors, or Assigns, shall be deemed a Proprietor or Proprietors, or have any Part or Share in the said Undertaking, or in the Profits or Advantages thereof, or receive any Interest or Dividends for or in respect of such Share or Shares, nor be entitled to vote at any Meeting or Meetings as a Proprietor or Proprietors of the said Company in respect of such Share or Shares, until the Expiration of Six Calendar Months next after such Transfer shall have been registered as aforesaid.

No Share to be sold after a Call till the Money is paid.

XIV. Provided always, and be it further enacted, That after any Call for Money shall have been made no Person or Persons shall sell or transfer any Share or Shares which he, she, or they shall possess in the said Undertaking, after the Day appointed for the Payment of the said Call, until the Money called for in respect of his, her, or their Share or Shares intended to be sold shall be paid, together with the Interest, if any, due thereon; and unless such Money so called for, with Interest as aforesaid, shall be paid, every such Sale or Transfer of any Share or Shares shall be void, and such Share or Shares shall be liable to For-

feiture, under the Provisions in this Act contained, in such and the same Manner as if no such Sale or Transfer had been made.

Company not incorporated by this Act.

XV. Provided always, and be it further enacted, That nothing herein contained shall extend, or be deemed, construed, or taken to extend, to incorporate the said Company.

Restriction as to Brine Springs to be used.

XVI. And be it further enacted, That the said Company shall not take, purchase, rent, hold, or work, by themselves, their Agents, Servants, or others, any Brine Spring or Brine Springs, Salt Mine or Salt Mines, save and except such Brine Springs or Salt Mines as shall be situate in the Counties of *Worcester* and *Gloucester*, any thing in this Act to the contrary thereof in anywise notwithstanding.

Public Act.

XVII. And be it further enacted, That this Act shall be deemed and taken to be a Public Act, and shall be judicially taken notice of as such by all Judges, Justices, and others.

The

The SCHEDULE referred to by this Act.

MEMORIAL of the Names and Descriptions of the Secretary and Members of the British Alkali Company on the Day of One thousand eight hundred and to be enrolled pursuant to an Act of Parliament passed in the Sixth Year of the Reign of King William the Fourth, intituled [*here insert the Title of this Act*].

A. B., Clerk to the above-named Company, maketh Oath, That the above-written Memorial doth contain the Names and Descriptions of the Secretary and all the present Members of the said Company as the same may appear in the Books of the said Company.

MEMORIAL of the Name and Description of the Secretary of the British Alkali Company, to be enrolled in pursuance of an Act of Parliament passed in the Sixth Year of the Reign of King William the Fourth, intituled [*here insert the Title of this Act*].

C. D. of .

A. B. of Clerk to the said Company, maketh oath, That the above-named *C. D.* was elected Secretary of the said Company on the Day of .

MEMORIAL of the Name or Names of the Person or Persons who hath or have ceased or discontinued to hold any Share or Shares in the British Alkali Company since the Day of One thousand eight hundred and being the Date of the Memorial last enrolled respecting the said Company.

A. B. of Clerk to the said Company, maketh oath and saith, That the above Memorial doth contain the Name or Names of the Person or Persons who hath or have ceased or discontinued to hold any Share or Shares in the said Company since the Day of .

MEMORIAL of the Name or Names of the Person or Persons having become a Member or possessed of any Share or Shares in the British Alkali Company since the Day of One thousand eight hundred and being the Date of the Memorial last enrolled respecting the said Company.

E. F. of holding Shares.

A. B. of Clerk to the said Company, maketh oath and saith, That the above Memorial doth contain the Name or Names of the Person or Persons having become a Member or possessed of any Share or Shares in the British Alkali Company since the Day of One thousand eight hundred and .

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