

**ELIZABETH II**



**1971 CHAPTER xxiii**

An Act to provide for the transfer to Lombard Banking Limited of the undertakings of Consumer Credit Corporation, Limited, Lombank Limited, Lombank Leasing Limited, North Central Finance Limited, North Central Finance (London) Limited, North Central Finance (Southern Counties) Limited, North Central Finance (Stanton) Limited, North Central Acceptances Limited, North Central Acceptances (London) Limited, North Central Acceptances (Southern Counties) Limited and North Central Acceptances (Stanton) Limited; and for other purposes incidental thereto and consequential thereon.

[12th May 1971]

**W**HEREAS—

(1) Lombard Banking Limited (hereinafter called “Lombard”) and Consumer Credit Corporation, Limited (hereinafter called “Consumer Credit”) each carry on in the United Kingdom and elsewhere the business of banking:

(2) Lombank Limited (hereinafter called “Lombank”), North Central Finance Limited (hereinafter called “North Central”), North Central Finance (London) Limited (hereinafter called

c. xxiii *National Westminster Bank*  
(*North Central Finance & Lombard Banking*) Act 1971

“North Central London”), North Central Finance (Southern Counties) Limited (hereinafter called “North Central Southern Counties”) and North Central Finance (Stanton) Limited (hereinafter called “North Central Stanton”) carry on in the United Kingdom and elsewhere the businesses of letting goods under hire-purchase agreements and contracts of simple hire, of selling goods under credit sale and conditional sale agreements and of providing instalment credit:

(3) North Central Acceptances Limited (hereinafter called “North Central Acceptances”), North Central Acceptances (London) Limited (hereinafter called “North Central Acceptances London”), North Central Acceptances (Southern Counties) Limited (hereinafter called “North Central Acceptances Southern Counties”) and North Central Acceptances (Stanton) Limited (hereinafter called “North Central Acceptances Stanton”), carry on in the United Kingdom and elsewhere the businesses of providing acceptance credits, stocking loans and other facilities:

(4) Lombank Leasing Limited (hereinafter called “Lombank Leasing”) carries on in the United Kingdom and elsewhere the business of letting goods under contracts of simple hire:

(5) Each of the said companies is a company within the meaning of the Companies Acts 1948 to 1967 and is a company limited by shares:

(6) Lombank and Lombank Leasing are each a wholly-owned subsidiary of Lombard:

(7) Consumer Credit, North Central London, North Central Southern Counties, North Central Stanton, North Central Acceptances, North Central Acceptances London, North Central Acceptances Southern Counties and North Central Acceptances Stanton, are each a wholly-owned subsidiary of North Central:

(8) Lombard and North Central are each a wholly-owned subsidiary of National Westminster Bank Limited which is a company within the meaning of the Companies Acts 1948 to 1967 and is a company limited by shares:

(9) For the better conduct of the businesses of Lombard, Consumer Credit, Lombank, North Central, North Central London, North Central Southern Counties, North Central Stanton, North Central Acceptances, North Central Acceptances London, North Central Acceptances Southern Counties, North Central Acceptances Stanton and Lombank Leasing it is expedient that their respective undertakings should be merged and that the merger should occur by means of transfers of the undertakings of the last eleven mentioned companies to Lombard:

(10) It is expedient that the aforesaid transfers should be effected economically and without interference with the conduct and continuity of the various businesses referred to herein:

(11) It is further expedient that the said transfers should be effected as provided in this Act and that the other provisions contained in this Act relative thereto and consequential thereon should be enacted:

(12) The purposes of this Act cannot be effected 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.—(1) This Act may be cited as the National Westminster Bank (North Central Finance & Lombard Banking) Act 1971. Short and collective titles.

(2) The National Westminster Bank Act 1969 and this Act 1969 c. xxii. may be cited together as the National Westminster Bank Acts 1969 and 1971.

2.—(1) In this Act, unless the subject or context otherwise requires— Interpretation.

“ the appointed day ” means such day as may be appointed under section 3 (Appointed day) of this Act;

“ customer ” includes any person having a banking account or any dealing, transaction or arrangement in the course of business with a transferring company;

“ enactment ” means any enactment in this Act or in any general or local Act or in any order, rule or regulation made under any Act;

“ liabilities ” includes duties and obligations of every description whether actual or contingent, present or future ;

“ Lombard ” means Lombard Banking Limited;

“ property ” means property of every description wheresoever situate and includes property held on trust and securities,

c. xxiii *National Westminster Bank  
(North Central Finance & Lombard Banking) Act 1971*

rights and powers of every description but does not include any document required to be kept pursuant to the provisions of the Companies Acts 1948 to 1967;

“ security ” means a mortgage or charge (whether legal or equitable), debenture, bill of exchange, promissory note, hypothecation, undertaking, indemnity, guarantee, lien, pledge or other document or arrangement for securing the payment of a debt whether present or future or the discharge of a liability;

“ the transferring companies ” means Consumer Credit Corporation, Limited, Lombank Limited, Lombank Leasing Limited, North Central Finance Limited, North Central Finance (London) Limited, North Central Finance (Southern Counties) Limited, North Central Finance (Stanton) Limited, North Central Acceptances Limited, North Central Acceptances (London) Limited, North Central Acceptances (Southern Counties) Limited and North Central Acceptances (Stanton) Limited and “ transferring company ” shall be construed accordingly;

“ undertaking ” when used in regard to a company means the business and all of the property vested in or belonging to or held by that company and all the liabilities to which that company is subject.

(2) Any reference in this Act to any enactment shall be construed as a reference to that enactment as applied, extended or amended by or by virtue of any subsequent enactment including any enactment in this Act.

Appointed  
day.

3.—(1) The Secretary of State may by order appoint a day for the purposes of this Act.

(2) The power conferred by the last subsection shall be exercisable by statutory instrument.

Transfer of  
undertakings.

4.—(1) On the appointed day the undertakings of the transferring companies shall by virtue of this Act be transferred to and vest in Lombard.

(2) As consideration for the transfer of the undertakings of the transferring companies (other than Lombank Limited and Lombank Leasing Limited) Lombard shall issue to National Westminster Bank Limited and North Central Finance Limited respectively such number of shares in Lombard credited as fully paid as National Westminster Bank Limited shall direct.

(3) The production of a Queen's Printer's copy of this Act shall on and after the appointed day be conclusive evidence in all courts and proceedings of the transfer of the undertakings of the transferring companies to Lombard and of their vesting in Lombard; and without prejudice to the generality of the foregoing any such copy of this Act shall, in relation to any registered securities within the meaning of the Stock Transfer Act 1963 which are transferred and vested by virtue of this Act, operate for all the purposes of the said Act of 1963 as a duly executed stock transfer in respect of the transfer and vesting of such securities. 1963 c. 18.

(4) If any portion of the undertaking of a transferring company cannot be transferred and vested in accordance with this Act because transfers of that portion are governed otherwise than by the law of a part of the United Kingdom then that transferring company shall so soon as is practicable after the appointed day take all necessary steps for the purpose of securing that the portion is effectively transferred to and vested in Lombard and pending such transfer shall hold the same in trust for Lombard.

5.—(1) Subject to the provisions of this Act all contracts, agreements, conveyances, deeds, leases, licences, guarantees, bonds, indemnities, instructions and other instruments or undertakings entered into by or made with or addressed to a transferring company, whether alone or with any other person and whether as principal or agent, in force on the appointed day shall on and from that day be binding and of full force and effect in every respect against or in favour of Lombard as fully and effectually as if, instead of a transferring company, Lombard had been a party thereto or bound thereby or entitled to the benefit thereof: Saving of contracts etc.

Provided that no director, secretary or auditor of a transferring company shall by virtue only of this Act become a director, secretary or auditor (as the case may be) of Lombard.

(2) In relation to every contract of employment to which subsection (1) of this section applies, the provisions of the said subsection shall operate to substitute Lombard for the transferring company which was the employer thereunder immediately before the appointed day, and the employment by the transferring company and by Lombard shall be deemed for all purposes to be a single continuing employment.

6.—(1) Subject to the provisions of this Act, where—

- (a) any enactment other than an enactment in this Act; or
- (b) any document whensoever made or executed;

Application of enactments and documents.

contains any reference express or implied to a transferring company such reference shall, on and from the appointed day and except where the context otherwise requires, be read, construed and have effect as a reference to Lombard.

(2) Notwithstanding anything in subsection (1) of this section, where in pursuance thereof a reference to a transferring company in any document constituting or relating to any pension scheme or any provident fund of that transferring company in force immediately before the appointed day is to be read, construed and have effect as a reference to Lombard, for the purpose of ascertaining and calculating the right to benefits thereunder, service or employment with that transferring company prior to the appointed day shall be taken into account as if it were service or employment with Lombard but this section shall not of itself give rise to any claim to benefit under any such scheme or fund or operate to cause a member thereof to become a member of another pension scheme or provident fund.

(3) Nothing in this Act shall exempt Lombard from the provisions of any enactment relating to hire-purchase, credit sale, conditional sale and hiring agreements or to companies carrying on the business of banking.

Supple-  
mentary  
provisions  
as to  
businesses.

7. Without prejudice to the generality of the foregoing provisions of this Act, the following provisions shall have effect with relation to the businesses of the transferring companies:—

- (a) any account between a transferring company and a customer at any office or branch of that transferring company shall be transferred to Lombard on the appointed day and shall become on and from that day an account between Lombard and such customer with the same rights and subject to the same obligations and incidents (including rights of set-off) as would have been applicable thereto if such account between the transferring company and the customer had continued and such account shall be deemed for all purposes to be a single continuing account and so that any instruction, order, direction, mandate, power of attorney, authority or undertaking given by such customer in relation to such account and subsisting at or given after the appointed day shall, unless and until revoked or cancelled, apply and have effect in relation to such account after its transfer to Lombard as aforesaid;
- (b) any security in favour of a transferring company, an agent for a transferring company or a nominee of a transferring company for the payment of debts or liabilities (whether present or future, actual or contingent) of any person shall be transferred or deemed to be transferred to Lombard on the appointed day and shall be held by and be available to Lombard as security for the payment of such debts and liabilities to Lombard; and where the security extends to future advances or to

future liabilities of such person, the said security shall on and from that day be held by and be available to Lombard as security for future advances to the said person by, and future liabilities of the said person to, Lombard to the same extent to which future advances by, or liabilities to, the transferring company were secured thereby immediately before that day ;

- (c) Lombard shall, in relation to any security transferred or deemed to have been transferred to it in accordance with or by virtue of the provisions of this Act and the moneys thereby secured in accordance with those provisions, be entitled to the same rights and priorities and subject to the same obligations and incidents as the transferring company from which the same has been transferred or deemed to have been transferred would have been entitled and subject to if the same had continued to be held by the said transferring company ;
- (d) the custody of any document, goods or other property held by a transferring company as bailee for any other person at any office or branch of such transferring company shall be transferred or deemed to be transferred to Lombard on the appointed day and the rights and obligations of such transferring company under any contract of bailment relating to such document, goods or property shall be transferred or deemed to be transferred on that day to Lombard ;
- (e) any negotiable instrument or order for payment of money, whether drawn, given, accepted or endorsed before, on or after the appointed day, which is expressed to be drawn on, or given to, or accepted or endorsed by a transferring company, or payable at any place of business of a transferring company shall have the same effect on and from the appointed day as if it had been drawn on, or given to, or accepted or endorsed by, Lombard, or payable at the same place of business of Lombard.

8.—(1) Subject to the provisions of this Act, any action, application, arbitration or proceeding which shall on the appointed day be pending or existing by, against or in favour of a transferring company shall not abate or be discontinued or be in any way prejudicially affected by reason of the provisions of this Act, but the same may only be prosecuted, continued and enforced by, against or in favour of Lombard as and when it might have been prosecuted, continued and enforced by, against or in favour of a transferring company if this Act had not been passed. Actions, etc.,  
not to abate.

(2) Subject to the provisions of this Act any judgment or award obtained by or against a transferring company and not fully satisfied before the appointed day shall only be enforceable by or against Lombard.

(3) Nothing in this Act shall terminate or prejudicially affect the appointment of any receiver or of any receiver and manager.

Evidence,  
books and  
documents.

9.—(1) On and from the appointed day all admissions, books and other documents which would before the appointed day have been evidence in respect of any matter for or against a transferring company shall be admitted in evidence in respect of the same matter for or against Lombard.

1968 c. 64.

(2) In this section “documents” has the same meaning as in section 10 of the Civil Evidence Act 1968.

Application  
of Bankers’  
Books  
Evidence  
Act 1879.  
1879 c. 11.

10.—(1) On and from the appointed day the Bankers’ Books Evidence Act 1879 shall apply to any books to which that Act was applicable before that day and which are transferred to Lombard by virtue of this Act, as if such books were the books of Lombard.

(2) For the purposes of section 4 of the said Act of 1879, any such books so transferred to Lombard shall be deemed to have been the ordinary books of Lombard at the time of the making of any entry therein which purports to have been made before the appointed day, and any such entry shall be deemed to have been made in the usual and ordinary course of business.

(3) In this section “books” has the same meaning as in the Bankers’ Books Evidence Act 1879.

Transfers of  
interests in  
land.

11. The transfer of an interest in land by virtue of this Act shall not—

(a) constitute an assignment, transfer, devolution, parting with possession or other disposition of that interest for the purposes of any provision relating to assignment, transfer, devolution, parting with possession or other disposition contained in any instrument concerning that interest; or

(b) invalidate or discharge any contract or security; or

(c) operate so as to merge any leasehold interest in the reversion which is expectant thereon.

Dissolution  
of transferring  
companies.

12.—(1) A transferring company shall by virtue of this Act be dissolved on the day (being a day after the appointed day) on which at the request of Lombard the registrar or other officer



performing under the Companies Act 1948 the duty of registration 1948 c. 38.  
of companies in England strikes that transferring company off  
the register.

(2) Notwithstanding the provisions of section 354 of the Companies Act 1948 (which relates to the property of a dissolved company), on the day referred to in the preceding subsection all documents required to be kept by the transferring company pursuant to the provisions of the Companies Acts 1948 to 1967 shall by virtue of this Act be transferred to and vest in Lombard.

13.—(1) In this section—

Pension  
schemes.

“existing pension scheme” means each of the following:—

- The North Central Group Pension Fund;
- Lombard Banking Limited Staff Pension and Assurance Scheme;
- Lombard Banking Limited Supplementary Pension and Assurance Scheme;

“authorised scheme” means any existing pension scheme or any pension scheme or provident fund which may be established by Lombard or any pension scheme or provident fund established or which may be established by National Westminster Bank Limited.

(2) An existing pension scheme may as from the appointed day be amalgamated either wholly or in part with any authorised scheme or partly with one authorised scheme and partly with another such scheme in such manner and upon such terms as may be approved by the trustees of the schemes involved in the amalgamation by—

- (a) the admission to participation in an authorised scheme of such of the members or pensioners of or other persons to or in respect of whom benefits or allowances are on the appointed day payable from the existing pension scheme who consent to such admission;
- (b) the transfer to the trustees of such authorised scheme of such part or parts of the assets of the existing pension scheme as are certified by a practising actuary to be appropriate; and
- (c) the assumption by the authorised scheme of liability for the benefits and allowances payable or prospectively payable out of the funds of the existing pension scheme in respect of which members, pensioners and other persons are admitted to participate in the authorised scheme or for substituted benefits and allowances certified by a practising actuary to be not less advantageous than those payable or prospectively payable as aforesaid.

c. xxiii *National Westminster Bank  
(North Central Finance & Lombard Banking) Act 1971*

(3) The trustees of an existing pension scheme may make such arrangements, execute such deeds and documents and do all such things as may be requisite or desirable for the purpose of giving effect to any such amalgamation as aforesaid, but so that no amendment of any instrument affecting such scheme shall be made except in accordance with the provisions of that instrument.

(4) For the purpose of any provision contained in any instrument affecting an existing pension scheme which has the effect of prohibiting or invalidating amendments of such instrument which would vary or conflict with the main objects or purposes of the scheme, any such admission, transfer of assets or assumption of liability as is referred to in paragraphs (a), (b) or (c) of subsection (2) of this section, whether effected in pursuance of the powers conferred by this section or otherwise, shall be deemed to be one of the main objects or purposes of such existing pension scheme.

(5) The rule of law relating to perpetuities shall not apply to the trusts of any authorised scheme.

(6) A consent given on behalf of an infant by his parent or guardian to any such admission as is referred to in paragraph (a) of subsection (2) of this section or to any amendment of any instrument affecting an existing pension scheme shall be deemed to be an effective consent by that infant.

Application  
to Northern  
Ireland.

14.—(1) It is hereby declared that this Act extends to Northern Ireland.

(2) In the application of this Act to Northern Ireland—

(a) the provisions thereof shall be treated for the purposes of section 6 of the Government of Ireland Act 1920 (which provides that the Parliament of Northern Ireland may not repeal or alter Acts of Parliament of the United Kingdom passed after the day appointed for the purposes of that section) as passed before that day; and

(b) (i) the expression “ Act ” shall include an Act of the Parliament of Northern Ireland;

(ii) in section 11 there shall be added at the end “ or (d) constitute a purchase or creation of that interest for the purposes of section 10 (3) of the Business Tenancies Act (Northern Ireland) 1964 ”; and

(iii) in section 4 (3) for the reference to the Stock Transfer Act 1963 there shall be substituted a reference to the Stock Transfer Act (Northern Ireland) 1963.

1920 c. 67.

1964 c. 36.  
(N.I.).

1963 c. 18.  
1963 c. 24.  
(N.I.).

**15.** This Act shall extend to Scotland and in the application thereof to Scotland the following provisions shall have effect:—

- Application to Scotland.
- (a) In the construction of this Act the expression “ mortgage ” includes a floating charge or any instrument containing a floating charge, a standard security, an assignation or disposition *ex facie absolute* and any agreement qualifying the same, a bond and disposition or assignation in security, a cash credit bond and disposition or assignation in security, an assignation in security and any real right or burden of whatever kind in the nature of a security:
- (b) All standard securities, cash credit bonds and dispositions or assignations in security expressed to be in favour of a transferring company transferred to, and vested in, Lombard on the appointed day by virtue of this Act shall, on and after that day, have the same effect in favour of Lombard up to the maximum amounts stated therein respectively in all respects as if they had been originally granted in favour of Lombard for such maximum amount:
- (c) To enable Lombard to complete a title, if thought fit, to any property transferred and vested by virtue of this Act by notice of title or otherwise, or to deduce title, this Act shall be deemed to be and may be used as a general disposition, conveyance or assignation, as the case may be, of such property in favour of Lombard.

**16.** All costs, charges and expenses preliminary to and of and incidental to the preparing, applying for, obtaining and passing of this Act or otherwise in relation thereto shall be paid by National Westminster Bank Limited.

---

PRINTED IN ENGLAND BY THE OYEZ PRESS LTD.

FOR C. H. BAYLIS, C.B.

Controller of Her Majesty's Stationery Office and Queen's Printer of Acts of Parliament

c. xxiii *National Westminster Bank*  
*(North Central Finance & Lombard Banking) Act 1971*

LONDON: PUBLISHED BY HER MAJESTY'S STATIONERY OFFICE

12½p net