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Cap. vi.

An Act to enable "The *Liverpool East India* Warehouse Company" to sue and be sued in the Name of the Chairman, Deputy Chairman, or any One of the Directors of the said Company; and for other Purposes relating thereto.

[23d *March* 1840.]

WHEREAS several Persons have formed themselves into a Company or Partnership in *Liverpool* in the County Palatine of *Lancaster*, by the Name of "The *Liverpool East India* Warehouse Company," and have subscribed or raised considerable Sums of Money for the Purpose of carrying on the Business of a Warehouse Keeper, and of receiving, housing, and storing Goods and Merchandize in Warehouses and other Places of secure Deposit, in *Liverpool* aforesaid, or within Five Miles thereof, and of shipping and landing such Goods and Merchandize, and of transacting the Business connected therewith: And whereas Difficulties may arise in recovering Debts due to the said Company, and in maintaining Actions for Damages done to the said Company or to their Property, since by Law all the Members for the Time being of the said Company must be named in every Action or Suit carried on for such Purpose: And whereas it would be convenient that Persons having

having Demands against the said Company should be entitled to sue the Chairman, Deputy Chairman, or One of the Directors for the Time being of the said Company: And whereas it would be convenient that Prosecutions for Embezzlement, Robbery, or stealing the Property of the said Company, or for Fraud, or any other Offence against the said Company, should be instituted and carried on in the Name of the Chairman or Deputy Chairman or any One of the Directors for the Time being of the said Company, and that in all Indictments and Informations it should be lawful to state the Property of the said Company to be the Property of such Chairman, Deputy Chairman, or Director for the Time being of the said Company: Wherefore, for obviating and removing the Difficulties aforesaid, 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, That from and after the passing of this Act all Actions, Suits, and other Proceedings at Law or in Equity, or in Bankruptcy, to be commenced, instituted, or carried on by or on behalf of the said Company, or wherein the said Company is or shall be concerned or interested, against any Person or Persons, Body or Bodies Politic or Corporate, whether such Person or Persons, Body or Bodies Politic or Corporate, or any of them, shall then be or shall have been a Member or Members, Proprietor or Proprietors of or in the said Company or not, shall and lawfully may be commenced, instituted, and prosecuted or carried on in the Name of the Person who shall be the Chairman of the said Company at the Time such Action, Suit, or Proceeding shall be commenced or instituted, or in the Name of the Deputy Chairman or of any One of the Directors for the Time being of the said Company, as the nominal Plaintiff, Pursuer, or Petitioner, for and on behalf of the said Company; and all Actions, Suits, and Proceedings to be commenced or instituted against the said Company by any Person or Persons, Body or Bodies Politic or Corporate, whether such Person or Persons, Body or Bodies Politic or Corporate, or any of them, shall then be or shall have been a Member or Members, Proprietor or Proprietors of or in the said Company or not, may be commenced, instituted, and prosecuted against the Chairman or the Deputy Chairman or any One Director for the Time being of the said Company, as the nominal Defendant, Defender, or Respondent for and on behalf of the said Company; and in case there shall not then be any Person elected and acting as Chairman, Deputy Chairman, or a Director of the said Company, then every such Action, Suit, or Proceeding may be commenced, instituted, and prosecuted against any Person who was the Chairman, Deputy Chairman, or a Director of the said Company at the Time the Contract or Contracts was or were entered into upon or in respect of which such Action, Suit, or Proceeding may be brought or instituted; and all Prosecutions to be brought, instituted, or carried on by or on behalf of the said Company for Fraud upon or against the said Company, or for Embezzlement, Robbery, or stealing any Money, Notes, Bills, Effects, Securities, Goods, Chattels, or Property of the said Company, or for any other Offence against the said Company or the Property thereof, shall and lawfully may be so brought

Company may sue and be sued in the Name of the Chairman, &c.

brought or instituted and carried on in the Name of the Chairman or Deputy Chairman or any One of the Directors for the Time being of the said Company, and in all Indictments and Informations it shall be lawful to state the Property of the said Company to be the Property of such Chairman, Deputy Chairman, or Director for the Time being of the said Company; and any Offence committed to injure or defraud the said Company shall and lawfully may, in any such Prosecution, be laid to have been committed with Intent to injure or defraud such Chairman, Deputy Chairman, or Director for the Time being of the said Company, and any Offender or Offenders may thereupon be lawfully convicted of any such Offence; and in all other Allegations and Indictments, Informations and other Proceedings, in which, beforet he passing of this Act, it would have been necessary to state the Names of the Persons composing the said Company, it shall be lawful and sufficient to state the Name of such Chairman, Deputy Chairman, or Director; and the Death, Resignation, or Removal or other Act of such Chairman, Deputy Chairman, or Director done without the Consent of the said Company shall not abate any such Action, Suit, Proceeding, or Prosecution.

No Action to be affected in consequence of the Plaintiff or Defendant being a Proprietor.

II. And be it further enacted, That no Action, Suit, or other Proceeding which may be commenced, instituted, or prosecuted under the Authority of this Act shall be in anywise affected or defeated by or by reason of the Plaintiff or Plaintiffs or Defendant or Defendants therein respectively, or any of them, or any other Person or Persons in whom any Interest may be averred, or who may be in anywise interested or concerned in such Action or Suit, being or having been a Proprietor or Proprietors or a Partner or Partners in the said Company, and that all such Actions, Suits, and Proceedings shall be conducted and have effect as if the same had been between Strangers.

A Memorial of the Names of Proprietors to be enrolled in the High Court of Chancery.

III. And be it further enacted, That the Directors of the said Company shall cause a Memorial of the Names of the Chairman, Deputy Chairman, and Directors, and of the several Persons being Proprietors of the said Company, in the Form or to the Effect for that Purpose expressed in the Schedule to this Act annexed, to be enrolled upon solemn Declaration in the High Court of Chancery, within Three Calendar Months next after the passing of this Act; and when any new Chairman or Deputy Chairman, or any new Director or Directors, shall be elected, or any Transfer of any Share or Shares of any Proprietor of the said Company shall be made, then the Directors for the Time being of the said Company shall cause a Memorial thereof in like Manner to be enrolled, upon solemn Declaration as aforesaid, within Three Calendar Months afterwards, in the Form or to the Effect expressed in the said Schedule for that Purpose.

No Action to be brought until such Memorial is enrolled.

IV. Provided always, and be it further enacted, That until such Memorial as first herein-before mentioned shall have been enrolled in manner herein directed no Action or Suit shall be brought by the said Company under the Authority of this Act, and until the Memorial by this Act required to be enrolled in the event of any Change

Change in the Chairman, Deputy Chairman, Directors, or Proprietors of the said Company shall have been enrolled as herein-before mentioned, all the Shareholders whose Names shall appear in the Enrolment immediately preceding such Change shall be and are hereby declared to be liable to all such Executions or Diligences, upon Judgment or Decree, as are herein-after mentioned.

Execution upon any Judgment may be issued against any Member of the Company, &c.

V. Provided always, and be it further enacted, That Execution or Diligence upon any Judgment or Decree in any such Action or Suit obtained against the Chairman, Deputy Chairman, or any One Director for the Time being of the said Company, whether as Plaintiff or Pursuer, or as Defendant, Respondent, or Defender, may be issued against any Director or Directors or Proprietor or Proprietors for the Time being of the said Company; provided always, that every such Chairman, Deputy Chairman, or Director in whose Name any such Action or Suit shall be commenced, prosecuted, or defended, and every such Chairman, Deputy Chairman, Director or Directors, Proprietor or Proprietors against whom Execution or Diligence upon any Judgment or Decree obtained in any such Action or Suit shall be issued as aforesaid, or as herein-after is mentioned, shall always be reimbursed and paid out of the Funds of the said Company all such Loss, Damages, Costs, and Charges as by the Event of any such Proceedings he or they shall be put unto or become chargeable with: Provided always, that in case such Execution or Diligence against the Chairman, Deputy Chairman, or Director or Directors or Proprietor or Proprietors for the Time being of the said Company, shall be ineffectual for obtaining Payment and Satisfaction for the Sum or Sums sought to be recovered thereby, it shall be lawful for the Party or Parties so having obtained Judgment or Decree against the Chairman, Deputy Chairman, or any One Director for the Time being of the said Company, to issue Execution or Diligence against any other Person or Persons who was or were a Proprietor or Proprietors thereof at the Time the Contract or Contracts was or were entered into upon which such Action or Suit may have been brought or instituted, but no Execution or Diligence as last mentioned shall be issued without Leave first granted in open Court (by the Court in which such Action or Suit may have been brought or instituted), upon Motion to be made after Notice in Writing given to the Person or Persons sought to be charged: Provided also, that it shall not be lawful for the said Company, or any Person or Persons on behalf of the said Company, in any Manner to stipulate, contract, or agree with any Person or Persons to limit or restrict the Liability of the Proprietors of the said Company or any of them, or to make any special Contract or Agreement in relation to the Extent of the Liability of the Proprietors of the said Company or any of them, other than or differing from such Contracts or Agreements as are usually made between general Partners in Trade and others contracting with them, except so far as such Contracts, and the Remedies for enforcing the Performance of the same, are affected by the Provisions of this Act, and the true Intent and Meaning thereof.

Execution may issue against any Person who was a Proprietor when the Contract was made.

Liability of Proprietors not to be restricted.

Decrees against the Chairman,

VI. And be it further enacted, That all and every Judgment or Judgments, Decree or Decrees, Order or Orders, made or pronounced in

in any Action, Suit, or Proceeding, in any Court of Law or Equity, against the Chairman or Deputy Chairman, or any Director for the Time being of the said Company, shall have the like Effect and Operation upon and against the Property and Funds of the said Company, and upon and against the Persons and Property of every Proprietor thereof, as if all the Proprietors of such Company were Parties before the Court to and in such Action, Suit, or Proceeding; and it shall be lawful for any Court in which such Judgment, Order, or Decree shall have been made to cause such Judgment, Order, or Decree to be enforced against all and every or any of the Proprietors of such Company, in like Manner as if all the Proprietors of such Company were Parties before such Court to and in such Action, Suit, or Proceeding.

&c. to have effect against the Company.

VII. And be it further enacted, That any individual Proprietor or Proprietors of the said Company, or Person or Persons who shall have been a Proprietor or Proprietors of the said Company, and who shall have disposed of or parted with his or their Share or Shares and Interest therein, and who shall claim Payment of any Dividends of the Funds or Profits of the said Company due and payable to him or them (and not also disposed of or parted with along with such Share or Shares), or any other Right or Interest against the said Company generally, shall or lawfully may commence and carry on, in any Court of Equity, any Suit or other Proceeding against the Chairman or Deputy Chairman, or any Director for the Time being of the said Company; and such Chairman, Deputy Chairman, or any One of the Directors for the Time being of the said Company, may commence and carry on, in his own Name, any Action at Law or Suit or other Proceeding in any Court of Equity against any individual Proprietor or Proprietors of the said Company against whom the said Company generally may have any Claim or Demand; and all such Actions, Suits, and other Proceedings shall be as valid and effectual as if all the Proprietors of the said Company had been made Parties, and every Decree and Order made therein shall be binding for or against the said Company and all the Proprietors thereof, and no Abatement shall arise from the Death, Resignation, or Removal, or any other Act of any such Chairman, Deputy Chairman, or Director, pending the Suit: Provided always, that in case, for the Purpose of Discovery, any Person or Persons, whether a Proprietor or Proprietors of the said Company or not, having Claims or Demands against the said Company, shall be minded and desirous to include any other Proprietor or Proprietors of the said Company besides the Chairman, Deputy Chairman, or any Director thereof, as a Defendant or Defendants in any Bill or other Proceeding in any Court of Equity, it shall be lawful for him or them so to do, any thing in this Act contained to the contrary notwithstanding.

Individual Proprietors may sue the Chairman, &c., who may bring Actions or Suits against Proprietors.

VIII. Provided always, and be it enacted, That no Claim or Demand of any Person who may be or may have been a Proprietor of the said Company for or in respect of his Share of the Capital or Joint Stock thereof, or of any Dividends, Interest, Profits, or Bonus payable or apportionable in respect of such Share, shall be capable of being set off, either at Law or in Equity, against any Claim or

Proprietor's Share not to be set off against a Demand of the Company.

Demand which the said Company may have against such Person on account of any other Matter or Thing whatsoever, but all Proceedings in respect of such other Matter or Thing may be carried on as if no Claim or Demand existed in respect of such Share of Capital or Joint Stock, or of any Dividends, Interest, Profits, or Bonus payable or apportionable in respect thereof.

Proceedings in Action where Merits are determined may be pleaded in bar of any other Action for same Cause.

IX. And be it further enacted, That in case the Merits of any Claim or Demand by or against the said Company shall have been determined in any Action or Suit by or against the Chairman, Deputy Chairman, or any Director or Proprietor of the said Company, under the Authority of this Act, the Proceedings in such Action or Suit may be pleaded in bar of any other Action or Suit for the same Cause by or against any Chairman, Deputy Chairman, Director, or Proprietor of the said Company.

Making false Declaration a Misdemeanor.

X. And be it further enacted, That every Person who shall wilfully and corruptly make and subscribe any Declaration required to be made and subscribed under the Authority of this Act, knowing the same to be false in any material Particulars, shall be deemed guilty of a Misdemeanor, and shall be punished accordingly.

Act to extend to the Company, notwithstanding Change of Proprietors.

XI. And be it further enacted, That all the Provisions contained in this Act shall extend and be construed to extend to the said Company or Partnership called "The *Liverpool East India* Warehouse Company," at all Times during the Continuance of the same, whether the same from Time to Time hath been or be now or shall hereafter be composed of all or some of the Persons who were the original Proprietors 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 Proprietors or Partners of the same.

Company not incorporated by this Act.

XII. Provided always, and be it further enacted, 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 Proprietors thereof or Subscribers thereto, from any Responsibility, Duties, Contracts, or Obligations whatsoever which by Law they now are or at any Time hereafter may be subject or liable to, either between the said Company and others, or between the individual Proprietors of the said Company or any of them and others, or amongst themselves, or in any Manner whatsoever, except so far as the same is affected by the Provisions of this Act, and the true Intent and Meaning thereof.

Public Act.

XIII. And be it further enacted, That this Act shall be deemed and taken to be a Public Act, and shall be judicially taken notice of as such by all Judges, Justices, and others.

The

The SCHEDULE referred to by the foregoing Act.

MEMORIAL of the Names of the Chairman, Deputy Chairman, Directors, and Proprietors of "The Liverpool East India Warehouse Company," on the Day of One thousand eight hundred and , enrolled pursuant to an Act passed [*here insert the Date and Title of this Act*].

A. B. Chairman.
C. D. Deputy Chairman.
E. F., *G. H.*, *I. K.* } Directors.
N. O., *P. Q.*, *R. S.* } Proprietors.

I of in the County of [*insert Description*] do hereby solemnly and sincerely declare, That the above-written Memorial doth contain the Names of the Chairman, Deputy Chairman, Directors, and all the present Proprietors 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, and in pursuance of the Provisions of the Statute in that Case made and provided.

(Signed)

Solemnly declared [*insert Place and Date of Declaration*].

MEMORIAL of the Names of the Chairman, Deputy Chairman, and Directors of "The Liverpool East India Warehouse Company," to be enrolled in pursuance of an Act passed [*here insert the Date and Title of this Act*].

A. B. Chairman.
C. D. Deputy Chairman.
E. F., *&c.* [*here insert the Names of the Directors*], Directors.

I of in the County of [*Description*] do hereby solemnly and sincerely declare, That the above-written Memorial doth contain the Names of the Chairman, Deputy Chairman, and Directors of the said Company, and that the above-named *E. F.*, *&c.* [*here insert the Names of the Directors*] were respectively elected Directors of the said Company on the [*here insert the Dates of their respective Appointments*]; that the above-named *A. B.* was on the Day of elected Chairman, and the above-named *C. D.* was then also elected Deputy Chairman, of the said Company for the Year commencing on the Day of and ending on the Day of ; and I make this solemn Declaration conscientiously believing the same to be true, and by virtue of the Statute in that Case made and provided.

(Signed)

Solemnly declared [*insert Place and Date of Declaration*].

MEMORIAL of the Name or Names of the Person or Persons who hath or have ceased or discontinued to hold any Share or Shares in "The Liverpool East India Warehouse Company" since the Day of One thousand eight hundred and being the Date of the Memorial last registered respecting the said Premises and the said Company.

N.O. of, *&c.* [*here insert Names of the Persons who have ceased to hold Shares.*]

I of in the County of [*Description*] do hereby solemnly and sincerely declare, That the above-written Memorial doth contain the Name or Names of the Person or Persons who hath or have ceased or discontinued to hold any Share or Shares in the above-named Company since the Day of One thousand eight hundred and , as the same appears in the Books of the said Company; and I make this solemn Declaration conscientiously believing the same to be true, and in pursuance of the Provisions in that Case made and provided.

(Signed)

Solemnly declared [*insert Place and Date of Declaration*].

MEMORIAL of the Name or Names of the Person or Persons having become a Proprietor or Partner in, or possessed of or entitled to, any Share or Shares in "The Liverpool East India Warehouse Company," since the Day of One thousand eight hundred and , being the Date of the Memorial last registered respecting the said Premises and the said Company.

T. U. of, *&c.*, holding Shares.

I of in the County of [*Description*] do hereby solemnly and sincerely declare, That the above-written Memorial doth contain the Name or Names of the Person or Persons who hath or have become a Proprietor or Proprietors in, or possessed of or entitled to any Share or Shares in the above-named Company, since the Day of One thousand eight hundred and , as the same appears in the Books of the said Company; and I make this solemn Declaration conscientiously believing the same to be true, and in pursuance of the Provisions of the Statute in that Case made and provided.

(Signed)

Solemnly declared [*insert Place and Date of Declaration*].

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