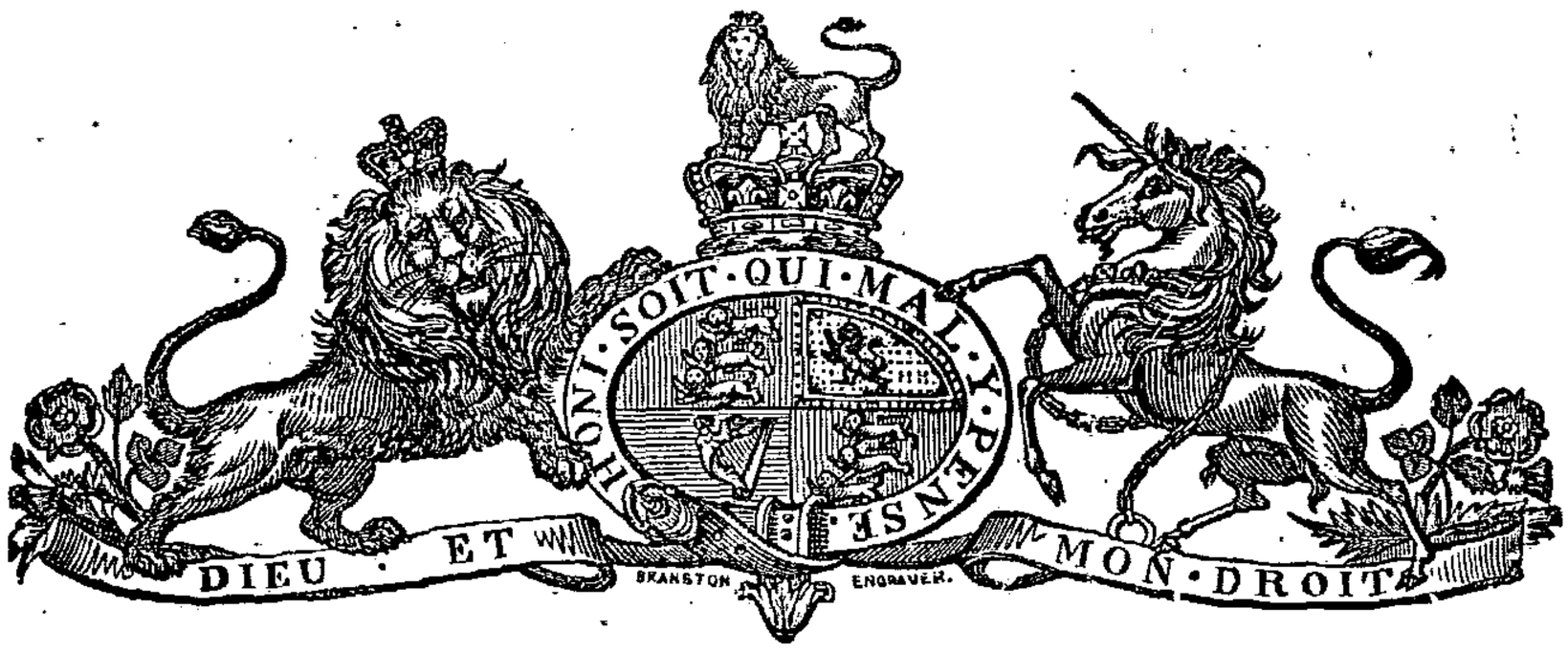


ANNO DECIMO QUINTO & DECIMO SEXTO

VICTORIÆ REGINÆ.

****

Cap. cxli.

An Act for incorporating *Claussen*'s Patent Flax Company, and to enable the said Company to purchase and work certain Letters Patent.

[30th *June* 1852.]

Letters Patent, dated 16th August 1850.

WHEREAS by Letters Patent under the Great Seal of *England*, bearing Date at *Westminster* the Sixteenth Day of *August* in the Fourteenth Year of the Reign of Her present Majesty Queen *Victoria*, and in the Year of our Lord One thousand eight hundred and fifty, Her said Majesty did give and grant unto *Peter Claussen* of *Charlotte Street*, *Blackfriars*, in the County of *Surrey*, Manufacturer, his Executors, Administrators, and Assigns, the sole Privilege of making, using, exercising, and vending his Invention for certain Improvements in Bleaching, and in the Preparation of Materials for Spinning and Felting, and in Yarns and Felts, within *England*, *Wales*, and *Berwick-upon-Tweed*, and the Islands of *Jersey*, *Guernsey*, *Alderney*, *Sark*, and *Man*, and also in all Her Majesty's Colonies and Plantations abroad, during the Term of Fourteen Years thence next ensuing, a Specification of which said Invention was duly enrolled in Chancery: And whereas in the said recited Letters Patent is contained a Condition or Proviso against the said Letters Patent, or the Privileges, Benefits, and Advantages

thereby granted, becoming vested in or in trust for more than the Number of Twelve Persons, or their Representatives, at any One Time, as Partners, dividing or entitled to divide the Benefits or Profits obtained by reason of the same Letters Patent: And whereas the said Invention is of great public Benefit and Utility, and it would be of public Advantage if the same were brought into general Use, and that Object would be greatly promoted if the said Patent Privileges were permitted to be vested in a Company consisting of more than Twelve Persons, with and under the Powers herein-after contained: And whereas the Objects aforesaid 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,

8 & 9 Vict. c. 16. incorporated with this Act.

I. That "The Companies Clauses Consolidation Act, 1845," shall be incorporated with this Act.

Short Title.

II. That this Act may be cited for all Purposes as "*Claussen*'s Patent Flax Company's Act, 1852."

Company formed for the Purpose of working the Patent.

III. That *Alexander Lodwick Irvine*, *Albert Robinson*, *John Wilks*, *Charles Octavius Parnell*, *John Scoble*, and all Persons and Corporations who have already subscribed or shall hereafter subscribe to the Undertaking, and their Executors, Administrators, Successors, and Assigns respectively, shall be united into a Company for the Purposes of the Undertaking, according to the Provisions of the said Act and this Act, and for working the Invention in this Act mentioned, and for other the Purposes herein and in the said Act contained; and for the Purpose aforesaid the same Company shall be incorporated by the Name of "*Claussen*'s Patent Flax Company," and by that Name shall be a Body Corporate, with perpetual Succession, and shall have Power to hold Lands for the Purposes of the Undertaking, subject to the Restrictions herein contained.

Incorporation of the Company not to restrict the Liability of Shareholders.

IV. Provided always, That nothing herein or in the said incorporated Act contained shall in anywise restrict the Liability of any Shareholder of the Company under any Judgment, Decree, Order for Payment of Money, or other Proceeding which shall be had or obtained against the Company in any Action, Suit, or Proceeding prosecuted by or against the Company in any Court of Law or Equity, but every Shareholder shall continue liable for or in respect of all such Monies, and under every such Judgment, Decree, Order, and Proceeding, in the same Manner as he would have been if the Company had not been incorporated by this Act.

V. That

Effect of Judgments against the Company.

V. That every Judgment and every Decree or Order which shall be at any Time 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 and may take effect and be enforced, and Execution or Diligence thereon be issued, not only against the Property and Effects of the Company, but also, if due Diligence shall have been used to obtain Satisfaction of such Judgment, Decree, or Order by Execution of or Diligence against the Property and Effects of the Company, then against the Person, Property, and Effects of any Shareholder for the Time being, or any former Shareholder 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 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 Person, 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.

Shareholders against whom Execution shall be issued to be reimbursed.

VI. That every Person against whom or against whose Property or Effects Execution or Diligence upon any Judgment, Decree, or Order obtained as aforesaid shall have been issued as aforesaid, or who shall have paid any Monies on account of the Company on any Judgment, Decree, or Order obtained or made against the Company, shall be entitled to recover against the Company all Loss, Damages, Costs, and Charges which such Person may have incurred or paid by reason or in consequence of any such Execution, by any Action, Suit, or Proceeding applicable or convenient for that Purpose; and also,

If Goods, &c. of Company not sufficient, the other Shareholders to contribute to make up the Loss.

that after due Diligence used to obtain Satisfaction thereof against the Property and Effects of the Company, such Person shall be entitled to Contribution for so much of such Loss, Damages, Costs, and Charges as shall remain unsatisfied from the several other Persons against whom Execution or Diligence upon such Judgment, Decree, or Order obtained against the Company might also have been issued under the Provision in that Behalf aforesaid, and that such Contribution may be recovered from such Persons as aforesaid by any Action, Suit, or Proceeding applicable or convenient for that Purpose.

Proceedings in Execution against

VII. That in the Cases provided by this Act for Execution or Diligence on any Judgment, Decree, or Order in any Action or Suit against

the Person or Property of a Shareholder.

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 Monies, Damages, Costs, and Expenses paid or incurred by him as aforesaid in any Action or Suit against the Company, such Execution or Diligence 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 that 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 Forms of Executions, Diligences, and Processes 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 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 thereof shall have been given to the Person sought to be charged thereby.

Memorials of Names of Shareholders to be enrolled.

VIII. That a Memorial of the Names and Descriptions of the several Shareholders of the Company, in the Form or to the Effect for that Purpose given or expressed in the Schedule to this Act annexed, shall within Six Months after the passing of this Act be verified by the Declaration of some Director, 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 that the like Memorial of the Name and Description of every Shareholder for the Time being of the Company, in such Form as aforesaid, shall, in the Month of *January* One thousand eight hundred and fifty-three, and in the Month of *January* in every succeeding Year, or within Twenty-one Days thereafter, be verified by such Declaration as aforesaid, and also enrolled in the said High Court of Chancery; and when any Person shall cease to be a Shareholder, or when any Person shall become a Shareholder, a Memorial of his Name and Description, verified in manner aforesaid, shall

shall or may be forthwith enrolled in manner aforesaid, in the Form or to the Effect expressed in the Schedule for that Purpose; 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; and the Enrolment of every such Memorial shall be sufficient *primâ facie* Evidence that every Person named in such Memorial was at the Date thereof such Shareholder as in such Memorial, or had ceased to be such Shareholder as in such Memorial mentioned.

No Action to be brought before Enrolment of Memorial.

IX. That until such Memorial as firstly herein-before mentioned shall have been enrolled in manner as aforesaid, no Action or Suit shall be brought or commenced by or on behalf of the Company; and every Shareholder whose Name shall be expressed in the Enrolment of the First Memorial, or any annual Memorial to be enrolled in manner aforesaid, shall continue liable to all Judgments, Decrees, and Orders against the Company until the Enrolment of the then next annual Memorial to be enrolled in manner aforesaid, or until a Memorial of his having ceased to be a Shareholder shall have been enrolled in manner aforesaid.

Penalty for not enrolling Memorial.

X. That if within the Period before limited any such Memorial as aforesaid be not enrolled as aforesaid, then, on Conviction of any such Default, the Company shall be liable to pay a Sum not exceeding Twenty Pounds, which shall be awarded to the Overseers of the Poor of the Parish in which the principal Offices of the Company shall be situated, to be applied in aid of the Poor's Rate of such Parish.

Capital.

XI. That the Share Capital of the Company shall be Two hundred and fifty thousand Pounds.

Shares into which Capital to be divided.

XII. That the Number of Shares into which such Capital shall be divided shall be Twenty-five thousand, and the Amount of each Share shall be Ten Pounds.

As to Calls or Instalments.

XIII. That Two Pounds *per* Share shall be the greatest Amount of any One Call which the Company may make on the Shareholders, and Three Months at the least shall be the Interval between each Call, and the aggregate Amount of the Calls to be made in One Year upon any Share shall not exceed Four Fifths of the nominal Value of such Share.

Quorum of General Meetings.

XIV. That the Quorum for every General Meeting of the Company shall be Fifteen Shareholders holding in the aggregate not less than Five hundred Shares in the Undertaking.

Period for holding General Meetings.

XV. That the First General Meeting of the Company shall be held within Three Months from the passing of this Act, and the future General Meetings shall be held in the Month of *June* in every Year, or at such other stated Period as shall be appointed for that Purpose by an Order of a General Meeting.

Number of Shareholders to convene Extraordinary Meetings.

XVI. That the Number of Shareholders on whose Requisition an Extraordinary Meeting may be required to be convened shall be Twenty-five or more Shareholders holding in the aggregate not less than One thousand Shares in the Undertaking.

Votes.

XVII. That every Shareholder shall in respect of a single Share held by him be entitled to give One Vote upon every Question which may be submitted to any General Meeting; but no Shareholder who may be present at any such Meeting, whatever may be the Number of Shares held by him, shall be entitled to give more than One Vote upon any Question which may be submitted thereto, unless upon a Ballot being taken, and then and in such Case every Shareholder holding more than One Share shall for the Purposes of and upon the Occasion of every such Ballot be entitled to a Number of Votes corresponding with the Number of his Shares after the Rate of One Vote in respect of each Share.

Number and Qualification of Directors.

XVIII. That the Number of Directors shall be Nine, of whom Three shall be a Quorum, and the Qualification of a Director shall be the Possession in his own Right of Twenty-five Shares in the Undertaking.

Power to vary the Number of Directors.

XIX. That it shall be lawful for the Company from Time to Time to reduce the Number of Directors, provided that the reduced Number be not less than Three, of whom Two shall be a Quorum.

First Directors.

XX. That the said *Alexander Lodwick Irvine*, *Albert Robinson*, *John Wilks*, *Charles Octavius Parnell*, and *John Scoble* shall, until the First General Meeting, be the Directors of the Company, and that Four additional Directors shall be appointed at the First General Meeting.

First Directors to continue in Office until First Ordinary Meeting.

XXI. That the Directors appointed by this Act, and the said Four other Directors to be appointed at the First General Meeting, shall continue in Office until the First Ordinary Meeting to be held in the Year One thousand eight hundred and fifty-three.

Auditors.

XXII. That the Number of Auditors shall be Three, and the Qualification of an Auditor shall be the Possession in his own Right of Two Shares in the Undertaking, and that the Persons who shall have been

been appointed Auditors at the Time of the passing of this Act shall be the First Auditors of the Company.

Quantity of Land to be held by the Company.

XXIII. That the Quantity of Land to be held by the Company at any One Time shall not exceed Three hundred Acres.

Power to Company to erect Works.

XXIV. That the Company may on the Lands to be held by them erect, construct, and maintain such Offices, Buildings, Machinery, Works, and Apparatus as may be necessary or convenient for carrying on the Business of the Company.

Recited Patent may be assigned to Company.

XXV. That it shall be lawful for the said *Peter Claussen*, in the said herein-before recited Letters Patent named, and for his Executors, Administrators, and Assigns, and for every Person in whom such Letters Patent, or the Privileges thereby granted, or any Part thereof, now are or shall at any Time hereafter be vested, or who may be otherwise interested in the said Letters Patent, at any Time to sell, transfer, assign, and dispose of or otherwise assure all his Part, Share, Right, Title, and Interest of, in, or to such Letters Patent, and the Privileges thereby given or granted, or any Part thereof, and also the Rights, Profits, and Advantages in or by such Letters Patent comprised, given, granted, or conferred, or any Part thereof, unto or in trust for the Company.

Assignments to be valid, and not cause a Forfeiture.

XXVI. That every such Sale, Transfer, Assignment, Disposition, and Assurance as aforesaid of any of such Letters Patent as aforesaid, or of all or any Part of every or any Right, Power, Privilege, Benefit, or Advantage given or granted by any such Letters Patent, and whether any Part of any such Privilege shall extend to the whole or any Part of the Countries, Districts, or Places comprised in the Privileges or not, shall be good, valid, and effectual, although the Persons composing the Company shall exceed Twelve in Number, either at the Time of the making or Execution of any such Sale, Transfer, Assignment, Disposition, or Assurance, or at any Time afterwards, any Condition, Proviso, Restriction, or Clause whatsoever in the aforesaid Letters Patent or any of them expressed or contained to the contrary thereof in anywise howsoever notwithstanding.

After Assignment, the Patents, &c. to vest in and be exercised by the Company, free from Condi-

XXVII. That after any such Sale, Transfer, Assignment, Disposition, or Assurance as aforesaid of any such Letters Patent, Parts, Shares, Rights, Titles, and Interests as aforesaid, or of any of them or of any Part thereof, then and in every such Case the Letters Patent, Parts, Shares, Rights, Title, and Interests as aforesaid so sold, transferred, assigned, disposed of, or otherwise assured, and every Part thereof respectively, shall or may be exercised and enjoyed by the

tions against Assignment, &c.

the Company, their Successors and Assigns, without causing any Cesser, Determination, or Forfeiture thereof, and as if no Condition, Proviso, or Clause whatsoever for the Cesser, Determination, or Avoidance of such Letters Patent, or the Liberties or Privileges thereof, respectively granted, becoming vested in or in trust for more than the Number of Twelve Persons or their Representatives at any One Time, as Partners dividing or entitled to divide the Benefits or Profits to be obtained by reason of such Letters Patent, had ever been inserted, expressed, or contained in or by such Letters Patent as aforesaid.

Licences may be granted to the Company without occasioning a Forfeiture.

XXVIII. That it shall be lawful for the said *Peter Claussen*, the Patentee or Grantee in the said herein-before recited Letters Patent named, and every Patentee or Grantee named or to be named in any Letters Patent for the like Purpose, and for the Executors, Administrators, and Assigns of any such Patentee or Grantee, and for every Person in whom any of such Letters Patent as aforesaid, or the Privileges thereby granted, or any Part thereof, now are or at any Time hereafter shall be vested, so far as relates to or respects his Right, Title, Part, Share, and Interest in and to such Letters Patent and Privileges, to give or grant unto or to the Use of or in trust for, for the Benefit of the Company, any Leave, Licence, Power, or Authority to work, use, exercise, put in practice or vend the Invention comprised in the Privilege, or any Part thereof, although the Persons composing the Company shall exceed Twelve in Number.

This Act not to give greater Validity to the Patents.

XXIX. Provided always, That nothing in this Act contained shall be construed to give greater Force or Validity to the said recited Letters Patent than they would legally have possessed if the same had not been assigned to the Company by virtue of the Provisions contained in this Act.

Confirmations and Prolongations may be granted to the Company.

XXX. That in case Her Majesty, Her Heirs or Successors, shall think fit, with the Advice of Her or Their Privy Council, to grant to the Company any Confirmation or Prolongation of the said Letters Patent or Patent Privilege, then and in every such Case such Confirmation or Prolongation shall or may be granted to the Company, any Condition, Clause, Matter, or Thing in the said Letters Patent contained to the contrary thereof in anywise notwithstanding.

Disclaimers may be made under the Seal of the Company.

XXXI. That in case the Company shall at any Time hereafter, in pursuance of an Act of Parliament passed in the Sixth Year of the Reign of King *William* the Fourth, intituled *An Act to amend the Law touching Letters Patent for Inventions*, obtain the Leave of Her Majesty's Attorney General or Solicitor General for *England* to enter with the Clerk of the Patents of *England* any Disclaimer of any Part

of

of either the Title of the Invention mentioned or comprised in the said Letters Patent or Patent Privilege of or belonging to the Company, or of any Part of the Specification of the said Invention, or to enter with such Clerk a Memorandum of any Alteration in any such Title or Specification as aforesaid, then and in every such Case such Disclaimer or Memorandum of Alteration shall or may be made under the Seal of the Company, and signed by Two Directors or Officers of the Company, and when so made shall or may, in pursuance of such Leave as aforesaid, be entered, filed, and enrolled according to the Provisions of the said Act, and no Acknowledgment of any such Disclaimer or Memorandum of Alteration shall be necessary previous to the Enrolment thereof.

Power to Company to grant Licences.

XXXII. That after any such Sale, Transfer, or Assignment as aforesaid of such Letters Patent as aforesaid unto or to the Use of or in trust for the Company, it shall be lawful for the Company, from Time to Time, by any Writing under the Seal of the Company and the Hands of any Two Directors of the Company, to grant any Licence to any Person to use, exercise, or vend the Invention or Inventions comprised in such Letters Patent, or any Part thereof, either generally, or under or subject to such Payments, Conditions, Limitations, or Restrictions as to the said Company shall seem fit.

Expenses of Act, &c.

XXXIII. That all the Costs, Charges, and Expenses of and attending the obtaining and passing of this Act, or incidental thereto or to the Formation of the said Company, shall be paid by the Company.

Claussen's Patent Flax Company's Act, 1852.

The SCHEDULE referred to in the foregoing Act.

Claussen's Patent Flax Company's Act, 1852.

MEMORIAL made the Day of 18
of the Names and Descriptions of the present Shareholders in Claussen's Patent Flax Company.

A. B. of
C. D. of
&c. &c.

I of One of the Directors [*or* Secretary *or* Officer] of the said Company, do solemnly and sincerely declare, That the above-written Memorial contains the Names and Descriptions of 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 Shareholders.

Claussen's Patent Flax Company's Act, 1852.

MEMORIAL made the Day of 18
of the Name and Description [*or* Names and Descriptions] of Persons [*or* a Person] who have [*or* hath] become Shareholders [*or* a Shareholder] of Claussen's Patent Flax Company.

E. F. of
G. H. of
&c. &c.

I of One of the Directors [*or* Secretary *or* Officer] of the said Company, do solemnly and sincerely declare, That the above-written Memorial contains the Names and Descriptions [*or* Name and Description] of Persons [*or* a Person] who have [*or* hath] become Shareholders [*or* a Shareholder] of the said Company; and I make this solemn Declaration conscientiously believing the same to be true.

Claussen's Patent Flax Company's Act, 1852.

In case of Persons ceasing to be Shareholders.

Claussen's Patent Flax Company's Act, 1852.

MEMORIAL made the Day of 18
of the Name and Description [*or* Names and Descriptions] of the Person [*or* Persons] who have [*or* hath] ceased to be a Shareholder [*or* Shareholders] of Claussen's Patent Flax Company since the Day of 18 being the Date of the last annual Memorial.

J. K. of
L. M. of
&c. &c.

I of One of the Directors [*or* Secretary *or* Officer] of the said Company, do solemnly and sincerely declare, That the above-written Memorial contains the Name and Description [*or* Names and Descriptions] of the Person [*or* Persons] as the same appears in the Books of the said Company who have [*or* hath] ceased to be a Shareholder [*or* Shareholders] of the said Company since the Day of 18 the Date of the last annual Memorial; and I make this Declaration conscientiously believing the same to be true.

LONDON:
Printed by GEORGE EDWARD EYRE and WILLIAM SPOTTISWOODE,
Printers to the Queen's most Excellent Majesty. 1852.