CHAP. xvi.

An Act to subdivide the shares of the Imperial (Fire) Insurance Company, and for other purposes with respect to the future management of the same Company. A.D. 1869.

[13th May 1869.]

WHEREAS by a deed of settlement bearing date the twelfth day of February 1803 a company under the title of "The "Imperial Insurance Company" was constituted "for the insurance "of ships and other vessels in port or in dock, building or repairing, "and goods on board thereof, also barges and other vessels on "navigable rivers and canals, and goods on board thereof, buildings, "goods, stores, merchandises, and effects in Great Britain and "Ireland, or in any other part of the world, against loss or damage "by fire," and by the said deed it was declared that the capital of the said company was 1,200,000*l.* divided into shares of 500*l.* each, upon each of which shares a payment or deposit of 10*l.* per cent. had been made, and had been invested in the names of the trustees and denominated "capital stock;" and it was by the said deed of settlement provided that the accumulations of the said capital stock until the year 1808 should (unless the same should be required to pay claims upon the company) be invested, and at the expiration of the term of five years from the foundation of the company (namely, in the year 1808), and so of every succeeding five years, an account should be taken of the affairs of the company; and if it should appear that the company had been successful three fourths or four fifths (as a general meeting of the company should determine) of the monies arising from the premiums on insurance should be transferred to and become part of the capital stock; and clause 49 of the said deed provides that if at the expiration of the said five years the affairs of the company authorize such transfer to the capital stock, then that "the whole of the interest or produce of the capital stock, "together with the accumulation thereof during such five years, "should be forthwith divided amongst and be paid to the members

Deed of settlement dated 12th Feb. 1803.

A.D. 1869.

" of the said company in proportion to their respective shares, and " that the future interest or dividends which shall from time to " time arise from the whole amount of the capital stock (including " the transfer from the invested premiums and the accumulations " thereof) shall from and after the expiration of such five years be " divided amongst and be paid to the proprietors in proportion to " their respective shares half yearly :"

And whereas it has been found that shares of so large an amount as 500*l.* each, to which is attached the legal liability of paying thereon a further sum of 450*l.*, are inconvenient to the holders of the said shares and injurious to the company, and afford no greater security to the insured than shares of the amount of 100*l.* each with a proportionate amount of capital paid up would afford; and it is expedient therefore that each share of 500*l.* shall be divided into five shares of 100*l.* each :

5 & 6 Vict. c. lxvi.

And whereas in the year 1842 an Act was passed " to enable the " Imperial Insurance Company to alter some of the provisions of " their deed of settlement, and better regulate their proceedings and " the investment of their funds;" and by the same Act it was provided that a general meeting of the company might upon the conditions therein stated amend, alter, or repeal any of the provisions which under the deed of settlement or the said Act might be subsisting concerning the appropriation, application, and division of the profits of the company, and the ninth section of the said Act gives powers to the company with respect to the investment of its funds :

And whereas in pursuance of the said deed of settlement, and under the powers of the said last-mentioned Act, sums of money have been transferred or added at different periods since the formation of the company to its capital, which, inclusive of the said payment or deposit of 120,000*l.*, now amounts to the sum of 503,930*l.* 1*s.* 7*d.*, and the said sum forms an invested fund at all times hereafter available to the assured, and all other persons having lawful demands against the company; and it is intended out of the profits of the said company to transfer or add to the said sum of 503,930*l.* 1*s.* 7*d.* a further sum of 16,069*l.* 18*s.* 5*d.*, so as to make up an invested fund of 520,000*l.* :

And whereas it is just towards the proprietors that all sums of money which they shall hereafter transfer or add out of profits to the said capital (over and above the said further sum of 16,069*l.* 18*s.* 5*d.*) shall, upon the conditions and to the extent herein-after prescribed, be deemed to be payments in part of the original capital or subscription of 1,200,000*l.*, and shall to the extent of the sums so trans-

ferred or added (over and above the said further sum as aforesaid) exonerate the proprietors from liability to make payments in respect of their shares, but subject to the proviso in that behalf herein-after contained:

Enrolment of transfer. 54 G. 3. c. xii.

And whereas an Act was passed in the year 1813, intituled "An "Act to enable the Imperial Insurance Company to sue and be sued "in the name of the chairman for the time being, or of any other "member of the company," and by the second section of the said Act it was provided "that a memorial of the name and names of "the chairman and of the several persons being members of the "said company, in the form for that purpose expressed in the sche-"dule hereunto annexed, shall be enrolled upon oath in the High "Court of Chancery within three months after the passing of this "Act; and when any new chairman shall be elected, or any transfer "of any share or shares of any member of the said company shall "be made, a memorial thereof shall in a like manner be enrolled as "aforesaid within thirty days afterwards, in the form or to the effect "expressed in the said schedule for that purpose;" and it has been found that the enrolling of memorials on every transfer is inconvenient and causes unnecessary expense:

And whereas the said company has for many years been commonly called "The Imperial Fire Insurance Company," in order to distinguish the same from "The Imperial Life Insurance Company," and it is expedient that the said company shall be hereafter called "The Imperial Fire Insurance Company," and that in other respects the provisions of the deed of settlement and of the recited Acts be amended, altered, and enlarged:

And whereas the said deed of settlement provides that the directors of the West India Dock Company shall appoint seven directors in addition to the fourteen directors who are to be appointed by the subscribers to the company; and by an Act, 1 Vict. c. 9., the West India Dock Company was amalgamated with the East India Dock Company under the name of the "East and West India Dock Company:"

And whereas the foregoing objects cannot be attained without the authority of Parliament: May it 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; that is to say,

Short title.

1. This Act may be cited for all purposes as "The Imperial Fire Insurance Act, 1869."

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Part IV. of 26 & 27 Vict. c. 118. incorporated.

2. Part IV. of the "Companies Clauses Act, 1863," relating to change of name, shall form part of this Act, and from and after the passing of this Act the name of the company shall be "The Imperial Fire Insurance Company."

Subdivision of shares.

3. From and after the passing of this Act each share of five hundred pounds of the company shall be divided into five shares of one hundred pounds each, and the following provisions shall apply to such division:

(1.) Within three months after the passing of this Act the court of directors shall give notice to every proprietor of the company, by letter directed to the address of such proprietor in the books of the company, that within a period to be fixed by the said notice there will be issued gratuitously to the said proprietor, at a place or places to be named in the notice, certificates for five shares of one hundred pounds each in respect of his original share of five hundred pounds:

(2.) Within the period and at the places designated in the said notice the company shall accordingly deliver gratuitously to every proprietor of a share of five hundred pounds certificates for five several shares of one hundred pounds each; and every such share shall confer such right of voting at meetings of the company, and, subject to the provisions of this Act, confer and have all such other rights, qualifications, privileges, liabilities, and incidents, and be subject to the same trusts as from time to time attach and are incident to the original share of the company for which such new shares have been substituted; and the company shall not be liable to inquire into the title of the person whose name shall appear on the said books as proprietor, but every such person shall be deemed primâ facie and for the purpose of receiving such certificates the proprietor of such share:

(3.) There shall be carried to the credit of each share of one hundred pounds one-fifth part of the original payment or deposit of fifty pounds upon each original share, and also from time to time a proportionate part of such sums as shall hereafter be transferred or added out of the profits of the company over and above the said sum of sixteen thousand and sixty-nine pounds eighteen shillings and fivepence to the capital stock, until the sums so carried to the credit of each share (including the one-fifth part of the

original payment) shall be equal to one half of the amount of such share; and the sums so carried to the credit of each share shall be deemed to be sums paid in respect of the said share towards the capital stock of the company, and shall to the extent of the said sums exonerate the proprietor of the said share from liability to further payment in respect thereof; provided that nothing contained in this Act and no sums which may be carried to the credit of any share under this section shall exonerate the proprietor of any share from liability to an extent exceeding one half of the amount of such share:

(4.) The directors of the company may make such alterations in the rules, orders, and regulations contained in the deed of settlement of the company as the subdivision of shares may render expedient.

Providing for maintenance of capital stock.

4. The sums now standing to the credit of the capital stock of the company, amounting as aforesaid to five hundred and three thousand nine hundred and thirty pounds one shilling and sevenpence, together with the sums which shall hereafter be transferred or added to the said capital stock, shall be retained by the company in order to meet demands on the said company in the transaction of their business, and shall not be divisible among the proprietors; but nothing in this Act shall prevent the division among the proprietors of the interest or dividends of the said capital stock in conformity with the provisions of the said deed of settlement and of the recited Acts, or one of them.

As to enrolment of the names of proprietors in lieu of enrolment of transfers.

5. The second and third sections of the said Act of 1813 (54 Geo. 3. cap. 12.) shall be and are hereby repealed, and in lieu thereof be it enacted as follows: The company shall in the month of January in each year, or within thirty days after the election shall have taken place, cause to be enrolled in the High Court of Chancery a memorial containing the name, residence, and description of every new chairman of the company, specifying in whose place he shall have been elected; and when any person shall have ceased to be a proprietor of the company, or when any person shall have become a proprietor of the company, the company shall in the months of January, April, July, and October in each year, or within three months after either of the said events shall happen, cause to be enrolled in like manner a memorial of the name, residence, and description of every person so ceasing to be a proprietor, and of every person so become a proprietor thereof; and all or any of the particulars aforesaid may be contained in the same memorial, which shall be in the form or to the effect expressed in the schedule

As to verification of memorial.

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annexed to this Act, and shall be signed by one of the directors or accountant of the company, and shall be verified by a declaration of the person signing the same, made in pursuance of the Act passed in the fifth year of the reign of His late Majesty William the Fourth; and any person whose name is contained in any memorial shall continue liable to all actions, suits, judgments, and executions until a memorial stating that such person has ceased to be a proprietor shall have been enrolled as aforesaid, saving nevertheless to the person who has so ceased to be a proprietor all rights and remedies against the person to whom the share shall have been transferred.

As to directors.

6. The following provisions shall apply to the court of directors:

(1.) At the general meeting of proprietors which shall take place in the month of January one thousand eight hundred and seventy, or at any subsequent general or special meeting of the company, any director out of office or then going out of office by rotation shall be re-eligible as a director without having been out of office for one year:

(2.) At the general meeting of the company which shall take place in the month of January one thousand eight hundred and seventy the court of directors may, with the consent of the majority of the proprietors then present in person or by proxy, be increased to any number not exceeding twenty-seven; provided that until the number of directors shall be reduced by death, resignation, or otherwise below twenty-four, no proprietor who had not theretofore been a director shall be eligible for that office:

(3.) After the court of directors shall be reduced as aforesaid to twenty-four the number of directors shall never exceed twenty-four, sixteen of whom shall be elected by the company and eight shall be appointed by the East and West India Dock Company:

(4.) The chairman and vice-chairman of the court of directors shall on going out of their respective offices be eligible to the same offices:

(5.) A proprietor shall be eligible as a director who has held the qualification for that office for two months previously to such election:

(6.) A proprietor elected to supply the place of a director whose office shall have become vacant by death, resignation, disqualification, or otherwise during the term thereof shall

retain his seat in the court of directors only so long as the director in whose place he shall have been elected would have retained that office.

As to auditors.

7. At the general meeting of the company to be held in the month of January one thousand eight hundred and seventy the number of auditors, if more than four, shall be reduced to that number by ballot among themselves; and thenceforth an auditor going out of office shall be re-eligible without having been out of office for one year, and every proprietor shall be eligible as an auditor if he shall have held his qualification for that office during two months previous to his election; and an auditor elected to supply the place of an auditor whose office has become vacant during the term thereof shall hold office only so long as the auditor in whose place he shall have been elected would have held such office.

As to trustees.

8. The foregoing provision with respect to the length of time during which a qualification for the office of director or auditor must be held by a proprietor shall apply to the office of trustee, and the provision as to the duration in office of a director appointed to fill the place of one whose office has become vacant as aforesaid shall also apply to a director appointed to supply the place of a trustee whose office shall have been so vacated.

As to shares of deceased proprietors.

9. No person, as representative of a deceased proprietor, shall be entitled to receive more than one half-yearly dividend or profit declared after the death of the proprietor in respect of any share held by such deceased proprietor until some person shall have legally become a proprietor of such share in conformity with the provisions of the deed of settlement and the byelaws and regulations of the company.

As to proceedings against proprietors.

10. Notwithstanding anything contained in the 56th clause of the said deed of settlement, it shall be lawful for the company to commence and prosecute any action or other proceeding against any proprietor thereof in the name of the chairman for the time being or of any proprietor of the company in the same manner as by the said first-recited Act any such proceedings may be commenced or prosecuted against any person not being a proprietor, notwithstanding that the trustees named in any deed of covenant executed in pursuance of the 54th section of the deed of settlement may be then dead or that no such deed of covenant may have been executed, and that the death, resignation, or removal or other act of such chairman or proprietor shall not abate any such action or other proceeding.

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As to appointments of local directors, &c.

11. The court of directors may appoint any persons or person, whether shareholders or shareholder or not, to act as local directors, committee, or agents in the United Kingdom or in the colonies or dependencies of Great Britain, or in any foreign parts, with such powers and authorities for promoting and carrying on the business of the company as the court may define, and may from time to time revoke and cancel the appointment of any such persons or person; and the court may by power of attorney executed under the seals of the chairman for the time being and two other directors of the company (such chairman and directors being authorized by minute of the court to execute such power) authorize such local directors, committee, or agents to sign and deliver policies of insurance against fire, and receive the premiums and stamp duties for the same, and what such local directors, committee, or agents shall lawfully do with respect to the execution of policies shall be binding on the company; provided that the restrictions contained in the 23rd clause of the said deed of settlement, or by resolution of the court of directors or proprietors, as to the amount to be insured upon one risk shall be binding upon the said local directors, committee, and agents, and the said local directors, committee, and agents shall likewise be bound by such of the byelaws, rules, and regulations of the company, and by such of the clauses in the said deed of settlement with respect to the granting of policies, as shall be applicable to policies granted by them.

Act to be at all times valid.

12. The provisions contained in this Act shall extend and be construed to extend to the said society or partnership called The Imperial (Fire) Insurance Company at all times during the continuance of the same, whether the same from time to time hath been or be now or shall be hereafter composed of all or some of the persons who were the original members or partners thereof, or of all or some of those persons together with some other persons, or shall be composed altogether of persons who were not original members or partners of the same.

Company not incorporated by this Act.

13. Provided always, that nothing herein contained shall extend or be deemed, construed, or taken to extend to incorporate the said company, or to relieve or discharge the said company, or any of the members thereof or subscribers thereto, from any responsibility, duties, contracts, or obligations whatsoever, which by law they now are or at any time hereafter shall be subject or liable to, either between the said company and others or between the individual members of the said company, or any of them, and others, or among themselves, or in any other manner whatsoever, except so far as

the same is affected by the provisions of this present Act and the true intent and meaning of the same.

Expenses of Act.

14. The costs, charges, and expenses of and incidental to the passing of this Act shall be paid by the company.

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SCHEDULE.

Form of Memorial.

Memorial made the day of of the name of the chairman of the Imperial Fire Insurance Company and of the person in whose place he has been appointed, and of the names of the persons who have ceased to be proprietors of the said company and of the new proprietors thereof, enrolled in pursuance of the Imperial Fire Insurance Act, 1869.

Name of new chairman, and of the person in whose place he has been appointed:—

A.B., of in the stead of *C.D.*, of

Names of persons who have ceased to be proprietors:—

E.F., of *G.H.*, of

Names of new proprietors:—

J.K., of *L.M.*, of

Declaration verifying the Memorial.

I *A.B.*, of , one of the directors [accountant] of the said company, do solemnly and sincerely declare that the above written memorial contains the names of the new chairman of the said company and of the person in whose place he has been appointed, and contains also the names of the persons who since the last enrolment have ceased to be proprietors of the said company, and also the names of the new proprietors thereof as the same respectively appear in the books of the said company: And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of an Act made and passed in the sixth year of the reign of His late Majesty King William the Fourth, intituled "An Act to repeal an Act of the present session of Parliament, intituled 'An Act for the more effectual abolition of oaths and affirmations taken and made in various departments of the State, and to substitute declarations in lieu thereof, and for the more entire suppression of voluntary and extra-judicial oaths and affidavits, and to make other provisions for the abolition of unnecessary oaths.'"

Signed *A.B.*

Solemnly declared, *&c.*

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