



# Companies (Consolidation) Act 1908

1908 CHAPTER 69 8 Edw 7

## PART X

### SUPPLEMENTAL.

#### *Legal Proceedings, Offences, &c.*

#### **276 Prosecution of offences.**

- (1) All offences under this Act made punishable by any fine may be prosecuted under the Summary Jurisdiction Acts.
- (2) In Scotland all prosecutions for offences or fines under the provisions of this Act relating to—
  - (a) the appointment of directors ;
  - (b) the restrictions on commencement of business by a company ;
  - (c) returns as to allotments ;
  - (d) false statements in respect-of which a penalty is provided by this Part of this Act;
  - (e) the filing of copies of a prospectus, an order revoking the dissolution, or an order sanctioning the reorganisation of the share capital of a company ;
  - (f) the filing of notice of appointment, of a liquidator or of the accounts of a receiver or manager ;
  - (g) general meetings ;
  - (h) companies-established outside the United Kingdom;
  - (i) the issue of debentures and certificates of shares and debenture stock ;
  - (j) the issue, circulation, and publication of balance sheets;
  - (k) unqualified persons acting as directors ;
  - (l) the inspection of registers of. debenture holders and the furnishing of copies of trust deeds ;

shall be at the instance of the Lord Advocate or a procurator fiscal as the Lord Advocate may direct.

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**277 Applications of fines.**

The court imposing any fine under this Act may direct that the whole or any part thereof be applied in or towards payment of the costs of the proceedings, or in or towards the rewarding the person on whose information or at whose suit the fine is recovered, and, subject to any such direction all fines under this Act shall, notwithstanding anything in any other Act, be paid into the Exchequer.

**278 Costs in actions by certain limited companies.**

Where a limited company is plaintiff or pursuer, in attraction or other legal proceeding, any judge having jurisdiction in the matter may, if it appears by credible testimony that there is reason to believe that the company will be unable to pay the costs of the defendant if successful in his defence, require sufficient security to be given for those costs, and, may stay all proceedings until the security is given.

**279 Power of court to grant relief in certain cases.**

If in any proceeding against a director, or person occupying the position of director, of a company for negligence or breach of trust it appears to the court hearing the case that the director or person, is or may be liable in respect of the negligence or breach of trust, but has acted honestly and reasonably, and ought fairly to be excused for the negligence or breach of trust, that court, may relieve, him, either, wholly or partly, from his liability on such terms as the, court may think proper.

**280 Jurisdiction of stannaries court.**

- (1) In the case of a company subject to the stannaries jurisdiction, the court exercising the stannaries jurisdiction shall have and exercise the like jurisdiction and powers, as well on the common law as on the equity side thereof, as the Court of the Vice-Warden of the stannaries possessed before the commencement of the Stannaries Court (Abolition) Act, 1896, by custom, usage, or statute in the case of unincorporated companies, but only so far as is consistent with the provisions of this Act and with the constitution of companies as prescribed or required by this Act.
- (2) For the purpose of giving fuller effect to that jurisdiction, all process issuing out of the said court, and all orders, rules, demands, notices, warrants, and summonses required Or authorised by the practice of the court to be served on any company, whether registered or not registered, or on any member or contributory thereof, or on any officer, agent, director, manager, or servant thereof, may be served in any part of England without any special order of the judge for that purpose, or by such special order may be served in any part of the British Islands, on such terms and conditions as the court may think fit:

Provided that no such service of process out of the limits of the stannaries in any suit or plaint on the common law side of the court shall be effected without the special-order of the judge made on a statement of the- nature and' object of the suit or plaint.

- (3) All decrees, orders, and judgments of the said court may be enforced in the same manner in which decrees, orders, and judgments of the Court of the Vice-Warden of the stannaries could before its abolition have been by law enforced, whether within or beyond the stannaries:

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**281 Penalty for false statement.**

If any person in any return, report, certificate, balance sheet, or other document, required by or for the purposes of any of the provisions of this Act specified in the Fifth Schedule hereto, wilfully makes a statement false in any material particular, knowing it to be false, he shall be guilty of a misdemeanour, and shall be liable on conviction on indictment to imprisonment for a term not exceeding two years, with or without hard labour, and' on summary conviction to imprisonment for a term not exceeding four months, with or without hard labour, and in either case to a fine in lieu of or in addition to such imprisonment as aforesaid :

Provided that the fine imposed on summary conviction shall not exceed one hundred pounds.

**282 Penalty for improper use of word " Limited."**

If any person or persons trade or carry on business under any name or title of which "Limited" is the last word, that person or those persons shall, unless duly incorporated with limited liability, be liable to a fine not exceeding five pounds for every day upon which that name or title has, been used.