



Shard Bridge Act 1991

1991 CHAPTER v

An Act to modify the Transport Charges &c. (Miscellaneous Provisions) Act 1954 in its application to the bridge undertaking of the Shard Bridge Company; to confer other powers on the proprietors and to amend or repeal certain of the local statutory provisions applicable to them; and for other purposes. [9th May 1991]

WHEREAS—

- (1) By the Shard Bridge Act 1862 (in this Act called “the Act of 1862”) the Shard Bridge Company (in this Act called “the Company”) were incorporated and authorised to construct a bridge (in this Act called “the bridge”) across the river Wyre with approach roads thereto and to levy tolls:
- (2) By the Shard Bridge Act 1975 (in this Act called “the Act of 1975”), the Act of 1862 was amended, certain provisions of that Act were repealed and further powers were conferred upon the Company for the management and regulation of the bridge:
- (3) The bridge continues to serve the needs of substantial volumes of traffic and at the same time the cost of maintaining the bridge continues to increase:
- (4) It is expedient for the authorisation of tolls pursuant to the Transport Charges &c. (Miscellaneous Provisions) Act 1954 sufficient for the purposes of their undertaking that the provisions of that Act in their application to the Company should be modified as by this Act provided:
- (5) It is expedient that new provision be made with respect to failure by persons to pay the tolls levied by the Company:
- (6) It is expedient that further powers be conferred on the Company, that the Companies Clauses Consolidation Acts 1845 and 1888 be amended in their application to the Company, and that other amendments be made to the powers and duties of the Company and to its constitution, including amendments and repeals of provisions of the local Acts affecting the Company:
- (7) The objects of this Act cannot be effected without the authority of Parliament:

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May it therefore please Your Majesty that it may be enacted, and be it enacted, by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:—

1 Short and collective titles

- (1) This Act may be cited as the Shard Bridge Act 1991.
- (2) The Shard Bridge Acts 1862 and 1975 and this Act may be cited together as the Shard Bridge Acts 1862 to 1991.

2 Interpretation

In this Act, unless the context otherwise requires—

“the Act of 1862” means the Shard Bridge Act 1862;

“the Act of 1975” means the Shard Bridge Act 1975;

“the bridge” means the Shard Bridge and roads of the Company and all the lands, easements, rights, toll-houses, toll-gates, signals, buildings, offices and other assets of whatever description for the time being held or used by the Company in connection with that bridge;

“the Company” means the body corporate constituted by the Act of 1862 under the name of “The Shard Bridge Company”.

3 Modification of Transport Charges &c. (Miscellaneous Provisions) Act 1954

In its application to the Company, section 6 (3) of the Transport Charges &c. (Miscellaneous Provisions) Act 1954 (revision of charges) shall have effect as if for the words “the paid up share capital of the undertaking” there were substituted the words “the investment of the Shard Bridge Company in the bridge as defined in section 2 of the Shard Bridge Act 1991”.

4 Failure to pay tolls

- (1) If any person refuses or neglects to pay any toll or part thereof lawfully due from him, the persons appointed to receive tolls may refuse to permit the person so in default to pass through or by any toll-gate or other place at which such toll should be paid and may stop and prevent the person so in default from passing through or by the same.
- (2) A person who—
 - (a) passes through or by any toll-gate or other place at which any toll should be paid or otherwise passes over or onto the bridge, in either case with intent to avoid paying any toll lawfully due from him; or
 - (b) operates or attempts to operate a machine provided by the Company for the collection of tolls by the insertion of objects other than current coins of the realm of the appropriate denomination or tokens authorised by the Company to be used for the payment of such tolls; or
 - (c) otherwise interferes with such a machine as is mentioned in paragraph (b) above with the intention of dishonestly obtaining for himself a pecuniary advantage; or

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- (d) intentionally obstructs a person appointed to receive tolls acting in the execution of his duty;
- shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale.
- (3) Where the driver of a vehicle is alleged to be guilty of an offence under subsection (2) above—
- (a) the person keeping the vehicle shall give such information as to the identity of the driver as he may be required in writing to give by or on behalf of a police officer or a person appointed to receive tolls; and
 - (b) any other person shall if so required give any information which it is in his power to give and may lead to the identification of the driver.
- (4) (a) A person who without reasonable excuse fails to comply with the requirement of subsection (3)(a) above shall be guilty of an offence unless he shows to the satisfaction of the court that he did not know and could not with reasonable diligence have ascertained who the driver of the vehicle was; and a person who fails to comply with the requirement of subsection (3)(b) above shall be guilty of an offence.
- (b) A person guilty of an offence under this subsection shall be liable on summary conviction to a fine not exceeding level 3 on the standard scale.

5 Meetings of Company

Notwithstanding anything in the Companies Clauses Consolidation Act 1845 or in any other enactment relating to the Company—

- (a) the ordinary meetings of the Company shall be held once only in each year and the Company shall not be required to balance their accounts half-yearly or to make up a balance sheet half-yearly;
- (b) the Company may by resolution at a general meeting at any time determine that the ordinary meetings of the Company shall be held in such month as the directors may from time to time determine and the Company may from time to time in like manner alter or rescind any such resolutions;
- (c) notice of all general meetings of the Company (whether ordinary or extraordinary) may, if the directors so determine, be given by letter sent by ordinary letter post to each shareholder instead of by public advertisement:

Provided that the letters shall be directed according to the registered or other known address of each shareholder, pre-paid and posted not later than 7 clear days before the date of the meeting;

- (d) the accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any shareholder shall not invalidate the proceedings at that general meeting.

6 Register of shareholders and shareholders' address book

Notwithstanding anything in the Companies Clauses Consolidation Act 1845 it shall not be obligatory upon the Company—

- (a) to keep separately a register of shareholders and a shareholders' address book if in place thereof the Company keep one register only containing such particulars as are required by the said Act to be entered in the register of shareholders and the shareholders' address book respectively; or

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- (b) to authenticate by the affixing of their common seal or otherwise the register of shareholders or any register which the Company may keep in place thereof under the powers of this section.

7 Computerised records

- (1) Notwithstanding anything in the Companies Clauses Consolidation Act 1845, the Company may keep any register, index, minute book or book of account which they are required to keep either in bound books or by recording the matter in question in any other manner.
- (2) Any such recording may be other than in legible form so long as the recording is capable of being reproduced in legible form.
- (3) Any duty imposed on the Company to allow inspection of, or to furnish a copy of, a register or other record or any part of it shall if it is kept as a recording in non-legible form be treated as a duty to allow inspection of, or to furnish, a reproduction of the recording or of the relevant part of it in a legible form.
- (4) Where any register, index, minute book or book of account is not kept by making entries in a bound book, but by some other means, adequate precautions shall be taken for guarding against falsification and for facilitating its discovery.

8 Register of transfers

Notwithstanding anything in the Companies Clauses Consolidation Acts 1845 and 1888, it shall not be obligatory upon the Company to keep registers of transfers of ordinary shares and mortgages respectively if in place thereof the Company keep files of all transfers as evidence of transmission of any ordinary shares or mortgages of the Company which are sent to them for registration in accordance with the provisions of those Acts.

9 Closing of transfer books

- (1) The directors may close—
 - (a) the register of transfers of ordinary shares of the Company or, if files are kept instead, those files so as to preclude the recording of any transmission of ordinary shares for a period not exceeding 14 days previous to the declaration of any dividend on such shares;
 - (b) the registers of transfers of mortgages or, if files are kept instead, those files so as to preclude the recording of any transmission of a mortgage for a period not exceeding 14 days previous to each date at which the interest thereon shall be payable;

and the directors may in any such case fix a day for the closing of any register or of the files, as the case may be, which they are authorised to close under the provisions of this section.

- (2) Seven days' notice of the closing of any such register or of the files, as the case may be, shall be given by advertisement in a newspaper which in the opinion of the directors is most suitable for bringing attention to such closing.
- (3) Any transfer of ordinary shares or mortgages made or lodged for registration or filing during the time when the register or file of transfers of such shares or mortgages is so

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closed shall, as between the Company and the person claiming under the same but not otherwise, be considered as made subsequently to the declaration of any such dividend or the payment of any such interest, as the case may be.

10 Indemnity before issue of substituted certificates, etc

Notwithstanding anything in section 13 of the Companies Clauses Consolidation Act 1845 the Company shall not be under any obligation to issue a new certificate of any share in lieu of any certificate lost or destroyed, or alleged to be lost or destroyed, until they have received in respect thereof from the person to whom such new certificate is to be issued such indemnity as the directors may require against any and every claim or expense which may be made against the Company or which the Company may incur.

11 Directors holding office under or contracting with Company

Notwithstanding anything in the Companies Clauses Consolidation Act 1845, no person shall be disqualified from being a director by reason of his holding any office or place of trust or profit under the Company or by reason of his being interested in any contract with the Company; nor shall any director be required to cease from voting or acting as a director by reason of his accepting any such office or place of trust or profit or becoming interested in any such contract:

Provided that—

- (a) in the case of his being or becoming interested in any contract with the Company, whether such interest arises before or after his appointment as a director, the nature of his interest in the contract shall be disclosed by him at the meeting of the directors at which the contract is considered if his interest then exists or, in any other case, at the first meeting of the directors after the acquisition of his interest or after his appointment; and
- (b) no director shall as a director vote in respect of any such contract and if he does so vote his vote shall not be counted; but this prohibition shall not apply to any contract by or on behalf of the Company to give to the directors or any of them any security by way of indemnity.

For the purposes of paragraph (a) of this proviso a general notice given to the directors by one of them to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made.

12 Notice of candidature of or of opposition to re-election of director

- (1) Except in the case of a director retiring by rotation and offering himself or being proposed for re-election, no person shall be capable of being elected a director at a general meeting of the Company unless notice in writing that such person intends to offer himself or will be proposed for the office of director shall have been given to the secretary or left at the principal office of the Company 14 days at least before the day of election; and the secretary shall during such 14 days and on the day of election keep fixed in some conspicuous place in such office a copy of every such notice so delivered.
- (2) In the case of a retiring director, notice of opposition to his re-election shall be delivered and fixed in like manner.

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13 Benefits for employees, etc

Without prejudice to their other powers, the Company may make donations and incur expenditure for the benefit of their directors, officers and employees and their widows and other dependants and in particular pay, or make provision (whether by contributory or non-contributory schemes or otherwise) for the payment of, pensions, allowances or gratuities to or in respect of any persons who have been or are directors, officers or employees of the Company and their widows and other dependants.

14 Power to acquire land

- (1) In addition to the powers conferred upon the Company by the Act of 1862 the Company may by agreement acquire (whether by purchase, lease or exchange) and hold any land which in their opinion it is desirable that they should acquire for or in connection with any of the purposes of the undertaking.
- (2) Without prejudice to the generality of subsection (1) above the Company may acquire land for the purpose of erecting houses and other buildings thereon for the use of persons employed by them for the purposes of the undertaking.
- (3) The Lands Clauses Acts except the provisions relating to the acquisition of land otherwise than by agreement and the provisions relating to access to the special Act and except sections 99 to 107 and sections 127 to 132 of the Lands Clauses Consolidation Act 1845 are hereby incorporated with the foregoing provisions of this section and in construing those Acts those provisions shall be deemed to be the special Act and the word “land” shall be deemed to include any interest in land and any easement or right in, to or over land.

15 Power to sell and lease lands, etc

Notwithstanding anything contained in the Lands Clauses Acts or any enactment from time to time relating to the Company, the Company may retain, hold or use or dispose of any land for the time being vested in them which may not be required by them for the purposes of the undertaking in such manner (whether by way of sale, exchange, lease, the creation of any easement, right or privilege or otherwise) for such period and upon such conditions and for such consideration as they may think fit.

16 Amendments and repeal

- (1) The provisions of the Act of 1862 specified in column (1) of the Schedule to this Act are hereby amended as specified in column (2) of that Schedule.
- (2) Section 6 (Failure to pay tolls) of the Act of 1975 is hereby repealed.

17 Costs of Act

All costs, charges and expenses of and incidental to the preparing for, obtaining and passing of this Act, or otherwise in relation thereto, shall be paid by the Company and may in whole or in part be defrayed out of revenue.

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SCHEDULE

Section 16.

AMENDMENT OF ACT OF 1862

Act of 1862

Section 2 (Incorporation of General Acts)

After the words “this Act” where those words first appear there shall be inserted the words “or the Shard Bridge Act 1991”, and at the end there shall be added the following proviso:—“Provided that as respects the Companies Clauses Consolidation Act 1845 —(a) section 15 of the said Act (which relates to registration of share transfers) shall have effect as if for the words “on demand” there were substituted “within two months of the delivery to him of the deed of transfer”;(b) section 39 of the said Act (which relates to power to reborrow) shall have effect as if the words “but such power” to the end of the section were omitted;(c) section 91 of the said Act (which relates to powers exercisable only at a general meeting) shall have effect as if the words “auditors, treasurer and secretary” were omitted;(d) section 98 of the said Act (which relates to the entry of proceedings in books) shall have effect as if after the words “shall be signed by the chairman of such meeting” there were inserted the words “or of the next succeeding meeting”. ”.

Section 7 (Power to borrow on Mortgage)

For “£10,000”, being the figure substituted by the Act of 1975 for the words “Two thousand Pounds” there shall be substituted “£250,000”;For “£50,000” in the proviso to subsection (2) there shall be substituted “£250,000”.

Section 15 (Quorum for general meeting)

The words after “Five shareholders” shall be omitted.

Section 16 (Number of shareholders for calling extraordinary meeting)

The words after “Ten shareholders” shall be omitted.

Section 47 (Bridge to be public, but not to be county bridge)

After the words “subject to the provisions of this Act” there shall be inserted the words “and of any other enactment applicable to the bridge or roads”.
