have been faithfully performed, and the like certificate shall be required from the superintendent registrar with respect to the registrar before any payment is made to the registrar, and from the Registrar General with respect to the superintendent registrar before any payment is made to the superintendent registrar.

Penalty for wilful default.

**19.** If any superintendent registrar, registrar, enumerator, or other person who is bound under this Act if required to act as enumerator, makes wilful default in any of the matters required of him by this Act, or makes any wilfully false declaration, he shall for each offence be liable to a fine not exceeding five pounds.

Penalty for refusing information or giving false answers.

**20.** The enumerators and other persons employed in the execution of this Act shall be authorised to ask all such questions as are directed in any instructions to be prepared by or under the direction of the Board which are necessary for obtaining the returns required by this Act; and if any person refuses to answer or wilfully gives a false answer to such questions, or any of them, he shall for each offence be liable to a fine not exceeding five pounds.

Recovery of penalties.

**21.** All fines imposed by this Act shall be recovered in manner provided by the Summary Jurisdiction Acts.

Extent of Act.

**22.** This Act shall not extend to Scotland or Ireland.

Short title.

**23.** This Act may be cited as the Census (England and Wales) Act, 1890.

## CHAPTER 62.

### An Act to give further Powers to Companies with respect to certain Instruments under which they may be constituted or regulated. [18th August 1890.]

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:

Power for Company to alter objects or form of constitution subject to confirmation by court.

**1.**—(1.) Subject to the provisions of this Act, a company registered under the Companies Acts, 1862 to 1886, may, by special resolution, alter the provisions of its memorandum of association or deed of settlement with respect to the objects of the company, so far as may be required for any of the purposes herein-after specified, or alter the form of its constitution by substituting a memorandum and articles of association for a deed of settlement, either with or without any such alteration as aforesaid with respect to the objects of the company, but in no case shall any such alteration take effect until confirmed on petition by the court which has jurisdiction to make an order for winding up the company.

(2.) Before confirming any such alteration the court must be satisfied—

(*a.*) that sufficient notice has been given to every holder of debentures or debenture stock of the company, and any persons

or class of persons whose interests will, in the opinion of the court, be affected by the alteration; and

(*b.*) that, with respect to every creditor who in the opinion of the court is entitled to object, and who signifies his objection in manner directed by the court, either his consent to the alteration has been obtained or his debt or claim has been discharged or has determined, or has been secured to the satisfaction of the court.

Provided that the court may, in the case of any person or class of persons, for special reasons, dispense with the notice required by this section.

(3.) An order confirming any such alteration may be made on such terms and subject to such conditions as to the court seems fit, and the court may make such orders as to costs as it deems proper.

(4.) The court shall, in exercising its discretion under this Act, have regard to the rights and interests of the members of the company, or of any class of those members, as well as to the rights and interests of the creditors, and may, if it thinks fit, adjourn the proceedings in order that an arrangement may be made to the satisfaction of the court for the purchase of the interests of dissentient members; and the court may give such directions and make such orders as it may think expedient for the purpose of facilitating any such arrangement or carrying the same into effect: Provided always, that it shall not be lawful to expend any part of the capital of the company in any such purchase.

(5.) The court may confirm, either wholly or in part, any such alteration as aforesaid with respect to the objects of the company if it appears that the alteration is required in order to enable the company—

(*a.*) To carry on its business more economically or more efficiently; or

(*b.*) To attain its main purpose by new or improved means; or

(*c.*) To enlarge or change the local area of its operations; or

(*d.*) To carry on some business or businesses which under existing circumstances may conveniently or advantageously be combined with the business of the company; or

(*e.*) To restrict or abandon any of the objects specified in the memorandum of association or deed of settlement.

Registration of order together with memorandum as altered or substituted memorandum and articles and consequences thereof.

**2.**—(1.) Where a company has altered the provisions of its memorandum of association or deed of settlement with respect to the objects of the company, or has altered the form of its constitution by substituting a memorandum and articles of association for a deed of settlement, and such alteration has been confirmed by the court, an office copy of the order confirming such alteration, together with a printed copy of the memorandum of association or deed of settlement so altered, or together with a printed copy of the substituted memorandum and articles of association (as the case may be), shall be delivered by the company to the Registrar of Joint Stock Companies within fifteen days from the date of the order, and the registrar shall register the same, and shall certify

under his hand the registration thereof, and his certificate shall be conclusive evidence that all the requisitions of this Act with respect to such alteration and the confirmation thereof have been complied with, and thenceforth (but subject to the provisions of this Act) the memorandum or deed of settlement so altered shall be the memorandum of association or deed of settlement of the company, or, as the case may be, such substituted memorandum and articles of association shall apply to the company in the same manner as if the company were a company registered under Part I. of the Companies Act, 1862, with such memorandum and articles of association, and the company's deed of settlement shall cease to apply to the company.

(2.) If a company makes default in delivering to the registrar any document required by this Act to be delivered to him the company shall be liable to a penalty not exceeding ten pounds for every day during which it is in default.

Short title and construction.

**3.**—(1.) This Act may be cited as the Companies (Memorandum of Association) Act, 1890.

(2.) This Act and the Companies Acts, 1862 to 1886, shall be construed as one Act, and may be cited collectively as the Companies Acts, 1862 to 1890.

(3.) In this Act the expression "deed of settlement" includes any contract of co-partnery or other instrument constituting or regulating the company and not being an Act of Parliament, a royal charter, or letters patent.

## CHAPTER 63.

### An Act to amend the Law relating to the Winding up of Companies in England and Wales.

[18th August 1890.]

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:

Jurisdiction to wind up companies.

**1.**—(1.) The courts having jurisdiction to wind up companies in England and Wales shall be the High Court, the chancery courts of the counties palatine of Lancaster and Durham, the county courts, and the Stannaries court.

(2.) Where the amount of the capital of a company paid up or credited as paid up exceeds ten thousand pounds, a petition to wind up the company or to continue the winding up of the company under the supervision of the court shall be presented to the High Court, or, in the case of a company situate within the jurisdiction of either of the palatine courts aforesaid, either to the High Court or to the palatine court having jurisdiction.

(3.) Where the amount of the capital of a company paid up or credited as paid up does not exceed ten thousand pounds, and the registered office of the company is situate within the jurisdiction