(2) COMPANY ADJUSTMENT

The Coal Industry Nationalisation (Company Adjustment) Regulations, 1948

1948 No. 2360

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The Minister of Fuel and Power (in these Regulations referred to as "the Minister"), in exercise of the powers conferred upon him by section twenty-five of the Coal Industry Nationalisation Act, 1946, (in these Regulations referred to as "the Act") and of all other powers him enabling, hereby makes the following Regulations:—

9 & 10 Geo. 6. c. 59.

PART I

Adjustment of interests of debenture holders and members in assets of company

Adjustment of interests.

1.—(1) Where a company was the owner of transferred interests, due regard shall be had, as between classes of debenture holders, or of members, or of both, of the company, to what their relative expectations of income yield from their respective interests in the company would have been if the Act had not been passed, and the respective interests of such classes in the assets of the company (whether or not in liquidation), as affected by the substitution for those transferred interests of the compensation under the Act, may be adjusted in accordance with these Regulations so as to give effect, so far as may be, on the one hand to the said expectations and on the other hand to the rights of priority conferred on such classes respectively by the debentures and the memorandum and articles of association of the company.

(2) Any such adjustment may be made by:—

(*a*) an adjustment scheme taking effect as provided in regulation seven; or

(*b*) directions given by the appropriate tribunal specified in regulation ten (in these Regulations referred to as " the Tribunal ").

Adjustment proposals.

2.—(1) Subject to the provisions of this regulation, a proposal for any such adjustment as aforesaid may be made by the company or by any person belonging to a class whose interests are under that proposal to be adjusted.

(2) Notice of any such proposal containing full particulars thereof shall be served by the person making it (in these Regulations referred to as the " proposer ") on the company (not being that person) and on every person belonging to any class of debenture holders or members whose interests are affected under that proposal; a proposal of which such notice is given is in these Regulations referred to as an " adjustment proposal ".

(3) No proposal shall be made by a person other than the company—

(*a*) unless he has given notice in writing of his intention so to do to the company, and the company has not within thirty days given him notice in writing that the company intend to make a proposal relating to the interests of the class to which he belongs; or

(*b*) unless, such notices having been given, no such adjustment proposal has been made by the company within four months of his notice or no adjustment scheme has been constituted within six months thereof.

(4) After an application to the Tribunal for directions for the adjustment of the interests of any classes of debenture holders or members in the assets of a company has been made, no notice of any further proposal for adjustment of any such interest shall be given without the consent of the Tribunal.

(5) No adjustment proposal shall have effect for the purpose of these Regulations unless notice thereof under paragraph (2) is served before the expiry of nine months from the date when the amount of the compensation to be made under the Act in respect of the transfer of the company's transferred interests, and in respect of any claim under section seventeen of the Act, is finally determined.

Meetings to consider adjustment proposals.

3.—(1) The company shall within one month—

(*a*) in the case of an adjustment proposal made by the company, of the service by it of notice of the proposal, or

(*b*) in the case of an adjustment proposal not made by the company, of the service upon it of a certificate, signed by the proposer and verified by one or more statutory declarations, that notice of that proposal has been served in accordance with the provisions of paragraph (2) of the last foregoing regulation,

summon for the consideration of the adjustment proposal separate meetings of every class of debenture holders or members whose interests are affected under that proposal.

(2) The company shall give not less than twenty-one days' notice of any such meeting to every person belonging to the class summoned to that meeting; and shall furnish to every such person to whom a notice

is sent a blank proxy being (notwithstanding anything in the articles of association of the company or the documents constituting the debentures) in the form, so far as may be, set out in the First Schedule to these Regulations.

(3) A class shall be deemed to have assented to an adjustment proposal for the purpose of these Regulations if a majority in number representing not less than three-quarters in value of the debenture holders or the members in that class present and voting either in person or by proxy at the meeting assent thereto, and not otherwise.

Procedure at class meetings.

4.—(1) The provisions of this regulation shall apply in relation to any meeting summoned in pursuance of the last foregoing regulation.

(2) The chairman of the meeting shall be:—

(*a*) in the case of a class of members, the chairman of the board of directors of the company;

(*b*) in the case of a class of debenture holders, if the documents constituting the debentures provide for the holding of meetings, the person entitled to take the chair at meetings held in pursuance thereof;

(*c*) in any other case, or in any case under sub-paragraph (*a*) or (*b*) where the person specified is not present, or is unwilling to take the chair, such person as the meeting shall elect on a show of hands.

(3) A quorum shall be persons belonging to the class present in person or by proxy and representing not less than one-third of the class in value, so however that, for the purposes of sub-paragraph (*c*) of the last foregoing paragraph, a quorum shall be the persons present as aforesaid at the time appointed for the meeting.

(4) Voting shall be by persons belonging to the class present in person or by proxy. A proxy need not be a debenture holder or a member of the company.

(5) No appointment of a proxy shall be valid unless it is served on the company forty-eight hours or more before the time appointed for the meeting, or adjourned meeting, to which it relates.

(6) The chairman may at any time with the consent of the meeting adjourn the meeting. If no quorum be present within half an hour of the time appointed for the meeting, the chairman shall adjourn the meeting to a place, date and time determined by him, which shall, so far as practicable, be the same place and the same day and time in the following week. If no quorum be present within half an hour of the time appointed for an adjourned meeting, the class concerned shall be deemed not to have assented to the adjustment proposal in question.

(7) A representative of the company duly authorised by the board of directors shall be entitled at any time to attend and address the meeting, but shall not, as such, be entitled to vote.

(8) Minutes of the proceedings shall be made by the secretary or other authorised officer of the company; and any entry therein signed by the chairman of the meeting recording the adoption or rejection of any resolution by that meeting, or any other matter, shall be evidence of the facts so recorded.

(9) Minutes made in pursuance of the last foregoing paragraph shall be open for inspection, and copies thereof shall be furnished, as if they were minutes of a general meeting of the company, so however that for the purposes of this paragraph any debenture holder of the company shall be deemed to be a member.

(10) Save as provided in this regulation, the following provisions shall, with any requisite modifications, apply in relation to any meeting, that is to say:—

(*a*) in the case of a class of debenture holders, if the documents constituting the debentures provide for the holding of meetings, the material provisions of those documents;

(*b*) in any other case, the material provisions of the company's articles of association being, in so far as provision is not therein made for a meeting of a class of members, provisions relating to general meetings.

Constitution of, and objections to, adjustment schemes.

5.—(1) Any adjustment proposal to which each class of debenture holders or members whose interests are affected have assented in manner provided in regulation three shall be constituted an adjustment scheme.

(2) Notice of the constitution of an adjustment scheme shall be served within one month by the company upon the proposer (if not the company) and upon every person on whom notice of the adjustment proposal was required to be served.

(3) Any person belonging to any class of debenture holders or members whose interests are affected by an adjustment scheme, being a person who did not at any meeting consent to or vote in favour of a resolution of assent thereto, may, within one month from the service upon him by the company of notice in pursuance of the last foregoing paragraph, serve notice on the company that he objects to that scheme; any person serving any such notice (in these Regulations referred to respectively as an "objector" and a "notice of objection") shall in that notice set out the grounds of his objection.

(4) The company if served with a notice of objection shall within seven days deliver a copy thereof to the proposer (if not the company), and notices of objection shall be open for inspection, and copies thereof shall be furnished, as if they were minutes of a general meeting of the company.

Application for approval.

6.—(1) Where a notice of objection to any adjustment scheme has been served upon the company as provided in the last foregoing regulation, the company shall within two months from the date of service of the notice make to the Tribunal either an application under this regulation for approval of that scheme (in these Regulations referred to as an "application for approval") or an application for directions for adjustment in accordance with regulation eight.

(2) An application for approval shall be made by lodging with the Tribunal an application in the form, so far as may be, set out in the Second Schedule to these Regulations; and a copy thereof shall within four days be served upon the proposer (if not the company) and on every objector.

(3) If no application has been made by the company as provided in the foregoing paragraphs, any person belonging to any class whose interests are affected by the adjustment scheme may make such an

application before the expiry of a further period of two months; and shall within four days of so doing serve a copy of the application on the company.

(4) On any application for approval the Tribunal shall:—

(*a*) approve the adjustment scheme;

(*b*) dismiss the application; or

(*c*) if the applicant consents, give instructions that that application shall be deemed to be an application for directions for adjustment, and give any other requisite instructions accordingly.

Taking effect of an adjustment scheme.

7.—(1) An adjustment scheme in relation to which no notice of objection has within the specified period been served upon the company, or which has been approved by the Tribunal on an application for approval, shall take effect on the date of service on the Registrar of Companies of the notice and documents provided in this regulation.

(2) The notice aforesaid shall be a notice in the form, so far as may be, set out in the Third Schedule to these Regulations, accompanied by all requisite documents as specified in the said Schedule, and:—

(*a*) if the scheme has not been approved by the Tribunal, by one or more statutory declarations verifying the assent of every class of debenture holders or members whose interests are affected by the scheme and the fact that no notice of objection to the scheme has been served upon the company;

(*b*) if the scheme has been so approved, by a certified copy of any relevant order of the Tribunal.

(3) The notice aforesaid shall be served by the company within thirty days of the expiry of the period during which notice of objection might have been served upon the company by a person belonging to any class whose interests are affected by the scheme, or of the promulgation of the order of the Tribunal, as the case may be.

Application for directions.

8.—(1) Where an adjustment proposal has not within the period of three months from the date of service of notice thereof in pursuance of paragraph (2) of regulation two been constituted an adjustment scheme, the proposer, the company (not being the proposer) or any person belonging to a class of debenture holders or members whose interests are affected under that proposal may make an application to the Tribunal for directions for the adjustment of the interests of any classes of debenture holders or members in the assets of the company. Any application under this paragraph and any application for directions for adjustment under regulation six is in these Regulations referred to as an "application for directions".

(2) An application for directions shall be made by lodging with the Tribunal an application in the form, so far as may be, set out in the Fourth Schedule to these Regulations; and shall be accompanied by a copy of the directions proposed by the applicant.

(3) The power of the Tribunal under regulation twelve to give instructions as to the preliminary procedure for applications shall, without prejudice to the generality of the provisions of that regulation, include power to give any instructions as to:—

(*a*) the notice to be given of any application for directions whether by advertisement or by the service of copies upon debenture holders or members;

(*b*) the lodging of statements in support of that application or of objections thereto or of counter proposals;

(*c*) the holding of a meeting of any class of debenture holders or members;

(4) Subject to the provisions of the next following regulation, the Tribunal may dismiss any application for directions, or may give such directions as they think fit for the adjustment of the interests of classes of debenture holders, or of members, or of both, in the company's assets in accordance with section twenty-five of the Act; but nothing in this paragraph shall restrict the Tribunal from reserving for later determination the directions to be given with respect to any class of debenture holders or members, either generally or upon the non-fulfilment of any condition.

(5) Any such directions given by the Tribunal shall take effect on the date of service on the Registrar of Companies of a notice relating thereto; and the provisions of regulation seven shall with the requisite modification apply in relation to such a notice as they apply in relation to notice of an adjustment scheme approved by the Tribunal.

Further provisions concerning adjustment.

9.—(1) No application shall be considered by the Tribunal unless it is made before the expiry of twelve months from the date when the amount of the compensation to be made under the Act in respect of the transfer of the company's transferred interests, and in respect of any claim under section seventeen of the Act, is finally determined.

(2) Where in the opinion of the Tribunal the respective interests of any classes cannot fairly be adjusted as provided in regulation one until the amount of the compensation aforesaid has been finally or more fully determined, the Tribunal shall adjourn the application in question until the said amount has been finally or sufficiently determined, as the case may be.

(3) Without prejudice to the generality of the provisions of paragraph (4) of the last foregoing regulation, where, in the opinion of the Tribunal, the company would be liable to suffer prejudice in the proceedings for determining the said amount if an adjustment of the respective interests of any classes were made before the said amount has been finally or more fully determined, the Tribunal may adjourn the application in question as provided in the last foregoing paragraph.

(4) Nothing in these Regulations shall be deemed to restrict provision being made in any adjustment scheme or directions of the Tribunal for any adjustment to take effect on or after the fulfilment of one or more of the following conditions, that is to say:—

(*a*) the company to be put into liquidation, or the capital thereof reduced, within any period in accordance with the general law;

(*b*) the happening of any other relevant event;

or for any alternative adjustment upon the non-fulfilment of such a condition.

(5) Where any adjustment scheme or directions of the Tribunal take effect under these Regulations, the rights and obligations of debenture holders and of members shall as adjusted take effect in substitution for the respective interests of those classes as previously established.

(6) Upon the taking effect of any adjustment scheme or directions of the Tribunal under these Regulations, the company shall:—

(*a*) annex a copy thereof, or of such provisions thereof as affect the rights of any member, to every copy of its memorandum or articles of association issued thereafter;

(*b*) if the said scheme or directions affect the rights of any debenture holders whose debentures are secured by a trust deed, cause a copy thereof, or of such provisions thereof as affect such rights, to be annexed to the trust deed and any copies thereof issued thereafter;

(*c*) give notice by advertisement of the taking effect of the scheme or directions.

PART II

Establishment and procedure of Tribunal

Establishment of the Tribunal.

10.—(1) Tribunals shall be established as provided in the next following regulation; and for the purpose of section twenty-five of the Act and of these Regulations the Tribunal shall be, in relation to any company whose registered office is stated by the memorandum to be situate:—

(*a*) in England or Wales, the tribunal specified in paragraph (1) of the said regulation;

(*b*) in Scotland, the tribunal specified in paragraph (3) thereof.

(2) The remuneration and allowances of the members, registrar or clerk, as the case may be, officers and staff of the Tribunal in respect of work of the Tribunal shall be such as the Minister, with the approval of the Treasury, may determine; and shall be met out of fees payable as in these Regulations provided.

Composition.

11.—(1) In the case of the tribunal for England and Wales, there shall be three panels of members, respectively known as "the chairmen's panel", "the accountants' panel" and "the commercial panel", appointed by the Lord Chancellor and comprising:—

(*a*) in the case of the chairmen's panel, barristers or solicitors of not less than seven years standing, one of whom will be appointed by the Lord Chancellor to be the administrative chairman of the tribunal;

(*b*) in the case of the accountants' panel, accountants of not less than seven years standing being members of any of the following societies, that is to say, the Institute of Chartered Accountants in England and Wales, the Society of Incorporated Accountants and Auditors, the Association of Certified and Corporate Accountants, the Society of Accountants in Edinburgh, the Institute of Accountants and Actuaries in Glasgow and the Society of Accountants in Aberdeen;

(*c*) in the case of the commercial panel, persons appearing to the Lord Chancellor to be qualified as having wide experience in commercial or financial matters.

(2) There shall be a registrar of the tribunal aforesaid appointed by the Lord Chancellor, and such other officers and staff as the tribunal, after consultation with the Minister, may appoint.

(3) In the case of the tribunal for Scotland there shall be a panel of members known as " the chairmen's panel " appointed by the Lord President of the Court of Session, and two panels of members respectively known as " the accountants' panel " and " the commercial panel " appointed by the Secretary of State, comprising:—

(*a*) in the case of the chairmen's panel, advocates or solicitors of not less than seven years standing one of whom will be appointed by the Lord President of the Court of Session to be the administrative chairman of the tribunal;

(*b*) in the case of the accountants' panel such persons as are mentioned in sub-paragraph (*b*) of paragraph (1);

(*c*) in the case of the commercial panel, persons appearing to the Secretary of State to be qualified as having wide experience in commercial or financial matters.

(4) There shall be a clerk to the tribunal aforesaid appointed by the Secretary of State, and such other officers and staff as the tribunal, after consultation with the Secretary of State, may appoint.

(5) The Tribunal shall in respect of any application consist of a chairman from the chairmen's panel of the appropriate tribunal, and two other members, one each from the accountants' panel and the commercial panel of the said tribunal, nominated for the purpose by the administrative chairman of the said tribunal.

(6) The registrar and clerk respectively may, subject to the general or special instructions of the appropriate tribunal, hear and determine any interlocutory matter which under these Regulations may be heard and determined by the Tribunal. Any matter before the said officer may at any time be adjourned by him to be heard before the Tribunal; and any person affected by any decision of his given by virtue of this paragraph may, before the expiry of twenty-one days from the date of the said decision, appeal therefrom to the Tribunal.

(7) In the last foregoing paragraph, the expression " interlocutory matter " includes the settlement of the terms of any order embodying any decision of the Tribunal.

(8) The appointment of any member of the Tribunal may at any time be revoked by the Lord Chancellor, the Lord President of the Court of Session or the Secretary of State, as the case may be, by whom that member was appointed; and any member may at any time resign his appointment by three months' notice in writing under his hand delivered to the person by whom he was appointed.

Preliminary procedure for applications—interlocutory matters.

12.—(1) Any person making any application to the Tribunal shall at that time, or as soon as practicable thereafter, lodge with the Tribunal a request for instructions as to the proceedings to be taken on the said application in the form, so far as may be, set out in the Fifth Schedule to these Regulations; and shall, if not the company, serve a copy thereof on the company.

(2) Subject to the provisions of paragraph (6) of the last foregoing regulation, the Tribunal shall, after hearing such representations from any person who is a party to the proceedings, or who is affected by the application, as they may think fit, give such instructions on the said

request as they think best calculated to facilitate the proper and expeditious determination of the matters in issue; and may at any time before the final decision of the Tribunal on the application vary or add to those instructions.

(3) Instructions under the last foregoing paragraph may relate to the taking of evidence by the Tribunal, including the reading of one or more statutory declarations:

Provided that where any party reasonably desires the production of a witness for cross-examination, and that witness can be produced, instructions shall not be given, in so far as concerns any matter to which such cross-examination will relate, for the reading of any statutory declaration made by that witness.

(4) Any person affected by any application to the Tribunal may at any time before the final decision of the Tribunal thereon lodge a request in the like form as aforesaid for instructions, or for further instructions, as to the proceedings to be taken thereon in relation to his interest; and shall serve a copy thereof on every person who is at the time a party to the proceedings as provided in the next following regulation.

Hearing of applications.

13.—(1) On any application for approval the company shall be responsible for the presentation to the Tribunal of the adjustment scheme and of evidence in support thereof; and, subject to any instructions given by the Tribunal the proposer (if not the company), each objector and any person duly authorised to appear and be heard on their behalf by the persons constituting a majority in value of any class of debenture holders or members whose interests are affected under the scheme shall be parties to the proceedings.

(2) Where in default of an application by the company any application for approval is made by a person other than the company, references in the foregoing paragraph to the company shall be construed as references to that person.

(3) On any application for directions the applicant, the company (if not the applicant) and any person made a party by any instructions given by the Tribunal shall be parties to the proceedings.

(4) For the purposes of the last foregoing paragraph, the Tribunal may, where two or more persons appear to the Tribunal to have the same interests in the assets of the company, direct that those persons shall act jointly, or that any one or more of them shall represent them all.

(5) A party to proceedings may appear and be heard before the Tribunal only by counsel or solicitor or (if an individual) in person, (if a partnership) by a partner, or (if a company) by a duly authorised director or officer of that company.

(6) If it shall appear to the Tribunal that there has been any unreasonable delay in the prosecution of any application, the Tribunal may, on the application of any person who is a party to the proceedings, give instructions that the conduct of proceedings in relation to that

application shall be given to that person, or to such other person as they may think fit, and the said instructions may include anything necessary for enabling such proceedings to be so conducted.

(7) The Tribunal may dismiss any application for approval or for directions for want of prosecution.

Application of Arbitration Acts. 24 & 25 Geo. 5. c. 14.

14.—(1) In England and Wales the provisions of the Arbitration Acts, 1889 to 1934, with respect to:—

(*a*) the administration of oaths and the taking of affirmations;

(*b*) the correction in awards of mistakes and errors; and

(*c*) the summoning, attendance and examination of witnesses, and the production of documents;

shall apply in respect of proceedings before the Tribunal; but save as aforesaid the said Acts shall not apply to any such proceedings.

(2) In Scotland, for the purpose of any proceedings before the Tribunal, the Tribunal shall have the like powers with regard to the summoning and securing the attendance of witnesses, the production of documents and the administration of oaths and affirmations as if the proceedings were an arbitration at common law.

Fees.

15.—(1) Each applicant or person concerned, as the case may be, shall in respect of each of the matters specified in the first column of Part I of the Sixth Schedule to these Regulations forthwith pay to the registrar or clerk, as the case may be, the appropriate fee specified in the second column of that Part of that Schedule.

(2) Every applicant shall pay the appropriate fees, as specified in Part II of the said Schedule, before the sitting of the Tribunal on any day for which any such fee is payable.

(3) Any person requiring a certified copy of any particulars in the record as mentioned in paragraph (2) of regulation seventeen shall pay the fee in respect thereof specified in Part III of the said Schedule.

(4) All fees to be paid as provided in this regulation shall be taken by the registrar or clerk in impressed stamps in accordance with the directions of the Treasury for the time being in force.

Costs and expenses.

16.—(1) The Tribunal may direct that any party to any proceedings pay (whether by way of a lump sum or otherwise) the whole, or such part as the Tribunal may think fit, of the costs, or in Scotland the expenses, of and incidental to those proceedings incurred by any other party thereto.

(2) Any costs or expenses directed to be paid as aforesaid (not being a lump sum) shall, if not agreed, be taxed on the instructions of the appropriate tribunal by the registrar or clerk respectively, or by a Taxing Master of the Supreme Court or the Auditor of the Court of Session respectively, as if the proceedings before the Tribunal had been proceedings in the High Court or the Court of Session, as the case may be.

(3) Any decision of the Tribunal may, in so far as it relates to costs or expenses, be enforced as if it were a judgment of the High Court or the Court of Session, as the case may be.

Recording of decisions and proof thereof.

17.—(1) The registrar and clerk respectively shall maintain a record relating to applications to the appropriate tribunal for approval and for directions which shall contain particulars of every such application made to that tribunal and of every decision of that tribunal at any time given in relation thereto; each such decision shall, subject to any instruction of that tribunal, be embodied in an order drawn up by the registrar or clerk, as the case may be.

(2) Particulars in the appropriate record relating to any decision of the Tribunal, or a copy of those particulars purporting to be certified by the registrar or clerk to be a true copy thereof as recorded in the said record, shall be evidence of the terms of that decision.

Regulation of procedure.

18. Subject to the provisions of the Act and of these Regulations, the Tribunal may regulate their own procedure, and may decide whether or not any proceedings, or any part of any proceedings, shall be heard in public.

PART III

Miscellaneous

Lodging of documents.

19. Any person required or authorised by these Regulations to lodge any document with the Tribunal shall lodge the same together with three copies thereof with the registrar or clerk, as the case may be, at the address for the time being specified by the Minister or the Secretary of State, as the case may be.

Service of documents.

20.—(1) Any notice or other document required under these Regulations to be served on a member of a company may, subject to any instruction of the Tribunal, be served in any manner which under the articles of association of the company would be sufficient service on him of a notice of a general meeting of the company at which he was entitled to attend and vote.

(2) If the documents constituting any debenture make provision for the holding of meetings of debenture holders, anything required as aforesaid to be served on a debenture holder may, subject to any instruction of the Tribunal, be served in any manner which under the said provision would be sufficient service on him of a notice of meeting of the holders of such debentures.

Provisions for performance of functions in the case of companies in liquidation, joint holdings, etc.

21.—(1) Anything required or authorised by these Regulations to be done by or to a company shall, if the company be in liquidation, be done by or to the liquidator.

(2) Anything required or authorised by these Regulations to be done by any debenture holder or member of a company may be done:—

(*a*) in the case of a joint holding, by the person whose name appears first in the appropriate register of the company in relation to that holding;

(*b*) in the case of a debenture holder or member who:—

(i) is adjudged bankrupt, by his trustee in bankruptcy;

(ii) is or becomes unable or unfit to act, and on whose behalf a person has been duly authorised to act, by that person;

(iii) is dead, by his duly constituted legal personal representative;

(*c*) in any other special case in which, in the opinion of the Tribunal, it is desirable that some other person should be authorised to act on behalf of that debenture holder or member, by such person as the Tribunal may direct for the purpose.

(3) Where any person is a debenture holder or member by reason of being a trustee for more than one interest, these Regulations shall apply to that person as if his acts in respect of each several interest were the acts of an individual person,

Company to pay certain expenses.

22.—(1) Without prejudice to the provisions of regulation sixteen, where in the case of any adjustment proposal the proposer is a person other than the company and the proposal either takes effect as a scheme or is certified by the Tribunal to be one to which it is reasonable that this regulation should apply having regard to the directions for adjustment given by the Tribunal, the company shall reimburse or indemnify the proposer in respect of all expenses and liabilities (other than costs or expenses in proceedings before the Tribunal) reasonably incurred by him in connection therewith.

(2) Any dispute between the company and the proposer as to the extent of any reimbursement or indemnity as aforesaid shall be referred to a single arbitrator or arbiter appointed, in default of agreement between the company and the proposer, if the registered office of the company is stated by the memorandum to be situate:—

(*a*) in England or Wales, by the President of the Law Society;

(*b*) in Scotland, by the Deputy Keeper of the Signet.

Power to extend time.

23. Any period or date specified in these Regulations as the period within which, or the date by which, anything is to be done may, notwithstanding that the period has expired or the date has passed, being a period, be extended, or, being a date, be postponed:—

(*a*) in the cases mentioned in paragraph (5) of regulation two, paragraph (1) of regulation three or paragraph (1) of regulation nine, by the Minister;

(*b*) in any other case, by the Tribunal;

on such terms (including provision for the payment of costs or expenses) as may seem just, in any case in which the Minister or the Tribunal, as the case may be, is or are satisfied that there has been reasonable ground for not doing, or for not having done, that thing within that period or by that date, as the case may be.

Accidental omission of notice or defect in appointment of members of Tribunal.

24.—(1) The accidental omission to serve any notice required by these Regulations to be served upon, or the non-receipt of any such notice by, any debenture holder or member shall not invalidate the taking effect of any adjustment scheme or any directions given by the Tribunal; but the Tribunal may make with respect to any such omission or non-receipt any such order as may seem just, including provision for the payment of costs or expenses.

(2) All acts done at any sitting of the Tribunal shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person purporting to be a member of the Tribunal, be valid as if that defect had not existed.

Interpretation.

25.—(1) In these Regulations the following expressions have the meanings hereby assigned to them respectively, that is to say:—

"the accountants' panel", "the chairmen's panel" and "the commercial panel" have the meanings assigned to them respectively by paragraph (1) or (3) of regulation eleven, as the case may be;

"the Act" means the Coal Industry Nationalisation Act, 1946;

"adjustment proposal" and "proposer" have the meanings assigned to them respectively by paragraph (2) of regulation two;

"application for approval" and "application for directions" have the meanings assigned to them respectively by regulations six and eight respectively;

"the Minister" means the Minister of Fuel and Power;

"notice of objection" and "objector" have the meanings assigned to them respectively by paragraph (3) of regulation five;

"the Tribunal" has the meaning assigned by paragraph (2) of regulation one.

(2) Expressions to which meanings are assigned by the Act or by these Regulations shall, unless the contrary intention appear, bear the same meanings in any instrument issued under the provisions of these Regulations; and the expression "instrument issued under the provisions of these Regulations" includes any particulars of any decision of the Tribunal recorded in any record, and any notice or document lodged, served or delivered by any person, under those provisions.

52 & 53 Vict. c. 63.

(3) The Interpretation Act, 1889, shall apply to the interpretation of these Regulations as it applies to the interpretation of an Act of Parliament.

Commencement and citation.

26. These Regulations shall come into operation on the first day of November, nineteen hundred and forty-eight; and may be cited as the Coal Industry Nationalisation (Company Adjustment) Regulations, 1948.

Dated this twenty-fifth day of October, nineteen hundred and forty-eight.

Hugh Gaitskell,
Minister of Fuel and Power.

Regulation 3 (2).

FIRST SCHEDULE

THE COAL INDUSTRY NATIONALISATION ACT, 1946

THE COAL INDUSTRY NATIONALISATION (COMPANY ADJUSTMENT) REGULATIONS, 1948

Form of Proxy

[The].....[Company] Limited.

I..... of .....in the county of.....being a [member] [debenture [stock] holder] of [the].....[Company] Limited

hereby appoint.....of.....[or, failing him.....of.....] as my proxy, to act for me at the meeting of the [(*a*)] of the said company to be held at.....on the .....day of.....for the purpose of considering and if thought fit assenting to an adjustment proposal made under the Coal Industry Nationalisation (Company Adjustment) Regulations, 1948, and at such meeting and any adjournment thereof to vote for me and in my name .....(*b*) the said proposal.

Dated this.....day of....., 19 .

.....(*c*)

(*a*) Insert the description of the class of shareholders or holders of debentures, e.g. " preference shareholders ", " debenture stockholders ".

(*b*) Insert the word " for " or " against ", or the words " as he thinks fit on ".

(*c*) Signature, or, in the case of a company, seal.

SECOND SCHEDULE

Regulation 6 (2).

Application for Approval

.....(*a*)

No. of Proceedings.

The Coal Industry Nationalisation Act, 1946,

and

[The].....[Company] Limited.

(*b*) [[The].....[Company] Limited whose registered office is situate at.....in the county of.....]

(*b*) [..... of ..... in the county of.....]

HEREBY [APPLIES] [APPLY] to the Tribunal established under section 25 of the Coal Industry Nationalisation Act, 1946, and the Coal Industry Nationalisation (Company Adjustment) Regulations, 1948, for approval of the adjustment scheme annexed hereto.

NOTICE[S] OF OBJECTION [has] [have] been served upon the company of which [a] cop[y][ies] [is][are] annexed hereto and numbered.....

THE ADDRESS FOR SERVICE of the company is at [the office of [the company] [the company's solicitors] viz:—].....

.....

in the county of.....

Dated this.....day of....., 19 .

.....(*c*)

To the

(*b*) [REGISTRAR OF] [CLERK TO] THE TRIBUNAL

(*a*) To be allotted by the registrar or clerk.

(*b*) Delete whichever is inapplicable.

(*c*) Seal of company or signature of company's solicitors.

Regulation 7 (2).

THIRD SCHEDULE

Form of notice to the Registrar of Companies

No. of Company.....

THE COAL INDUSTRY NATIONALISATION ACT, 1946

THE COAL INDUSTRY NATIONALISATION (COMPANY ADJUSTMENT) REGULATIONS, 1948

Notice of adjustment of interests

Name of Company.....

Presented by.....

To the Registrar of Companies:

[The].....[Company] Limited hereby gives you notice pursuant to Regulation 7 of the Coal Industry Nationalisation (Company Adjustment) Regulations, 1948, that:—

(*a*) [1. The adjustment scheme annexed hereto was duly constituted in accordance with the provisions of the above-mentioned Regulations by the following classes of members [and debenture holders] assenting thereto:—

(*b*) .....on....., 19 .

.....on....., 19 .

.....on....., 19 .

.....on....., 19 .]

(*a*) [The said scheme does not affect the interests of any other class of members or debenture holders.]

(*a*) [The period during which under the Regulations notice of objection might be served on the company expired on....., 19 .]
[after an extension of time made by the Tribunal on.....]

(*a*) [No notice of objection has been served on the company.]

(*a*)(*c*) Notice[s] of objection having been served, the adjustment scheme was approved by the Tribunal established under the above mentioned Act and Regulations on ....., 19 .]

(*a*)(*c*) [2. Directions for the adjustment of the interests of the .....(*d*) were given by the Tribunal established under the above mentioned Act and Regulations on....., 19 .]

3. Amendment of the [articles of association][and][a][debenture trust deed[s] dated.....][and.....] is involved as set out in the extract[s] annexed hereto.

Signature (*e*).....

Dated this ..... day of ....., 19 .

(*a*) Delete if not applicable.

(*b*) Name each class separately, and insert the date of each class meeting at which assent was given to the scheme. Certified copies of the minutes of each meeting must be annexed unless the scheme was afterwards approved by the Tribunal.

(*c*) A certified copy of the order of the Tribunal must be annexed.

(*d*) Name the classes of members and debenture holders.

(*e*) State whether director, manager or secretary.

NOTE.—IN PURSUANCE OF REGULATION 7 OF THE ABOVE MENTIONED REGULATIONS, ONE OR MORE STATUTORY DECLARATIONS VERIFYING EVERY STATEMENT OF FACT MADE IN THIS NOTICE OR, IF THE SCHEME HAS BEEN APPROVED BY THE TRIBUNAL, A CERTIFIED COPY OF ANY RELEVANT ORDER OF THE TRIBUNAL, MUST BE ANNEXED TO THE NOTICE, WHEN ANY PART OF PARAGRAPH 1 IS COMPLETED.

FOURTH SCHEDULE

Regulation 8 (2).

APPLICATION FOR DIRECTIONS

.....(*a*)
No. of Proceedings.

The Coal Industry Nationalisation Act, 1946,
and

[The].....[Company] Limited.

(*b*) [The] [.....[Company] Limited whose registered office is situate at.....in the county of.....]

(*b*) [.....of.....
in the county of.....]

HEREBY [APPLIES] [APPLY] to the Tribunal established under section 25 of the Coal Industry Nationalisation Act, 1946, and the Coal Industry Nationalisation (Company Adjustment) Regulations, 1948, for directions for the adjustment of the interests of.....(*c*) in the assets of the above-named company.

THE APPLICANT'S proposed directions for adjustment as aforesaid are annexed hereto.

THE ADDRESS FOR SERVICE of the applicant is at the office of [the applicant] [the applicant's solicitors] viz:—

.....

in the county of.....

Dated this.....day of....., 19 .

.....(*d*)

To the

(*b*) [REGISTRAR OF] [CLERK TO] THE TRIBUNAL

(*a*) To be allotted by the registrar or clerk.

(*b*) Delete whichever is inapplicable.

(*c*) Name the classes of members or debenture holders whose interests it is proposed should be adjusted.

(*d*) Signature (or seal) of applicant or applicant's solicitors.

FIFTH SCHEDULE

Regulation 12 (1).

REQUEST FOR INSTRUCTIONS AS TO PROCEEDINGS

No.....(*a*)

The Coal Industry Nationalisation Act, 1946,
and

[The].....[Company] Limited.

.....

of.....

being interested as.....(*b*)

in the application dated.....relating to the above-named company

HEREBY APPL[IES] [Y] for instructions as to the proceedings to be taken on the said application.

Dated this.....day of....., 19 .

.....(*c*)

.....(*d*)

To the

(*e*) [REGISTRAR OF] [CLERK TO] THE TRIBUNAL

NOTE.—Copies of this form must be served as provided in Regulation 12(1) and (4) of the Coal Industry Nationalisation (Company Adjustment) Regulations, 1948.

(*a*) Number of application as allotted by the registrar or clerk.

(*b*) Indicate the interest in the application of the person on whose behalf the form is lodged.

(*c*) Signature of the person on whose behalf the form is lodged, or of his solicitors.

(*d*) Address to which communications may be sent.

(*e*) Delete whichever is inapplicable.

Regulation 15.

SIXTH SCHEDULE

TABLE OF FEES

Col. 1	Col. 2
PART I	
On lodging application for approval or for directions	£55
On assessment of costs or expenses for every £2 or fraction thereof allowed	1s.
On receiving certificate of allowance after taxation of costs or expenses	£1
PART II	
Hearing fees, to be paid by applicants for approval and applicants for directions, for each day or part of a day after the first	£45
PART III	
Certified copies of particulars in a record of the Tribunal	6d. per folio, in England and Wales. 1s. 6d. per sheet of 250 words, in Scotland.

EXPLANATORY NOTE

(This Note is not part of these Regulations, but is intended to indicate their general purport.)

These Regulations provide facilities for the adjustment of the interests of debenture holders and members of companies in their company's assets as affected by the substitution of compensation under the Coal Industry Nationalisation Act, 1946, for transferred interests within the meaning of that Act. Such adjustment is to be made with due regard to the factors referred to in sec. 25 of that Act, and may be effected either by the taking effect of an adjustment scheme as provided in the Regulations, or by directions given by a tribunal established under the Regulations.

Proposals for adjustment may be made by the company concerned, or, if the company after being served with notice fails to take any necessary steps, by any person having an interest which it is proposed to adjust (Reg. 2).

An adjustment proposal is constituted an adjustment scheme if each class affected assent to it at a meeting of the class by a majority in number of the persons present and voting representing three quarters in value of the securities held by the class (Reg. 5). If, within one month after notice of its constitution, no person affected objects to an adjustment scheme, the scheme takes effect on notice to the Registrar of Companies (Reg. 7). If there is an objection, the company is required to apply to the tribunal for approval of the scheme, or for directions for adjustment. The tribunal may approve the scheme (which will then take effect), or dismiss the application or, if the applicant consents, may treat the application as an application for directions (Reg. 6).

An application may be made to the tribunal for directions in default of adjustment schemes taking effect. The tribunal are to give such instructions as they think just as to the notice to be given of the application, and the persons to be made parties to the proceedings (Regs. 8 and 12).

The tribunal will consist at any sitting of a legal chairman, an accountant and a person with wide experience of commercial or financial matters. A separate tribunal is established for companies whose registered office is in Scotland. The tribunal will have a registrar (in Scotland, a clerk) who, subject to any instructions of the tribunal, and to a right of appeal from his decisions, may deal with interlocutory matters (Regs. 10 and 11).

Provision is made for the payment of fees by parties to the proceedings (Reg. 15), and for awards by the tribunal that one party shall pay the costs or expenses incurred by another party (Reg. 16).