



# Mersey Docks and Harbour Act 1992

## 1992 CHAPTER x

An Act to confer additional powers upon The Mersey Docks and Harbour Company; to amend the Mersey Docks and Harbour Act 1971 and the Mersey Docks and Harbour Act 1986; and for connected or other purposes. [18th June 1992]

WHEREAS—

- (1) By the Mersey Docks and Harbour Act 1857 the Mersey Docks and Harbour Board (“the Board”) was incorporated in order to consolidate the docks at Liverpool and Birkenhead into one estate and to vest control and management of them into one public trust and by that Act and subsequent enactments relating to the Board various powers were from time to time conferred on the Board:
- (2) The Board was reconstituted as The Mersey Docks and Harbour Company (“the Company”) by the Mersey Docks and Harbour Act 1971 (“the 1971 Act”);
- (3) It is expedient that certain further powers should be conferred upon the Company in order to ensure its commercial future:
- (4) It is expedient that various provisions of the 1971 Act should be repealed:
- (5) It is expedient that the other provisions of this Act should be enacted:
- (6) The objects of this Act cannot be attained without the authority of Parliament:

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 Mersey Docks and Harbour Act 1992.
- (2) The Mersey Docks and Harbour Acts and Orders 1857 to 1988 and this Act may be cited as the Mersey Docks and Harbour Acts and Orders 1857 to 1992.

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## 2 Interpretation

- (1) In this Act, unless the context otherwise requires,—
- “the Company” means The Mersey Docks and Harbour Company;
  - “harbour” has the same meaning as in the Harbours Act 1964;
  - “the port” means the port of Liverpool as defined in the 1971 Act (including all land within the ring ownership boundary as defined in section 11 of the Mersey Docks and Harbour Board Act 1971); and references to “the port” include references to any other harbour owned or managed by the Company or any of its subsidiaries;
  - “subsidiary” has the same meaning as in section 736 of the Companies Act 1985;
  - “the 1971 Act” means the Mersey Docks and Harbour Act 1971.
- (2) References in the Mersey Docks and Harbour Acts and Orders 1857 to 1988 to the undertaking of the Company shall be construed as including references to any undertaking carried on by the Company or any of its subsidiaries under or by virtue of this Act.

## 3 Further powers of Company

- (1) Schedule 1 to this Act shall have effect for the purpose of conferring further powers upon the Company.
- (2) The Company shall exercise its control over its subsidiaries so as to ensure that they do not engage in activities which the Company itself has no power to engage in.

## 4 1971 Act: repeals

- (1) The following provisions of the 1971 Act shall cease to have effect, namely:—
- (a) so much of section 7 (2) as requires the approval of the Secretary of State to a change of the Company’s name;
  - (b) so much of section 37 (2) as excludes from the Company’s power to alter its articles any article giving effect to the proviso to section 48 (1) (c); and
  - (c) the proviso to section 48 (1) (c) (which requires the first articles of the Company to prescribe that a majority of the directors are to be elected by the members and that one director shall be appointed in consultation with the trade unions recognised by the Company in its negotiations with its employees, the manner of such consultation to be approved by the Secretary of State for Employment).
- (2) The provisions of the 1971 Act specified in column (1) of Schedule 2 to this Act (which include spent or obsolete enactments) are hereby repealed to the extent specified in column (2) of that Schedule.

## 5 Amendment of 1986 Act

In the Schedule to the Mersey Docks and Harbour Act 1986 (provisions of Companies Act 1985 applied to Company), after the entry relating to section 186 there shall be inserted—

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“188	Issue and effect of share warrant to bearer.	—.”
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## SCHEDULES

### SCHEDULE 1

Section 3.

#### FURTHER POWERS OF COMPANY

##### *Preliminary*

- 1 Each of the powers conferred on the Company by this Schedule is in addition to, and not in derogation of, any other power conferred on the Company by this Schedule or by any other enactment.

##### *Activities as ship's agent*

- 2 The Company may carry on at the port the activities of a ship's agent.

##### *Storage of goods*

- 3 The Company may provide facilities for the storage of goods.

##### *Incidental amenities and facilities*

- 4 (1) In places where those using the services and facilities provided by the Company or any of its subsidiaries may require them, the Company may provide both for them and for other persons facilities for the purchase and consumption of food and drink and such other amenities and facilities as appear to the Company appropriate.
- (2) The Company may, at any place where, in the exercise of the power conferred by subparagraph (1), it or any of its subsidiaries provides a car park, repair motor vehicles, both for persons using the car park and others, and sell to any such persons petrol, oil, spare parts and accessories for motor vehicles.

##### *Other activities*

- 5 The Company may carry on any business which in its opinion can advantageously be carried on by reason of the fact that the business—
- (a) involves the use of machinery, plant or equipment of a kind used by the Company or any of its subsidiaries in connection with the operation of the port;
  - (b) requires skills which employees of the Company or of any of its subsidiaries have in connection with the operation of the port; or
  - (c) involves the provision of a service or facility of a kind used by the Company or any of its subsidiaries in connection with the operation of the port.
- 6 (1) The Company may manufacture for sale to any person and repair for any person anything which it considers can advantageously be so manufactured or repaired by reason of the fact that the Company or any of its subsidiaries has materials or facilities

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for, or skill in, the manufacture or repair of that thing in connection with its existing activities.

- (2) The Company may sell to any person, and for that purpose purchase, anything which is of a kind which the Company or any of its subsidiaries purchases in the course of its existing activities.
- (3) In this paragraph “existing activities” includes existing activities carried on by virtue of this paragraph.

7 The Company may provide for any person technical advice or assistance including research services as respects any matter in which it or any of its subsidiaries has skill or experience.

#### *Acquisition of further harbour undertakings*

- 8 (1) The Company may, either alone or together with any other person, provide, maintain or operate harbours additional to the port of Liverpool.
- (2) For the purposes of sub-paragraph (1) the Company may acquire by agreement any harbour undertaking, or any part of such an undertaking.
- (3) The Company may subscribe for or acquire shares or securities of a body corporate which is wholly or mainly engaged, or which it is proposed should become wholly or mainly engaged, in the provision, maintenance or operation of a harbour.

#### *Disposal and discontinuance of parts of the Company’s undertaking, etc.*

- 9 (1) The Company may dispose of any part of its undertaking, or any property, which in its opinion is not required by it for the purposes of its business.
- (2) The Company may dispose of or discontinue any part of its undertaking carried on by virtue of paragraph 5 or 6.
- (3) The Company may dispose of or discontinue any part of its undertaking acquired under paragraph 8 and may dispose of any shares or securities subscribed for or acquired under that paragraph.
- (4) The powers of disposal conferred by this paragraph include power—
  - (a) to dispose of property absolutely or for a term of years;
  - (b) to dispose of a right in, or interest over, property.
- (5) References in this paragraph to the Company’s business or undertaking include references to any business or undertaking carried on by a subsidiary of the Company.

#### *Training, education and research*

- 10 (1) The Company may do anything it thinks fit for the purpose of advancing—
  - (a) the skill of its employees and those of its subsidiaries; or
  - (b) the efficiency and manner in which the equipment of the Company and its subsidiaries is operated,including making, or assisting the making, of provision for training and education.
- (2) The Company may do anything which appears to it practicable or desirable for the purpose of—

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- (a) promoting research into matters affecting, or arising out of, the activities of the Company and its subsidiaries; or
- (b) turning to account the results of any such research.

*General supplementary powers*

- 11 The Company may purchase, manufacture or repair anything required for the purposes of its business.
- 12 The Company may acquire any undertaking or part of an undertaking if the assets of the undertaking or part are wholly or mainly assets which it requires for the purposes of its business.
- 13 The Company may, for the purpose of its business, lend money to any person for the purposes of an undertaking carried on by him or, where that person is a body corporate, any undertaking carried on by a subsidiary of that body corporate.

*Subsidiaries*

- 14 (1) The Company may form and promote, or join with any other person in forming and promoting, a company for carrying on any activities which the Company has power to carry on.
- (2) The Company may enter into arrangements with a company (“the body concerned”) formed in exercise of the powers conferred by sub-paragraph (1) for the transfer to the body concerned from the Company or any of its subsidiaries, in such manner and on such terms (including payments by any of the parties to the arrangements to any other of them) as may be provided for by the arrangements of any property, rights, liabilities or obligations of the Company or any of its subsidiaries relevant to the carrying on of the activities to be carried on by the body concerned.

*Working agreements, etc.*

- 15 (1) The Company may enter into an agreement with any person for the carrying on by that person, whether as agent of the Company or otherwise, of any of the activities which the Company may itself carry on.
- (2) The Company may enter into arrangements with a person with whom an agreement is made under sub-paragraph (1) for the transfer to that person from the Company or any of its subsidiaries, in such manner and on such terms (including payments by any of the parties to the arrangements to any other of them) as may be provided for by the arrangements, of any property, rights, liabilities or obligations of the Company or any of its subsidiaries relevant to the carrying on of the activities to be carried on by that person.

*Interpretation*

- 16 In this Schedule—
  - (a) references to selling and purchasing include references to supplying or obtaining by exchange, hire or hire-purchase;
  - (b) references to manufacture include references to construction and production;
  - (c) references to repair include references to maintenance; and

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- (d) references to goods include references to fish, livestock and animals of all descriptions.

## SCHEDULE 2

Section 4.

### PROVISIONS OF THE 1971 ACT REPEALED

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Provision (1)	Extent of repeal (2)
Section 5 (Amendment of Liverpool Pilotage Order)	The whole section.
Section 7 (Change of name)	Subsection (1).  In subsection (2), the words “After the moratorium period” and “and with the approval in writing of the Secretary of State”.  In subsection (3), the words “both” and “of subsection (1) or, as the case may be”.
Section 8 (General duties)	Subsection (1)(b).
Section 37 (Articles of association)	In subsection (2), the words from “other” to the end of the subsection.
Section 45 (Directorate during moratorium period)	The whole section.
Section 46 (Moratorium in relation to new securities and borrowing)	The whole section.
Section 47 (Part redemption during the moratorium period)	The whole section.
Section 48 (Draft scheme)	The proviso to subsection (1)(c).
Section 51 (Rights of original debenture holders)	The whole section.

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