

HUTCHESONS' HOSPITAL TRANSFER AND DISSOLUTION (SCOTLAND) ACT 2019

EXPLANATORY NOTES

COMMENTARY ON SECTIONS

Section 1

8. Subsection (1) transfers the property, rights, interests and liabilities of the Incorporation to the SCIO. This means that the cash, shares and any other assets of the Incorporation will be transferred to the SCIO. Similarly, any liabilities of the Incorporation will transfer to the SCIO.
9. Subsection (2) expressly provides, for the avoidance of any doubt, that the transfer provided for under subsection (1) supersedes any provision in existence which might prohibit that transfer. This is to reflect the fact that the charity was initially built up in the seventeenth century by way of multiple deeds of mortification and similar deeds, some of which are written in old Scots or otherwise archaic language, and in particular the possibility that there may be still-valid documents of which the current Patrons are unaware. Subsection (2) is intended to remove any doubt as to what the position would be in the event that any historic documents relating to the charity were discovered to contain provisions purporting to prohibit the transfer provided for under subsection (1).
10. Subsection (3) makes the SCIO a party to any contract entered into by the Incorporation. This ensures that the other party or parties to any such contract are not prejudiced by the transfer of the Incorporation's property etc. to the SCIO, nor by the Incorporation's dissolution under section 2.
11. Subsection (4) ensures that the transfer of any particular property, right, interest or liability of the Incorporation is not precluded or prejudiced because of the absence of any delivery, possession or intimation of assignation that would otherwise be required for such a transfer to be valid.
12. Subsection (5) ensures that the transfer of any property, right, interest or liability is not precluded or prejudiced because of the absence of a disposition, conveyance or assignation that would otherwise be required.
13. Subsection (6) makes clear that any current legal proceedings brought by or against the Incorporation can continue and are to be unaffected by the transfer of assets and liabilities from the Incorporation and the subsequent dissolution of the Incorporation. This ensures that any such proceedings are not frustrated because of the transfer of the Incorporation's property, rights, interests and liabilities to the SCIO, nor by the Incorporation's dissolution under section 2.

Section 2

14. **Section 2** dissolves the Incorporation and repeals the 1872 Act.

These notes relate to the Hutchesons' Hospital Transfer and Dissolution (Scotland) Act 2019 (asp 5) which received Royal Assent on 31 May 2019

Section 4

15. **Section 4** provides that the Act comes into force four weeks after it has received Royal Assent.