ANNO DECIMO SEPTIMO & DECIMO OCTAVO

VICTORIÆ REGINÆ.

Cap. ccxvi.

An Act to repeal and amend the Act for incorporating the *British* Guarantee Association, and to make further Provisions as to the Management and Regulation thereof. [7th *August* 1854.]

WHEREAS the *British* Guarantee Association was established at *Edinburgh* under the Provisions of a Deed of Settlement, bearing Date on or about the Eighth Day of *April* One thousand eight hundred and forty-five and various subsequent Dates, for guaranteeing the Integrity of Managers, Clerks, Collectors, Receivers, and other Persons of Reputation, approved of by the said Association, in whom pecuniary Trust was or should be reposed, and to transact such other Description or Species of Guarantee Transactions as the Directors of the Association for the Time being should deem expedient: And whereas by "The *British* Guarantee Association Act, 1846," the said Association was incorporated, Provisions were made for the Management and Regulation of the said Association, and the said Deed of Settlement was determined and made void, and it was thereby provided (amongst other things) that the principal Place of Business and legal Domicile of the Company should be and

the General Meetings should take place in *Scotland*, and that the Affairs of the Company in *England* and *Wales* might be conducted and managed at a subordinate Principal Office in *London* or *Westminster* and at other Branch Offices in *England* or *Wales* by certain Persons to be called the *London* Directors: And whereas since the passing of the said Act the Business of the said Company carried on in *England* has very greatly increased, and has become, and is likely to continue to be, the principal Business of the Company, and it is expedient that Power be given to the said Company to determine to establish, and to establish the principal Place of Business of the Company in *London*, and also to determine that the General Meetings of the Shareholders of the Company shall be held in *London*, and that upon such Determination being come to, the *London* Board of Directors should be increased in Number, and should become the Board of Directors of the Company, and that the present Board of Directors meeting at *Edinburgh* should thenceforward conduct and manage the Affairs of the Company in *Scotland* only; but these several Objects 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:

Recited Act repealed, but not to revive Deed of Settlement.

I. From and after the passing of this Act the *British* Guarantee Association incorporated as herein-before mentioned shall be and the same is hereby dissolved, and the said "*British* Guarantee Association Act, 1846," shall be and the same is hereby repealed: Provided always, that the Repeal of the said Act shall not revive the said herein-before recited Deed of Settlement.

Short Title.

II. This Act may be cited for any Purpose as "The *British* Guarantee Association Act, 1854."

Name.

III. The Expression "the Company" in this Act, and the Acts incorporated herewith, shall denote "the *British* Guarantee Association" hereby incorporated; and the Expression "the Directors" shall denote "the Directors at the principal Place of Business of the Company."

Domicile of Company.

IV. Subject to the Provisions herein-after contained, the legal Domicile and principal Place of Business of the Company shall be in *Scotland*.

8 & 9 Vict. cc. 16. & 17. incorporated

V. The Provisions contained in the "Companies Clauses Consolidation Act, 1845," and the "Companies Clauses Consolidation (*Scotland*)

(*Scotland*) Act, 1845," save and except so far as the Provisions thereof shall be inconsistent with the Provisions in this Act contained, and save and except the Provisions in the said Two Acts contained, with respect to the Remedies of Creditors of the Company against the Shareholders, shall be incorporated with and form Part of this Act: Provided nevertheless, that the "Companies Clauses Consolidation (*Scotland*) Act, 1845," shall be incorporated herewith only so far as to enable the Company to carry on their Business in *Scotland*, and there to enjoy all Benefits and Advantages conferred upon Companies within the Purview of the said Act, and that wherever the Provisions of that Act shall be discrepant from those of the "Companies Clauses Consolidation Act, 1845," in any Matter not especially relating to the Law of *Scotland*, the Provisions of the "Companies Clauses Consolidation Act, 1845," shall prevail.

Re-incorporation of Company.

VI. From and after the passing of this Act the several Persons who immediately before the passing thereof were Shareholders in the said Company hereby dissolved, and all other Persons who shall hereafter become Shareholders in this Company, whilst Shareholders, shall be and they are hereby incorporated by the Name and Designation of "The *British* Guarantee Association," and shall be entitled to carry on the Business of a Guarantee Association or Company in all its various Branches or Departments, by interposing the Guarantee of the Company for the Integrity and faithful accounting of Managers, Secretaries, Cashiers, Trustees, Guardians, Curators, Executors, Administrators, Factors, Collectors, Receivers, Clerks, and other Persons of Reputation approved of by the Company, on Payment of an annual or other gross or periodical Premium *per Cent.* in proportion to the Amount of Security required, and the Circumstances of each individual Case, and for transacting such other Description or Species of Guarantee Transactions as the Directors of the Company shall from Time to Time deem expedient, and with and under the Conditions and Declarations and Powers and Privileges herein-after set forth or referred to.

Property, &c. to be vested in the Company.

VII. All Property, Real and Personal, Heritable and Moveable, and also all Bonds, Dispositions, Mortgages, Assignments, Conveyances, Indentures, Charters, Sasines, and other Deeds, Instruments, Assurances, or Writings, of what Kind or Nature soever, with the Lands, Subjects, Property, or Sums of Money therein contained, which immediately before the passing of this Act were vested in the *British* Guarantee Association hereby dissolved, shall be and the same are hereby vested in the Company, and the same shall in future be held, managed, sold, assigned, conveyed, released, and discharged, or otherwise disposed of, by and in the Name of the Company, without the Necessity of any connecting or continuing Title or separate Investiture other than this Act.

VIII. All

Conveyances, Contracts, &c. to continue in force.

VIII. All Gifts, Grants, Conveyances, Leases, Assignments, Assurances, Purchases, Sales, Covenants, Contracts, Agreements, Debts, Mortgages, Bonds, Securities, Liabilities, Verdicts, Judgments, Decrees, Orders, Processes, Awards, Consents, Approvals, Certificates, Notices, and other Matters and Things made, executed, entered into, obtained, issued, incurred, made payable, served, published, or given to, with, from, by, upon, in favour of, against, or in reference to the Company hereby dissolved, shall from and after the passing of this Act be as good, valid, and effectual, upon or in favour of, or against or in reference to this Company, as the same were respectively immediately before the passing of this Act good, valid, and effectual, upon or in favour of, or against or in reference to the Company hereby dissolved; and this Company shall be considered as identical with the Company hereby dissolved in reference to all such Matters as well as in reference to all other Transactions of and Matters relating to the said dissolved Company.

Actions, &c. not to abate.

IX. No Action, Suit, Distress, Entry, legal Diligence, Execution, Arbitration, or other Proceeding whatever, commenced, carried on, levied, or made, by, against, or in reference to the said dissolved Company previously to the passing of this Act, shall abate, or be discontinued, annulled, or prejudicially affected by the passing of this Act, but shall continue and take effect in favour of or against or in reference to this Company in the same Manner in all respects as the same would have continued and taken effect in favour of or against or in reference to the Company hereby dissolved if this Act had not passed.

Rights of Action saved.

X. Nothing in this Act contained shall be held to prejudice or affect any Right or Cause of Action or Suit, or any Remedy which the Company hereby dissolved had against any Person, or any Person had against the Company hereby dissolved, immediately before the passing of this Act; but all such Rights, Causes, and Remedies may be enforced or prosecuted by or against the Company in like Manner, and within the same Periods respectively, as the same might have been enforced or prosecuted by or against the Company hereby dissolved if this Act had not been passed.

Act not to affect Resolutions or Orders of Meetings of Shareholders, &c., or any Byelaw.

XI. Nothing in this Act contained shall be held to annul, prejudice, or affect any Resolution or Order of any Meeting of the Shareholders of the Company hereby dissolved, or of the Board of Directors, or any Byelaws, Rules, or Regulations of the Company hereby dissolved, or any Call, Notice of Call, Register of Shareholders, Shareholders Address Book, Register of Transfers or Bonds, Books of Account, or other Register or Book whatsoever of or relating to the said dissolved Company, but all such Resolutions, Orders, Byelaws, Calls, Notices, Registers,

Registers, and Books respectively shall, notwithstanding the passing of this Act, continue in full Force and Effect, and be applicable to the Company in like Manner and to the like Extent as they would have continued and been applicable to the Company hereby dissolved if this Act had not been passed.

Books, &c. to be Evidence.

XII. All Share and other Registers, Books, Verdicts, and other Matters of Record and Documents whatsoever, and all certified and other authenticated Copies or Extracts of or from Registers, Books, Records, Documents, Byelaws, Rules, or Regulations, kept, made, recorded, certified, and authenticated under or in pursuance of the said repealed Act or any Act incorporated therewith, and thereby made Evidence, shall, notwithstanding the Repeal of such Act, be admitted as Evidence in all Courts of Law and Equity, and elsewhere, as fully and effectually as the same would or might have been admitted if this Act had not been passed.

Saving Rights of Shareholders to Unpaid Dividends.

XIII. All Dividends which had accrued or were accruing to the Proprietors of Shares in the Company hereby dissolved out of the Funds of that Company at the Time of the passing of this Act, and which shall not have been previously paid to them, shall be paid to such Shareholders up to the Time of the passing of this Act, notwithstanding the Repeal of the said Act.

Present Officers, &c. continued.

XIV. All Arbitrators, Umpires, Officers, Clerks, and Servants whatsoever appointed by or for the Company hereby dissolved, and holding their Appointments, Offices, and Employments at the Time of the passing of this Act, shall continue in and hold their respective Appointments, Offices, and Employments according to the Terms and Exigencies thereof until the Determination thereof, or until their Removal therefrom by the Company hereby incorporated, or otherwise, in due Course of Law; and all Acts, Matters, and Things made, done, and permitted by them respectively in their respective Appointments, Offices, and Employments before the passing of this Act, shall be as good, valid, and effectual to all Intents and Purposes, and have reference to the Company hereby incorporated, in like Manner and to the same Extent as they would have been good, valid, and effectual, and had reference to the Company hereby dissolved, if this Act had not been passed.

Officers under former Act to account.

XV. All Officers and Persons who at the Time of the passing of this Act have in their Possession or under their Control any Money, Books, Documents, Papers, Writings, or Effects relating to the dissolved Company, shall account for and deliver up the same to the Company in the like Manner as if they had become possessed of the same respectively under the Provisions of this Act.

 XVI. Nothing

Not to be relieved from any Responsibility.

XVI. Nothing herein contained shall in anywise restrict the Liability of any of the Shareholders of the Company under any Judgment, Decree, or Order for the Payment of Monies which shall be obtained against the Association in any Action or Suit prosecuted by or against the Company in any Court of Law or Equity; but every such Shareholder shall continue liable for and in respect of such Monies in the same Manner as he would have been if the Company had not been incorporated under this Act.

Company may purchase Land for Places of Business.

XVII. It shall be lawful for the Company to purchase and hold, either in the Name of the Company or of any Trustee, Lands, Tenements, and Hereditaments for the Purpose of occupying the same as a Place or Places of Business of the Company, not exceeding in the whole the annual Value of Two thousand Pounds at the Time or respective Times of such Purchase.

Judgment to affect Company and individual Shareholders.

XVIII. Notwithstanding the Incorporation of the Company hereby made, any Judgment, Decree, or Order which shall be at any Time after the passing of this Act obtained against the Company in any Action, Suit, or other Proceeding prosecuted by or against the Company in any Court of Law or Equity, shall take effect and be enforced, and Execution or legal Diligence thereon be issued, not only against the Property and Effects of the Company, but also, if due Pains or Diligence shall have been used to obtain Satisfaction of such Judgment, Decree, or Order, by Execution or legal Diligence against the Property and Effects of the Company, then against the Property and Effects of any Shareholders for the Time being, or any former Shareholder of the dissolved Company, or of the Company, in his natural or individual Capacity, until such Judgment, Decree, or Order shall be fully satisfied: Provided, in the Case of Execution or Diligence against any former Shareholder, that such former Shareholder was a Shareholder of the Company at the Time of the entering into or committing the Contract or Tort for or in respect of which such Judgment, Decree, or Order may have been obtained, or became a Shareholder during the Time such Contract or Tort was unexecuted or unredressed, or was a Shareholder at the Time of the Judgment, Decree, or Order being obtained: Provided also, that in no Case shall Execution or Diligence be issued on any such Judgment, Decree, or Order against the Property or Effects of any such former Shareholder of the Company after the Expiration of Three Years next after the Person sought to be charged shall have ceased to be a Shareholder.

Individuals to have Recourse against the Company

XIX. Any Person liable under the Clause last herein-before contained, against whom, or against whose Property or Effects, Execution or Diligence upon any Judgment, Decree, or Order obtained as aforesaid shall have issued as aforesaid, or who shall have paid any Monies

and other Shareholders.

Monies on behalf of the Company, on any Judgment, Decree, or Order obtained against the Company as aforesaid, shall be entitled to recover against the Company all Loss, Damage, Costs, and Charges which such Person may have incurred or paid by reason or on the Occasion of any such Execution or Diligence, Judgment, Decree, or Order as aforesaid, either by Action of Debt or Assumpsit for Money paid to the Use of the Company, or by any other legal or equitable Action or Suit applicable or convenient for that Purpose; and, after due Expedition used to obtain Satisfaction thereof against the Property and Effects of the said Company, such Person shall be entitled to Contribution for so much of such Loss, Damage, Costs, and Charges as shall remain unsatisfied from the several other Persons against whom Execution or Diligence upon any such Judgment, Decree, or Order obtained against the said Company might also have been issued under the Provision in that Behalf aforesaid; and such Contribution may be recovered from such Persons as aforesaid by any Action or Suit applicable or convenient for that Purpose.

Mode of proceeding on Execution.

XX. In the Cases provided by this Act for Execution or Diligence on any Judgment, Decree, or Order in any Action or Suit against the Company, to be issued against the Person or against the Property and Effects of any Shareholder or former Shareholder of the Company, or against the Property and Effects of the Company, at the Suit of any Shareholder or former Shareholder, in satisfaction of any Moneys, Damages, Costs, and Expenses paid or incurred by him as aforesaid, such Execution may be issued by Leave of the Court, or of a Judge of the Court, in which such Judgment, Decree, or Order shall have been obtained, upon Motion, Rule, Summons, or other Form of Application consistent with the Practice of the Court, without any Suggestion or Scire facias in that Behalf; and it shall be lawful for such Court or Judge to make absolute, or grant or allow, discharge, refuse, or dismiss, any such Motion, Rule, Summons, Petition, or Application, as the Case may be, and to direct the Costs of the Application to be paid by either Party, or to make such other Order therein as to such Court or Judge shall seem fit; and in such Cases such Writs of Execution shall be sued out of the Courts of Law and Equity respectively, for giving Effect to the Provision in that Behalf aforesaid, as the Judges of such Courts respectively shall from Time to Time think fit to order; and the Execution of such Writs shall be enforced in like Manner as Writs of Execution or legal Diligence are now enforced: Provided, that any Order made by a Judge as aforesaid may be discharged or varied by the Court, on Application made thereto by either Party dissatisfied with such Order: Provided also, that no such Motion shall be made, nor Summons granted for the Purpose of charging any Shareholder or former Shareholder, until Ten Days Notice shall have been given to the Person sought to be charged thereby.

XXI. A

Memorial of Directors, Shareholders, &c. to be enrolled.

XXI. A Memorial of the Name and Description of any Director, Manager, or Secretary for the Time being of the Company, and also of the Names and Descriptions of the several Shareholders of the Company, in the Form for that Purpose given in the Schedule to this Act, or to the like Effect, shall, within Six Months after the passing of this Act, be verified by the Declaration of some Director, Manager, Secretary, or Officer for the Time being of the Company, made before a Master or Master Extraordinary in Chancery, and, when so verified, enrolled in the High Court of Chancery in *England*, and also registered in the Books of Council and Session at *Edinburgh*, to be verified as the Chief Registrar or his Deputy shall direct, or by Declaration made before any Justice of the Peace; and the like Memorial of the Name and Description of any such Director, Manager, Secretary, and Shareholder for the Time being of the Company, in such Form as aforesaid, shall, in the Month of *January* in every succeeding Year, be verified by such Declaration as aforesaid, and enrolled in the said High Court of Chancery, and registered in the said Books of Council and Session, and so verified as aforesaid; and when any Person shall cease to be a Director, Manager, Secretary, or Shareholder, or when any Person shall become a Director, Manager, Secretary, or Shareholder, a Memorial of his Name and Description, verified in manner aforesaid, shall be enrolled in manner aforesaid, within Twelve Calendar Months after the Event to be recorded, and shall be in the Form contained in the said Schedule or to the like Effect; and the Enrolment of any such Memorial shall be sufficient *primâ facie* Evidence that any Person named in such Memorial was at the Date thereof such Director, Manager, Secretary, or Shareholder as in such Memorial mentioned, or had ceased to be such Director, Manager, Secretary, or Shareholder, as in such Memorial mentioned; and if any Declaration which shall be so made as aforesaid shall be false or untrue in any material Particular, the Person wilfully making such false Declaration shall be deemed guilty of a Misdemeanor.

Present Memorial to be in force, &c.

XXII. Until such Memorial as firstly herein-before mentioned shall have been enrolled or registered in manner aforesaid, the last-named Memorial enrolled and registered under the Provisions of the said repealed Act, shall be taken to be the Memorial of the Directors, Managers, Secretaries, and Shareholders of this Company under the Provisions of this Act; and any Shareholder whose Name shall be expressed in the Enrolment or Register of the said existing or the first subsequent Memorial, or any annual Memorial to be enrolled or registered in manner aforesaid, shall continue liable to all Actions, Suits, and Proceedings, Judgments, Decrees, and Orders against the Company, until the Enrolment of the then next annual Memorial to be enrolled or registered in manner aforesaid, or until a Memorial of his

his having ceased to be a Shareholder shall have been enrolled or registered in manner aforesaid.

Limitation of Actions against the Company.

XXIII. When in any Action or Suit brought against the Company the Merits of the Question at issue shall have been tried or determined, then no further or other Action or Suit against the Company in respect of such Cause of Action which shall have been so determined shall be brought; and the Proceedings in such first-mentioned Action or Suit which may have been brought against the Company, and so determined as aforesaid on the Merits, shall be a Bar to such further Action or Suit, and may accordingly be pleaded in bar of any such other Action or Suit for the same Demand or Cause of Action brought against the Company.

Company to have a Corporate Seal.

XXIV. The Company shall have a Corporate Seal, to be fixed and determined on by the Directors, and with Power for the Directors to alter the same as they shall think fit, and to provide for the Custody thereof.

Capital.

XXV. The Capital of the Company shall be the Sum of Two hundred and fifty thousand Pounds, divided into Twenty-five thousand Shares of Ten Pounds each, with Power to increase the same as herein-after mentioned.

Shares to vest in Shareholders of dissolved Company.

XXVI. Every Person who immediately before the passing of this Act was possessed of or entitled to any Shares in the Capital of the dissolved Company shall in respect thereof be possessed of or entitled to a like Number of Shares of the same nominal Value, and marked by the same Numbers in the Capital of the Company, and such Shares are hereby so vested accordingly.

Certificates of old Shares to apply to the new Shares.

XXVII. The Certificates of the original Shares created under the repealed Act, and existing at the Time of the passing of this Act, shall be the Certificates of the Shares created by this Act in substitution therefor, and it shall not be necessary for the Company to furnish fresh Certificates in respect of such Shares, except under the Provisions of "The Companies Clauses Consolidation Act, 1845," in Cases where such Certificates shall be worn out or damaged, lost or destroyed.

New Shares to be subject to the same Trusts, &c. as old Shares.

XXVIII. All Persons in whom any of the said substituted Shares shall be vested shall stand and be possessed of every such Share upon the same Trusts, and subject to the same Powers, Provisions, Declarations, and Agreements, Charges and Incumbrances, as those to which the original Shares for which such Shares were substituted were subject or liable immediately before the passing of this Act, and so as to give effect to any Will or other Testamentary Instrument disposing of or affecting such original Shares.

Calls upon the original Shares to be considered as paid upon the substituted Shares.

XXIX. All Sums of Money (if any) which at the Time of the passing of this Act shall have been called up and paid, or called up but not paid, for or on account of any Shares in the Capital of the dissolved Company, shall be considered as having been called up and paid, or called up and not paid (as the Case may be), for or on account of the new Shares which shall be substituted for such original Shares, by virtue of this Act; and all Rights and Remedies to or in respect of any Shares in the Capital of the dissolved Company, on which Shares any Calls shall remain unpaid at the Time of the passing of this Act, with respect to the enforcing Payment of such Calls, or to Forfeiture in case of Nonpayment, shall continue to be applicable to the substituted Shares respectively, these being considered for all Purposes as identical with the Shares for which they were substituted.

Transfer of Shares.

XXX. It shall not be lawful to transfer or transmit any Share in the Company to any Person without the previous Consent of the Directors, to be given in such Manner and upon such Notice as shall be from Time to Time determined by the Byelaws of the Company; and until such Consent be obtained, and a Transfer be recorded in the Books of the Company, the last Shareholder, his Executors and Administrators, shall continue liable to all Claims and Demands in respect of the said Share, and shall be entitled to all Dividends and Profits arising in respect of the same; but, except in the Case of an intended Transfer, (when the Right of voting and all other Rights shall remain in the intended Transferor,) the Right of voting and attending at Meetings of the Company shall remain in suspense.

Calls.

XXXI. No Call which shall be made in respect of Shares in the Company shall exceed the Amount of One Pound *per* Share, nor shall successive Calls be made at less than an Interval of Three Months, nor shall the aggregate Amount of Calls in any One Year exceed the Sum of Four Pounds *per* Share, except as regards any Calls which may be required under the Provisions herein-after contained for increasing the Amount of the Shareholders Fund.

Meetings.

XXXII. Subject to the passing of the Resolution herein-after next mentioned, and until the Time thereby appointed for taking effect thereof, the Meetings of the Company shall take place at the principal Place of Business of the Company for the Time being in *Scotland*, or at any such Place within the City of *Edinburgh* as may from Time to Time be fixed by the Directors, and after the passing of any such Resolution, and from the Time appointed for taking effect thereof, the General Meetings of the Company, whether ordinary or extraordinary, shall be and continue to be held in *London* or *Westminster*, as the Case may be, in accordance with such Resolution, the Annual General Meeting shall take place on the last *Monday* of *February* in every Year.

XXXIII. The

Extraordinary Meetings.

XXXIII. The Number of Shareholders authorized to require an Extraordinary General Meeting to be called, and in default of its being called to call it themselves, shall be Twenty or more, holding not less than One Sixth Part of the Capital of the Company.

Voting at Meetings.

XXXIV. The Scale of voting at General Meetings shall be as follows; that is to say, for any Number of Shares not being less than Ten but less than Thirty, One Vote; for every Number of Shares not being less than Thirty but less than Fifty, Two Votes; for every Number of Shares not being less than Fifty but less than Seventy-five, Three Votes; for every Number of Shares not being less than Seventy-five but less than One hundred, Four Votes; for every Number of Shares not being less than One hundred but less than One hundred and fifty, Five Votes; for every Number of Shares not being less than One hundred and fifty but less than Two hundred, Six Votes; for every Number of Shares not being less than Two hundred but less than Two hundred and fifty, Seven Votes; for every Number of Shares not being less than Two hundred and fifty but less than Three hundred, Eight Votes; and for every Three hundred or more Shares Ten Votes, being the Maximum for any One Shareholder.

Directors.

XXXV. Subject to the further Provisions in that Behalf hereinafter contained, the Number of Directors shall be Ten, with Power at any Special or General Meeting of the Company to reduce the same Number not below Seven, the Quorum of Directors at their Meetings being Three, and the Qualification of every Director being One hundred Shares at least.

Retirement of Directors.

XXXVI. The Number of Directors to retire annually from Office (so long as the Number of Ten hereby established shall subsist) shall be Three, being those Directors who shall for the Time being stand at the Head of the List according to Priority of Election.

Present Directors.

XXXVII. The Directors of the dissolved Company in *Edinburgh* who were such immediately before the Dissolution thereof shall be the First Directors of the Company.

Remuneration to Directors.

XXXVIII. It shall be lawful for the Directors for the Time being to appropriate annually a Sum not exceeding Four hundred Pounds for their Remuneration, to be divided among them according to such Rules as they may appoint; and to appropriate annually a Sum not exceeding Four hundred Pounds for the Remuneration of the Directors at each of the Chief Offices in *England* and *Ireland*, to be divided among them according to such Rules as the Directors may appoint, which Sums respectively may be increased or diminished by the General Meetings of the Company.

XXXIX. The

Guarantee Proposals.

XXXIX. The Directors shall have full Power to accept or reject all Guarantee Proposals, and to fix the general Rates, Terms, and Conditions on which Guarantee Agreements shall be undertaken by the Company, and likewise to revive or re-establish any Guarantee Agreement or Policy which may have expired by reason of the Assured failing to pay the Premium or otherwise: Provided that, until the Fund hereafter described as the Shareholders Fund shall amount to, or the Securities whereon the same shall be invested shall be of the Value of Fifty thousand Pounds at least, no Guarantee Proposal shall be undertaken by the Company on behalf of any One Individual to an Extent exceeding Five thousand Pounds Sterling, excepting in Cases where, on behalf of the Crown, Savings Banks, Friendly or other Societies, or the Poor Law Commissioners, or Officers acting in the Administration of the Laws for the Relief of the Poor, a greater Amount of Security shall be required, in which Case the Company shall be at liberty to undertake Risks on behalf of any One Individual to the Extent of Ten thousand Pounds, yet so that the Company shall in such Case be bound forthwith to re-insure the Excess beyond Five thousand Pounds with some other Company or Companies transacting similar Business; but when such Shareholders Fund shall amount to or be of the Value of Fifty thousand Pounds as aforesaid, then Guarantee Proposals to the Amount of Ten thousand Pounds for One Individual may be undertaken without the Company being bound to make any Re-insurance as aforesaid; and it shall be lawful for the Directors to make such Regulations as they shall see fit for the Purpose of allowing Persons who shall effect Guarantee Policies, or the Parties whose Integrity shall be thereby guaranteed, to participate in the Profits arising from the Business, and that to such Extent and upon such Terms and Conditions as they may from Time to Time think proper for increasing the Business of the Company.

Policies not to limit the general Liability of the Company or its individual Members.

XL. No Bond or Policy given or entered into by the Company shall in anywise limit or restrict the general Liability of the Company or its individual Members, as regards the Recovery of any Moneys by such Bond or Policy to be secured.

Power to establish Local Boards and Agencies.

XLI. Subject to the Provisions next herein-after contained, it shall be lawful for the Directors to establish Branches or Agencies of the Company in such Places in *Great Britain* and *Ireland*, and the Colonies and Dependencies of the United Kingdom, as they may deem advantageous, with such Agents, Managers, Secretaries, Local Boards, and other Means of Management, and at such Commissions and Salaries, and subject to such Regulations and Conditions, as they may think fit, with full Power for the Directors to determine and recall, suspend and dismiss, without Reason assigned, or to vary and modify

modify the Constitution, Functions, Powers, Duties, and Allowances of all such Branches, Agencies, Agents, Managers, Secretaries, and Local Boards, whether established or appointed respectively under the Provisions of the recited Act or of this Act.

Establishment of principal and branch Offices, and Service of Notices and Process, in England and Ireland.

XLII. Subject to the passing of the Resolution herein-after next mentioned, the Company shall have and maintain a Chief Office within the Cities of *London* or *Westminster*, for the conducting and managing of the Affairs of the Company in *England* and *Wales*, and may have any Branch Offices in *England* or *Wales* for the like Purposes as the Board of Directors think fit; and the Company may, if the Board of Directors think fit, have a Chief Place of Business at *Dublin*, for the conducting and managing the Affairs of the Company in *Ireland*, and may have any Branch Offices in *Ireland* for the like Purposes as the Board of Directors may think fit; and such Powers hereby given to the Board of Directors as such Board may think fit may be delegated to the Directors or other Persons conducting the Affairs of the Company in *England* or *Ireland*, either at such Chief or Branch Offices; and the Person named by the said dissolved Company to be the Party on whom Notice and Process as after-mentioned shall be served shall be taken to be a Person appointed by this Company for the same Purpose, and on the Death or Removal of such Person another Person shall always be named by the said Company; and the Name of the Person so from Time to Time to be appointed, and the Chief Place of Business in the Cities of *London* and *Westminster*, shall be registered as is by the Act passed in the First and Second Year of the Reign of Her present Majesty, intituled *An Act for better enabling Her Majesty to confer certain Powers and Immunities on Trading Companies*, provided with regard to the registering in *England* and *Wales* of the principal Place of Business of the Companies, and of the Officer or Officers to sue and be sued, to which the said Act relates; and all Notices and Processes relating to all Suits and Proceedings of the said Company in *England* or *Wales* shall be served on such Officer, and shall be taken in all respects as if the same had been served on the said Company, to the End and Intent that the said Company may be effectually sued in *England* as well as in *Scotland*; and if there shall be no such Officer registered, then all such Notices and Processes may be left at such Chief Office in the Cities of *London* or *Westminster*, and shall be taken in all respects as if the same had been served on the said Company; and if the Company shall appoint a principal Place of Business in *Dublin*, then in like Manner the Company shall name One of the Parties employed at the Chief Office in *Dublin* to be the Party on whom Notice and Processes as aforesaid, in all Suits and Proceedings in *Ireland*, shall be served, to the End and Intent that the said Company may be effectually sued in *Ireland* as well as in *Scotland*; and on the Death or Removal of such Officer another Person shall be named by the said Company; and the Name of the

7 W. 4. & 1 Vict. c 73.

Person so from Time to Time to be appointed, and the Chief Place of Business in *Dublin*, shall be registered as is by the aforesaid Act provided in regard to Registration to be made in *Ireland* of such Place of Business and Officers aforesaid; and all Notices and Processes relating to all Suits and Proceedings against the said Company in *Ireland* shall be served on such Officer, and shall be taken in all respects as if the same had been served on the said Company, and if there shall be no such Officer registered then all such Notices and Processes as last aforesaid may be left at the Chief Office aforesaid in *Dublin*, and shall be taken in all respects as if the same had been served on the said Company.

Appointment of London Directors, and their Powers.

XLIII. For the Management of the Affairs of the said Company in *England*, there shall be not less than Six nor more than Ten Persons, to be styled the *London* Directors, to conduct and manage the Affairs of the Company in *England*, and who shall have such Powers hereby authorized to be delegated to Persons conducting the Affairs of the Company in *England* as the Board of Directors shall think fit; and, in addition to such Powers, such *London* Directors so appointed, as regards Policies to be effected in *England*, shall have full Power to accept or reject all Guarantee Proposals, and to fix the general Rates, Terms, and Conditions on which such Guarantee Agreements shall be undertaken by the Company, and to revive or re-establish any such Guarantee Agreement or Policy which has expired by reason of the Assured failing to pay the Premium or otherwise, and the *London* Directors of the dissolved Company who were such immediately before the Dissolution thereof shall be the First *London* Directors of the Company.

Two of the London Directors to go out of Office annually.

XLIV. The Number of *London* Directors to retire annually from Office shall be Two; and the *London* Directors so appointed shall go out of Office in the Order named in their Appointment, and, subject as aforesaid, the Two *London* Directors to go out shall be those who for the Time being shall stand at the Head of the List according to Priority of Election; and such *London* Directors shall be elected in all respects as is herein-before directed or referred to with respect to the Election of the Board of Directors.

Provision as to Power of Company to discontinue the carrying on their Business in England, &c.

XLV. It shall be lawful for the Company, at any Time before the Resolution mentioned in the next Section, by a Resolution of the Directors, confirmed by the Resolution of a Special General Meeting, to discontinue the carrying on the Business of the Company in *England* or *Ireland*, and to discontinue the *London* or *Dublin* Board of Directors; provided that the same shall not be discontinued until Twelve Calendar Months Notice after such Resolution as aforesaid shall have been given to the Lords of the Committee of Privy Council for Trade, and in that Case the President of the Board of Trade shall from

from Time to Time appoint a Person on whom Notice and Process shall be served in *England* or *Ireland*, as the Case may be, in manner herein-before provided, and the Name of such Person shall be registered in manner herein-before provided; and such Notice and Processes served on such Person shall be as effectual as is herein-before provided with regard to the Person or Place at which such Notice or Process is herein-before directed to be served; and the Company shall make such Payment to the Person so appointed as the said President shall direct.

Company may fix the principal Place of Business to be in London or Westminster, &c.

XLVI. Notwithstanding anything herein-before contained, it shall be lawful for the Company to determine by Resolution of the Shareholders thereof, assembled at any General Meeting in *Edinburgh*, convened with Notice of the special Purpose herein-after mentioned, that, from a Time to be fixed by such Resolution, the principal Place of Business of the Company shall be and shall from thenceforth continue to be in *London*, and that the General Meetings of the Company, whether ordinary or extraordinary, shall also, from the Time so fixed, and thenceforth, be held in *London* or *Westminster*, at the principal Place of Business of the Company there, or at such other Place in *London* or *Westminster* as the Directors shall from Time to Time appoint.

When so fixed the legal Domicile shall be in England, the Company shall be a Corporation in England and Wales as well as Scotland, &c.

XLVII. In case such Resolution shall be passed as aforesaid, and Notice thereof shall have been inserted in the *London Gazette*, the legal Domicile of the Company from the Date of such Notice shall be and shall thenceforth continue to be in *England*, and the said Company shall from thenceforth be a Corporation in *England* and *Wales*, as well as in *Scotland*, and the principal Place of Business of the Company shall be and continue to be in *London* or *Westminster*, as the Case may be, and the General Meetings of the Company, whether ordinary or extraordinary, shall be and continue to be held in *London* or *Westminster*, as the Case may be, in accordance with such Resolution.

Re-constitution of London Board of Directors.

XLVIII. On such Resolution being passed, the then existing Members of the *London* Board of Directors shall cease to hold Office, and the Company at the same General Meeting shall proceed forthwith to elect such Number of Directors as may have been previously fixed by the said Resolution so passed, and also to fix and determine the Order in which the Directors so elected shall retire from Office: Provided always, that nothing herein contained shall disqualify any Person who may be a Member of the *London* Board of Directors at the Time from being re-elected a Director of the Company.

The London Directors so elected to be

XLIX. The *London* Directors so elected shall thenceforth become and be the Directors of the Company, and all the Provisions of this Act relating

the Directors of the Company, and all Powers conferred by recited Act to apply to the Directors of the Company.

relating to the Directors of the Company, and to the Power of reducing the Number thereof, and the Quorum at their Meetings, and the Qualification of Directors, and the Number of Directors to retire annually from Office, and the Remuneration of Directors, and all the Provisions of the Companies Clauses Consolidation Act, 1845, relating to Directors, unless where otherwise specially prescribed by this Act, shall thenceforth be applicable and apply to the said *London* Directors as the Directors of the Company, and all the Acts which under the Provisions of this Act may be done by the Directors of the Company may and shall thenceforth be done by the Directors so elected as last aforesaid, and the then existing Directors of the Company shall thenceforth cease to be Directors of the Company.

Power to the Company to resolve that there shall be an Edinburgh Board of Directors, &c.

L. It shall be lawful for the Company at the same Meeting to resolve and determine, that in the Place of the Directors of the Company so ceasing to be Directors as last aforesaid there shall be an *Edinburgh* Board of Directors for the Transaction and Management of the Company's Business in *Scotland*, not exceeding Six in Number, and on such Resolution being passed the Company at the same General Meeting shall proceed forthwith to elect such Number of Directors as may have been fixed by the said Resolution, who shall be and constitute the First *Edinburgh* Board of Directors, and the Number of such Directors to retire annually from such last-mentioned Board shall be Two, and such Directors shall go out of Office in the Order named in their Appointment, and, subject thereto, the Two Directors to go out shall be those who for the Time being shall stand at the Head of the List according to Priority of Election, and the Directors to be elected in the Place of those retiring shall be elected in like Manner as the Directors of the Company shall be elected; and it shall be lawful for the Directors of the Company for the Time being to appropriate annually an annual Sum for the Remuneration of the *Edinburgh* Directors, to be divided amongst them as they may appoint, which Sum may be increased or diminished by the Vote of the General Meeting of the Company: Provided always, that nothing herein contained shall disqualify any Person who may be a Member of the Board of Directors at the Time from being re-elected as a Director of the *Edinburgh* Board of Directors.

Defining of the Powers of the Edinburgh Board of Directors.

LI. The Powers and Functions of the *Edinburgh* Board of Directors so appointed as last aforesaid shall be such as shall be delegated to them by the Board of Directors of the Company: Provided that, as regards Policies to be effected in *Scotland*, they shall have full Power to accept and reject all Guarantee Proposals, and to fix the general Rates, Terms, and Conditions upon which such Guarantee Proposals shall be accepted and undertaken by the Company, and

and to revive or re-establish any Policies which shall have expired by Failure of the Assured to pay the Premiums or otherwise.

From the Time appointed for the taking effect of the Resolutions aforesaid, Parts of the Provisions of the 43rd, 44th, and 42nd Sections of this Act shall cease to be operative, &c.

LII. From and after the Time appointed for the taking effect of the Resolutions aforesaid, the Provisions of the Forty-third and Forty-fourth Sections of this Act, and the Provisions of the Forty-second Section of this Act, so far as relates to the having and maintaining a Chief Office within the Cities of *London* or *Westminster* for the conducting and managing the Affairs of the Company in *England* and *Wales*, and for delegating to the Directors or other Persons conducting the Affairs of the Company in *England* at such Chief Office such Powers as the Board of Directors might think fit, and for naming One of the Parties employed at the Chief Office in *London* to be the Party upon whom Notices and Processes should be served, and to the registering of such Person and the Name of the Company under the Provisions of the 7th *William* IV. and 1st *Victoria*, c. 73, and to the Service of Notices and Processes upon the registered Officer, or by leaving the same at such Chief Office in the Cities of *London* or *Westminster*, so far as the same are varied by or inconsistent with the Provisions of this Act, shall cease to be operative and in force; and from thenceforth all Notices and Processes as to Matters in *England* or *Wales* shall be served upon the Secretary of the Company, or be left at the principal Place of Business of the Company in *London* or *Westminster*, and all Notices or Processes relating to Matters in *Scotland* shall be served by leaving the same at the principal Place of Business of the Company in *Edinburgh*.

Policies in England and Ireland to be in the English Form.

LIII. All Policies or Agreements relating to any Guarantee or otherwise in *England* or *Ireland* shall be issued in the *English* Form, but shall be sealed with the Seal of the Company.

Company may discontinue Business in Scotland.

LIV. It shall be lawful for the Company, from and after the Time appointed for the taking effect of the Resolutions aforesaid for changing the principal Place of Business of the Company, by a Resolution of the Board of Directors, confirmed by the Resolution of a Special General Meeting, to determine to discontinue the carrying on the Business of the said Company in *Scotland*, and to discontinue the *Edinburgh* Board of Directors, in such and the same Manner and with such Provisions as are herein-before contained in respect to the Discontinuance of the Business in *England* or *Ireland* previous to the taking effect of such Resolutions for changing the principal Place of Business of the Company.

The Guarantee of the Company

LV. From and after the passing of this Act it shall and may be lawful to and for the Lord High Treasurer or Commissioners of Her Majesty's

may be taken in lieu of Security required from Persons in in Public Offices and Employments.

Majesty's Treasury, or any Three or more of them, or the principal Officer or Officers of any other Public Office or Department of the State, or any other Government or Public Functionary or Court in which any Person or Persons is or shall be appointed to any Office or Employment established or recognized by Act of Parliament, who, by virtue of any Act in force, or any Order or Regulation made in pursuance of any Act, is or shall be required to give Security in respect of such Office or Employment, to take and accept, if he or they shall think fit, in lieu of such Bond or other Security, the Guarantee or Security of the Company to be given and executed in and by their Bond or Policy in the usual Form of such Bond or Policy, or in such other Form and subject to such Conditions as the said Lord High Treasurer or Commissioners of Her Majesty's Treasury, or any Three or more of them, or the principal Officer or Officers of such Office or Department, or such Functionary or Court, shall require, approve, or direct; and the same, when taken and accepted, shall be in lieu of the Security required by any Statute, Rule, or Regulation now in force.

How Bonds or Policies in such Cases shall be made.

LVI. Every such Bond or Policy shall be made to and in the Name of the Secretary or such other Officer, with the Addition of his Name or Description of Office, as shall be named for that Purpose by the Lord High Treasurer, or the Commissioners of Her Majesty's Treasury, or any Three or more of them, or the principal Officer or Officers or such other Office or Department as aforesaid, or such Functionary or Court, or to Her Majesty, Her Heirs and Successors, as shall be thought fit, and, except when made to Her Majesty, Her Heirs and Successors, shall enure to the Person so named in the Bond or Policy, so long as he shall continue in such Office, and afterwards to his Successors in the said Office for the Time being; and the Person so named in the said Bond or Policy, and his Successors in Office, shall be entitled to all the Rights and Benefits of Action, Suit, and other Proceedings against the Company, and for enforcing Execution upon any Judgment, Order, Decree, or other Proceeding against the Company, as any other Party to whom any Bond or Policy may be granted by the Company.

Evidence in Cases of Forfeiture of such Policies.

LVII. It shall be lawful for the Lord High Treasurer or Commissioners of Her Majesty's Treasury, or any Three or more of them, and for the principal Officer or Officers of such other Office or Department in which any such Bond or Policy shall be taken or accepted as aforesaid, by Certificate under their respective Hands, to declare that the Revenue has been damnified, or to state the Amount of the Loss occasioned, by any Act done, or any Payment or Duty omitted in contravention of the Duty or Purpose for the due Performance of which such Bond or Policy shall have been taken and accepted; and that the Production of such Certificate, and Proof of the Handwriting of the Person

Person or Persons subscribing the same, whom it shall not be necessary to prove to have been at the Date of such Subscription or to be an Officer or Officers of the Office or Department in which such Bond or Policy shall be taken and accepted as aforesaid, shall be final and conclusive Evidence in every such Action, Suit, or other Proceeding of the Truth of the Contents of the said Certificate, and that the said Policy has become forfeited thereby to the Amount of the Loss stated in the said Certificate, and thereupon the Assured shall be entitled to recover such Amount, together with the Costs of such Action, Suit, or other Proceeding.

The like Guarantee may be taken in lieu of Security required from Persons connected with the Administration of the Poor Laws in England and Ireland.

LVIII. From and after the passing of this Act it shall and may be lawful for the Poor Law Commissioners, and for all Guardians and other Officers acting in the Administration of the Laws for Relief of the Poor in *England*, or of the Laws for the Relief of the destitute Poor in *Ireland*, to take and accept in lieu of any Bond or other Security of any Person or Persons, given or to be given by any Persons connected with the Administration of the aforesaid Poor Laws, or any Officer or other Person accountable to any Board of Guardians, or other such Officers, the Guarantee of the said Company, to be given and executed in and by their Bond or Policy, Bonds or Policies, in the usual Form of such Bond or Policy, Bonds or Policies, or in such other Form as the Poor Law Commissioners aforesaid shall require, approve, or direct; and the same, when taken and accepted, shall be in lieu of the Security required by any Statute, Rule, or Regulation now in force, or to be from Time to Time in force; and for the Purposes aforesaid it shall be lawful for the Poor Law Commissioners aforesaid from Time to Time to make such Rules, Orders, and Regulations in the Premises as they shall think fit; and no Guardians, Officers, or other Persons shall accept the Security of such Bonds or Policies, except in pursuance of and in accordance with such Rules, Orders, and Regulations of the said Poor Law Commissioners as aforesaid.

How Bonds or Policies in such Cases shall be made.

LIX. Every such Bond or Policy as last aforesaid shall (except when made to and in the Name of such Guardians or other Officers as a Corporation) be made to and in the Name of such Officer or other Person as the said Poor Law Commissioners, by any General or Special Order, shall direct, with the Addition of the Name or Description of Office of such Person, and shall enure to the Person so named in the Bond or Policy, so long as he shall continue in such Office, and afterwards to his Successors in the said Office for the Time being; and the Person so named in the said Bond or Policy, and his Successors in Office, shall be entitled to all the Rights and Benefits of Action, Suit, and other Proceedings against the said Company, and for enforcing Execution upon any Judgment, Order, or Decree, or other Proceeding against

against the said Company, as any other Party to whom any Bond or Policy may be granted by the Company.

Commissioners of the Treasury or other Officers not to be personally liable for any Act done by them in pursuance of this Act.

LX. Neither the Lord High Treasurer nor Commissioners of Her Majesty's Treasury, or any of them, nor the principal Officer or Officers of such other Office or Department as aforesaid, or any of them, nor such Functionary or Court, nor the said Poor Law Commissioners, Guardians, or other Officers being authorized to accept such Bonds or Policies, shall be in any way personally liable for any Act done by them, or any of them, in pursuance of this Act; but that all Actions and Suits, both at Law and in Equity, commenced against them or any of them for any Act done by them or any of them in pursuance of this Act shall be null and void, and shall be quashed and vacated upon summary Motion by the Court in which they shall be commenced; which Court is hereby required to give to the Defendant or Defendants in such Action or Suit the full Costs of such Motion, to be taxed between Attorney and Client.

Meaning of "Government or Public Functionary" and "Court."

LXI. The Term or Expression "Government or Public Functionary" shall extend to and include the Persons if more than One, or the sole Person if but One, in whom the Discretion shall for the Time being reside of determining upon the Nature, Value, Amount, or Sufficiency of the Security to be given by or taken from the Person for the Time being holding or filling or appointed to any such Office or Employment, and shall particularly extend to the Copyhold Commissioners, the Police Commissioners, and any other Commissioners appointed or to be appointed under any Act of Parliament; and to the General and all Local Boards of Health, and to all Municipal or other Corporations, and to all Bodies or Persons acting either severally or collectively under any Act of Parliament or Deed of Settlement; and the Term or Expression "Court" shall extend to all Courts of legal and equitable Jurisdiction in the United Kingdom, and to the Judges, Masters, and other Officers of any Court in whom such Discretion as aforesaid shall for the Time being reside.

The like Guarantee may be taken in lieu of Security required from any Officer of Savings Banks, &c.

LXII. Notwithstanding anything in any Act of Parliament passed relating to Savings Banks, Friendly Societies, Loan Societies, Benefit Building Societies, and Government Annuity Societies, the Bonds or Policies of the Company may be received in lieu of or in addition to the Bond or Security of any Treasurer, Actuary, Cashier, or other Officer of any such Institutions or Societies, and their or any of their Sureties, whereby any of the Provisions of the said Acts, or by any Rules of any of the said Institutions or Societies, such Officers are or shall be directed to give Security, either by themselves, or by themselves and Sureties, and where the Parties authorized or directed to take such Bonds or Securities shall see fit to accept the Bonds or Policies of

of the Company; and all the Provisions in any such Acts relating to the Deposit or Transmission of such Bonds given by any such Officer, or by such Officer and his Sureties, shall apply to the Bonds or Policies of the Company; and such Bonds or Policies may be without any Stamp; and such Bonds or Policies of the Company may be taken in lieu or substitution of any existing Bonds or Securities, if the Parties authorized to require or take such Bonds or Securities shall think fit, whereupon such existing Bonds or Securities shall be delivered up to be cancelled.

Shareholders Guarantee and Reserve Funds.

LXIII. The Shareholders Fund of the dissolved Company shall constitute the Commencement of a Fund, to be kept apart from the other Funds and Property of the Company, and to be called "The Shareholders Fund," which shall also receive all Instalments of the Capital as well as all Sums to be appropriated to the Shareholders by way of Profit or otherwise, and the Interest and Proceeds of the said Deposit Instalments and appropriated Sums; the Expenses of this Act shall in the first place be advanced from the Shareholders Fund; the Guarantee Fund of the dissolved Company, and all Premiums to be received by the Company, and the whole Returns and Income arising from the Business thereof, and the Interest and Accumulations thereof, shall form a separate Fund, called "The Guarantee Fund," which shall, as between the Shareholders, be primarily liable for all Claims and Demands on the Company in respect of its Guarantees, and of its whole other Business and Expenses of Management; another separate Fund shall also be formed, to be called "The Reserve Fund," of which the Reserve Fund of the dissolved Company shall form a Part, which shall, as between the Shareholders, be primarily liable for any Deficiency of the Guarantee Fund, and to the Credit of which shall be carried such Proportion of the Profits of the Company, ascertained from Time to Time as herein-after mentioned, as the Directors may deem expedient, and to include also the Interest on the same reserved Fund; and the Shareholders Fund shall be liable for any Deficiency of the Reserve Fund, but shall, as between the Shareholders, never be resorted to after the Expenses of the First Institution of the Company shall have been defrayed, until the Guarantee Fund in the first instance, and next the Reserve Fund, shall be exhausted; and all Sums so taken from the Shareholders Fund shall, as soon as possible, be replaced from the Guarantee Fund, with Interest at Four *per Cent.*

Investment of Funds.

LXIV. The Moneys of which the Shareholders Fund shall consist, not required for the immediate Business Purposes of the said Company, may be laid out in or on the Security of any of the Government or Public Stocks or Securities of *Great Britain* or *Ireland*, Bank of *England* Stock, or on Real Security in *England*, *Scotland* or *Ireland*; and it shall be lawful to deposit with any Joint Stock Bank in *Scotland*

land (but not on the Security of the Stock of any such Joint Stock Bank) any Sum not exceeding at any one Time One Fifth of the said Fund for the Time being, or the Sum of Seven thousand Pounds; and as regards any other Moneys belonging to the Company, the same may be invested in all respects as the Directors may from Time Time think proper.

Interest and Dividends.

LXV. It shall be in the Power of the Directors to appoint Interest or Dividends to be paid, not exceeding Five Pounds *per Cent. per Annum*, on the Amount of the Shareholders Fund as it shall stand for the Time being; the Shareholders Fund to be always considered as the paid-up Capital of the Company upon which Interest or Dividends are to be calculated; and the whole Interest and annual Produce of the Shareholders Fund shall be devoted, if required, to the Payment of such Interest or Dividends to the Shareholders.

Distribution of Profits.

LXVI. Every Time that a Division of the Profits shall be thought fit to be declared, One Moiety of the net Profits shall be carried to the Reserve Fund, and the other Moiety to the Shareholders Fund, excepting always such Parts of the Profits as may be appropriated as a Bonus to the Parties transacting Business with the Company, if the Directors shall have allowed such Participation as aforesaid; and it shall be lawful for the Directors from Time to Time as they shall think fit to declare Dividends out of the Income of the Reserve Fund, and also out of the Capital thereof, whenever the Shareholders Fund shall be found to exceed the Sum of Fifty thousand Pounds, but only to the Extent of such Excess.

The Capital of the Company may be increased by the Issue of new Shares.

LXVII. It shall be lawful for the Directors to increase the Capital of the Company, by the Issue of new Shares, either at once or from Time to Time, to the Amount in the whole (including the said present declared Capital) of Five hundred thousand Pounds; and that if such Shares shall be at a Premium, the same shall be offered to the Shareholders rateably according to the Amount of their Shares in the original Capital, or the same or any of them may, at the Option of the said Directors, be sold, and the Profit arising from such Sale added to the Shareholders Fund; but if the new Shares shall not be at a Premium, then the same may be disposed of as the Directors may think fit, and under such Terms and Conditions as they think proper.

Power to Company to, in a certain Case, increase Capital of Company, &c.

LXVIII. If, at the Expiration of Ten Years from the passing of this Act, the Shareholders Fund shall not amount to Seventy-five thousand Pounds, the Directors shall within Three Months from the Expiration of that Period, by Calls upon the Shareholders or by increasing the Capital of the Company, raise a Sum sufficient to increase the Shareholders Fund to that Amount, and if at the Expiration

Expiration of Twenty Years from the passing of this Act the Shareholders Fund shall not amount to One hundred thousand Pounds, the Directors shall within Three Months from the Expiration of that Period raise, in manner aforesaid, a Sum sufficient to increase the Shareholders Fund to the said last-mentioned Amount; and it shall be lawful for the Lords of the said Committee, at any Time after the passing of this Act, and from Time to Time, to appoint an Inspector, who shall have Access to the Accounts, Officers, and Servants of the Company, and such Inspector shall be paid by the Company for his Services such Sum as the said Lords shall direct.

The Company may be dissolved in certain Cases.

LXIX. If it shall at any Time hereafter be found that Losses have been sustained equal to the whole Reserve Fund for the Time being, and to One Third of the Shareholders Fund for the Time being, that then and as soon as the same shall have been ascertained the said Directors or any Three of them shall call a Special General Meeting of the Company to consider the Subject, and such Meeting may determine on the Dissolution of the Company; and further, that the said Company may be dissolved at any Time with the Consent and Approbation of at least Three Fourths in Number of the Directors of the Company, and with the Approbation in Writing of Shareholders holding at least Two Third Parts of the whole Capital Stock of the Company, such Consent to be testified in Writing, and to be given at a Special General Meeting to be called for that Purpose; and upon any such Dissolution as aforesaid the Board of Directors shall notify the same to the Shareholders by Letter, and by Advertisement in the *London*, *Edinburgh*, and *Dublin* Gazettes, and in such Newspapers as they may think fit, which Advertisements in the Gazettes and Newspapers shall be continued once a Week for at least One Calendar Month succeeding the Resolution for Dissolution; and within Thirty Days after such Dissolution, the said Company shall discontinue Business; and upon any such Dissolution as aforesaid the said Directors shall as speedily as possible cause the Books to be balanced, and sell, call in, and convert the Property and Effects of the Company in every respect as they shall think fit, and in such Manner and subject to such Provisions as they shall direct, and shall thereupon transfer such Guarantee Policies as may be then subsisting to other Offices, to be approved of by the Parties entitled to such Policies, or otherwise to transact with and obtain Discharges from the Persons entitled to such Policies, (and for which Purpose any of the Funds of the said Company may be applied at the Discretion of the said Directors,) and, subject as aforesaid, and after discharging all the Debts and Liabilities of the said Company, to divide the net Surplus of the Produce of the Estate and Effects of the said Company rateably amongst the said Shareholders of the said Company according to the Amounts of their Shares; and if upon the Sale and Conversion of the said Stock and Effects

of

of the said Company, the same shall be insufficient to pay and discharge all the Debts and Liabilities of the said Company, then the same shall be answered and paid by the Shareholders in such Manner in all respects as they are hereby made liable to the Debts and Obligations of the said Company; but, as between the Shareholders of the said Company, they shall be liable to make good such Deficiency rateably and according to the Amount of their Shares.

Power to sue during winding up in case of Dissolution.

LXX. And for the Purpose of making Provision for Actions and Suits by or against the Company during the winding-up of the Concerns thereof in the event of its Dissolution, be it enacted, That, notwithstanding such Dissolution, the Company shall be considered as subsisting for the Purpose of winding up the Affairs thereof, and may sue and be sued according to the Provisions of this Act so long as any Matters relating to such Company remain unsettled.

Newspapers for Advertisements.

LXXI. Advertisements shall be inserted in such Newspapers published in the Cities of *London*, *Dublin*, and *Edinburgh*, as the Directors shall from Time to Time appoint.

List of Shareholders and Balance Sheet to be sent annually to the Board of Trade, who may direct the paid-up Capital to be increased.

LXXII. A List of Shareholders, and a Copy of the annual Balance Sheet, including the Amount of the Shareholders Fund, and its actual State of Investment, to be verified by the Manager or a Director before a Justice of the Peace in *Scotland* or in *England* or *Wales*, shall on the last *Monday* in the Month of *March* One thousand eight hundred and fifty-five, and thenceforth annually on the same Day, be sent or delivered to the Lords of the Committee of Her Majesty's Privy Council for Trade; and, notwithstanding anything herein-before contained, it shall be lawful for the said Lords of the said Committee, if they shall think fit, by a Notice under the Hand of any One of the Secretaries or Assistant Secretaries of such Committee, to direct the said Company to increase their paid-up Capital to the Amount of Eighty thousand Pounds, so as no greater Sum shall be called for than the Sum of Twenty-five thousand Pounds in any Year, and subject in all respects to the Provisions herein-before contained or referred to with respect to Calls, except as to the Amounts thereof.

In certain Cases the Board of Trade may, by Notice in the London Gazette, direct that the Powers conferred on the Company shall cease.

LXXIII. If, by any Reason whatever, the Shareholders Fund for the Time being shall be diminished by Misapplication, or by reason of its being taken to fulfil the Engagements of the Company, and the Amount subtracted or taken shall not, within Seven Months from the Time of its being so subtracted or taken, be replaced from Time to Time, or if the Increase of the said Fund shall not be made when the same shall be directed by the Provisions herein-before contained, or by the Lords of the Committee of Her Majesty's Privy Council for

for Trade, then it shall be lawful for the said Lords of the said Committee, by Notice under the Hand of One of the Secretaries or Assistant Secretaries of such Committee, and to be published in the *London Gazette*, to direct that the Powers hereby conferred on the Company of effecting such Guarantees as aforesaid shall absolutely cease, and to give such Order for the winding-up the Affairs of the said Company, and the indemnifying, out of the Capital and Effects of the Company, the Persons guaranteed, as to the said Lords of the said Committee shall seem fit; and from and after the Appearance of such Notice in the Gazette the Company shall not effect any further or other Policies or Guarantees.

Expenses of Act.

LXXIV. The Costs, Charges, and Expenses of applying for and obtaining this Act, and incidental thereto, shall be paid by the Company.

SCHEDULE referred to by this Act.

MEMORIAL made the Day of One thousand eight hundred and of the Names and Descriptions of the present Officers and Shareholders of the British Guarantee Association, to be enrolled and registered pursuant to "The British Guarantee Association Act, 1854."

A. B. of, *&c.* Directors.
C. D. of, *&c.* Manager.
E. F. of, *&c.* Shareholders.

I of, *&c.*, One of the Directors (*or* Manager *or* Officer) of the said Company, do solemnly and sincerely declare that the above-written Memorial contains the Names and Descriptions of the present Officers and all the present Shareholders of the said Company, as the same appear in the Books of the said Company; and I make this solemn Declaration conscientiously believing the same to be true.

In case of Persons becoming Officers or Shareholders.

MEMORIAL made, *&c.*, of the Name and Description (*or* Names and Descriptions) of the *new* (*or* new) Shareholder (*or* Shareholders) of the British Guarantee Association, to be enrolled and registered pursuant, *&c.*

G. H. of a Director, Shareholder, *&c.*

I, *&c.* do solemnly and sincerely declare, that the above-written Memorial contains the Name(s) and Description(s) of a Person (*or* Persons) who has (*or* have) newly become a Director (Shareholder, *&c.*) of the said Company; and I make this solemn Declaration, *&c.*

In

The British Guarantee Association Act, 1854.

In case of Persons or Corporations ceasing to be Officers or Shareholders.

MEMORIAL made, *&c.*, of the Name(s) and Description(s) of the Person (*or* Persons) who has (*or* have) ceased to be an Officer (Shareholder, *&c.*) of the British Guarantee Association, since the Day of being the Date of the last enrolled Memorial to be enrolled, *&c.*

I. K. of a Director,
(Shareholder, *&c.*)

I do, *&c.* that the above-written Memorial contains the Name(s) and Description(s) of a Person (*or* Persons) who has (*or* have) ceased to be a Director (Shareholder, *&c.*) of the said Company since the Day of being the Date of the last enrolled Memorial; and I make, *&c.*

LONDON:
Printed by GEORGE EDWARD EYRE and WILLIAM SPOTTISWOODE,
Printers to the Queen's most Excellent Majesty. 1854.