

**ELIZABETH II**



**1981 CHAPTER x**

An Act to provide for the transfer to Allied Irish Banks Limited of the undertaking and business of Provincial Bank of Ireland Limited; and for other purposes.

[15th April 1981]

**W**HEREAS—

(1) Provincial Bank of Ireland Limited (hereinafter called “Provincial”) is a company incorporated under the Companies Acts 1862 to 1880 as a company limited by shares and carries on at 2 Royal Avenue, Belfast the business of banking; the registered office of Provincial is at Abacus House, 33 Gutter Lane, Cheapside, London:

(2) Allied Irish Banks Limited (hereinafter called “Allied”) is a company incorporated in the Republic of Ireland under the Companies Act 1963 as a company limited by shares and carries on in the United Kingdom and elsewhere the business of banking, including the business of acting as executor and trustee; being a company incorporated outside the United Kingdom, Allied has complied with Part X of the Companies Act 1948 and Part X of the Companies Act (Northern Ireland) 1960:

1948 c. 38.  
1960 c. 22  
(N.I.).

(3) Allied is the beneficial owner of the whole share capital of Provincial:

1971 c. i  
(N.I.).

(4) Under and in pursuance of the Allied Irish Banks Act (Northern Ireland) 1971 a substantial part of the undertaking and business of Provincial in Northern Ireland has been transferred to Allied, but not its business carried on at 2 Royal Avenue, Belfast aforesaid and its associated business as a bank of issue:

(5) For the better conduct of the businesses carried on by Provincial and Allied within the United Kingdom it is expedient to make provision for the fusion of their respective undertakings by the transfer to Allied of such part of the business of Provincial as has not been so transferred and its existing business, together with the powers and privileges of Provincial in respect of that business:

(6) It is further expedient that the said transfer should be effected without interference with the conduct and continuity of the businesses carried on by Provincial and Allied and that Provincial should be dissolved:

(7) It is expedient that the other provisions in this Act should be enacted:

(8) 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:—

- Citation.           1. This Act may be cited as the Allied Irish Banks Act 1981.
- Interpretation.   2.—(1) In this Act—
- “ Allied ” means Allied Irish Banks Limited;
  - “ the appointed day ” means such day as may be appointed under section 3 below;
  - “ customer ” includes any person having a banking account or other dealing, transaction or arrangement in the course of business with Allied or with Provincial;
  - “ existing ” means existing or in force immediately before the appointed day;
  - “ liabilities ” includes debts and obligations of every kind, whether present or future, actual or contingent;

“property” means property and assets of every kind and wheresoever situate, and includes benefits, choses in action, claims, rights, franchises, licences, privileges, securities and powers of every description, but does not include any such documents as are mentioned in section 13 (Dissolution of Provincial) below;

“Provincial” means Provincial Bank of Ireland Limited;

“security” includes a mortgage or charge (whether legal or equitable), debenture, bill of exchange, promissory note, guarantee, lien, pledge (whether actual or constructive), hypothecation, indemnity, undertaking or other means of securing the payment or discharge of a liability;

“will” includes a codicil and any other testamentary writing.

(2) References in this Act to the United Kingdom are references to those parts of the United Kingdom to which this Act extends.

3.—(1) The directors of Allied may appoint a day to be the appointed day for the purposes of this Act. Appointed day.

(2) Not less than 14 days before the day appointed under subsection (1) above Allied shall publish in the London Gazette and the Belfast Gazette a notice stating the day so appointed.

4.—(1) On the appointed day all existing property and liabilities of Provincial, whether or not assignable at law or in equity, and whether Provincial holds or is subject to the same beneficially or in any fiduciary capacity, shall, by virtue of this Act and without further assurance, be transferred to and vest in Allied to the intent that Allied shall succeed to the whole undertaking and business of Provincial, including the business of a bank of issue. Transfer of Provincial's business to Allied.

(2) Where the transfer or vesting of any existing property or liabilities of Provincial is governed otherwise than by the law of any part of the United Kingdom, Provincial shall, if Allied so requires, so soon as is practicable after the appointed day, take all necessary steps for securing the effective transfer or vesting thereof to or in Allied and, pending such transfer or vesting, Provincial shall hold any such property in trust for Allied.

5.—(1) Any property transferred to and vested in Allied by virtue of this Act which immediately before the appointed day was held by Provincial, whether alone or jointly with any other person— Provisions as to trust property transferred.

(a) as trustee or custodian trustee of any trust deed, settlement, covenant, agreement or will, and whether originally so appointed or not, and whether appointed under hand or seal, or by order of any court or otherwise;



- (b) as executor of the will of a deceased person;
- (c) as administrator of the estate of a deceased person;
- (d) as judicial trustee appointed by order of any court; or
- (e) in any other fiduciary capacity whatsoever;

shall, on and from the appointed day, be held by Allied alone or, as the case may be, jointly with such other person, in the same capacity, upon the trusts, and with and subject to the powers, provisions and liabilities, applicable thereto respectively.

(2) Any existing instrument or order of any court under or by virtue of which any such property became vested in Provincial in any such fiduciary capacity (including in the case of a will any grant of probate thereof), and any provision therein, and any existing contract or arrangement for the payment to, or retention by, Provincial of remuneration for its services in any such fiduciary capacity, shall not fail by reason of anything in this Act, but shall be construed and have effect on and from the appointed day, so far as the context permits, as if for any reference therein to Provincial (not being a reference, however worded and whether express or implied, to terms and conditions of, or to a scale of fees of, Provincial) there were substituted a reference to Allied.

Supplementary provisions.

6. Without prejudice to the generality of the foregoing provisions of this Act but subject to any provision to the contrary effect in sections 4 to 12 of this Act, the following provisions shall have effect:—

(1) (a) Every existing contract to which Provincial was a party, whether in writing or not, shall have effect on and from the appointed day as if Allied had been a party thereto instead of Provincial;

(b) Every such contract, any provision of any existing contract to which Provincial was not a party, any provision of any other existing document (not being a statutory provision or a will) and any statutory provision (including, without prejudice to that generality, section 10 of the Bank Charter Act 1844, section 8 of the Bankers (Ireland) Act 1845, the Schedule to the Bankers (Northern Ireland) Act 1928 and the Schedule to the Finance (No. 2) Act (Northern Ireland) 1928) shall be construed and have effect on and from the appointed day as if—

(i) for any reference, however worded and whether express or implied, to Provincial there were substituted a reference to Allied;

(ii) any reference, however worded and whether express or implied, to the directors or to any director, officer, clerk or servant of Provincial were, as respects anything falling to be done on or after the appointed

1844 c. 32.  
1845 c. 37.  
1928 c. 15.  
1928 c. 29  
(N.I.).

day, a reference, as the case may require, to the directors of Allied or to such director, officer, clerk or servant of Allied as Allied may appoint for that purpose or, in default of appointment, to the director, officer, clerk or servant of Allied who corresponds as nearly as may be to the first-mentioned director, officer, clerk or servant:

- (2) Any account between Provincial and a customer shall, on and from the appointed day, become an account between Allied and the customer subject to the same conditions and incidents as theretofore; and such account shall be deemed for all purposes to be a single continuing account:

Provided that nothing herein shall affect any right of Allied or of the customer to vary the conditions or incidents subject to which any account is kept:

- (3) Any existing instruction, order, direction, mandate, power of attorney, authority, undertaking or consent (whether or not expressed in writing and whether or not in relation to an account) given to Provincial, either alone or jointly with another person, shall have effect, as respects anything falling to be done on or after the appointed day, as if given to Allied or, as the case may be, to Allied jointly with such other person:
- (4) Any negotiable instrument or order for payment of money drawn on, or given to, or accepted or endorsed by, Provincial or payable at the place of business of Provincial, whether so drawn, given, accepted or endorsed before, on or after the appointed day, 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, Allied or were payable at the same place of business of Allied:
- (5) The custody of any document, goods or thing held by Provincial as bailee immediately before the appointed day shall, on that day, pass to Allied, and the rights and obligations of Provincial under any contract of bailment relating to any such document, goods or thing shall, on that day, be transferred to Allied:
- (6) Any security held immediately before the appointed day by Provincial, or by a nominee of, or trustee for, Provincial, for the payment or discharge of any existing liabilities of any person transferred to Allied by virtue of this Act shall, on and from the appointed day, be held by Allied or, as the case may be, by that nominee or trustee for Allied, or to the extent of those liabilities

be available to Allied, as security for the payment or discharge of those liabilities; and where any such security extends to future advances or liabilities it shall, on and from the appointed day, be held by, and be available as aforesaid to, Allied as security for future advances by, and future liabilities to, Allied in the same manner in all respects as future advances by, or liabilities to, Provincial were secured thereby immediately before that day:

- (7) Where any right or liability of Provincial is by virtue of this Act transferred to Allied, Allied and all other persons shall, on and from the appointed day, have the same rights, powers and remedies (and in particular the same rights and powers as to taking or resisting legal proceedings or making or resisting applications to any authority) for ascertaining, perfecting or enforcing that right or liability as if it had at all times been a right or liability of Allied; and any legal proceedings or applications to any authority pending immediately before the appointed day by or against Provincial may be continued by or against Allied:
- (8) Any judgment or award obtained by or against Provincial and not fully satisfied before the appointed day shall be enforceable by or, as the case may be, against Allied.

Directors, etc.,  
of Provincial.

7. No director, secretary or auditor of Provincial shall by virtue only of this Act become a director, secretary or, as the case may be, auditor of Allied.

References to  
Provincial in  
wills.

8.—(1) No testamentary gift shall be adeemed by reason only of the operation of any of the provisions of this Act.

(2) Notwithstanding any rule of law or practice, including any such rule arising by reason of any adjudication or provision by a court having jurisdiction outside the United Kingdom, any will, whether made before, on or after the appointed day, which has not been proved in any part of the United Kingdom before the appointed day and which appoints Provincial to be an executor, trustee or recipient of any property as trustee shall be construed and have effect as if for any reference therein to Provincial as such executor, trustee or recipient or otherwise in connection with such appointment (not being a reference, however worded and whether express or implied, to terms and conditions of, or to a scale of fees of, Provincial published before the making of the will) there were substituted a reference to Allied.



9.—(1) All books and other documents which would before the appointed day have been evidence in respect of any matter for or against Provincial shall be admissible in evidence in respect of the same matter for or, as the case may be, against Allied. Evidence and books and documents.

(2) In this section “documents” has the same meaning as in section 6 of the Civil Evidence Act (Northern Ireland) 1971. 1971 c. 36 (N.I.).

10.—(1) On and from the appointed day the Bankers’ Books Evidence Act 1879 shall apply to the books of Provincial transferred to Allied by virtue of this Act, and to entries made therein before the appointed day, as if such books had at all relevant times been the books of Allied. Application of Bankers’ Books Evidence Act 1879. 1879 c. 11.

(2) For the purposes of section 4 of the said Act of 1879 any book so transferred to Allied shall be deemed to have been one of the ordinary books of Allied 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” shall be construed in accordance with section 9 (2) of the said Act of 1879.

11.—(1) The production of a Queen’s Printer’s copy of this Act shall, for all purposes, be conclusive evidence of the transfer of any property or liabilities to Allied and of the vesting thereof in Allied in accordance with the provisions of this Act. Evidence of transfer.

(2) Without prejudice to the generality of subsection (1) above—

(a) any such copy of this Act shall, in relation to any registered securities within the meaning of the Stock Transfer Act (Northern Ireland) 1963 transferred to and vested in Allied 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 of such securities from Provincial to Allied; 1963 c. 24 (N.I.).

(b) any document made or executed on or after the appointed day whereby Allied, whether alone or jointly with any other person, conveys or transfers, or purports to convey or transfer, to any person (whether for consideration or not), or applies to be registered as the holder or proprietor of, any property held by Provincial immediately before the appointed day, whether alone or jointly with any other person, shall be sufficient evidence that the interest of Provincial in that property became vested in Allied by virtue of this Act.

(3) Nothing in this section applies to any transfer or vesting falling within subsection (2) of section 4 (Transfer of Provincial's business to Allied) of this Act.

Transfers of interests in land.

1964 c. 36 (N.I.).

12. It is hereby declared that the transfer or vesting of an interest in land by virtue of this Act shall not—

- (a) constitute a purchase or creation of an estate for the purposes of section 10(3) of the Business Tenancies Act (Northern Ireland) 1964; or
- (b) 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
- (c) give rise to any forfeiture; or
- (d) invalidate or discharge any contract or security; or
- (e) operate so as to merge any leasehold interest in the reversion which is expectant thereon.

Dissolution of Provincial.

1948 c. 38.

13.—(1) Provincial shall by virtue of this Act be dissolved on the day on which, in pursuance of a request made by Allied at any time after the appointed day, the Registrar of Companies strikes Provincial off the register.

(2) Notwithstanding section 354 of the Companies Act 1948 (property of a dissolved company), on the day on which Provincial is struck off the register under subsection (1) above all documents required to be kept by Provincial pursuant to the provisions of the Companies Acts 1948 to 1980 shall, by virtue of this Act, be transferred to and vest in Allied and, where so required to be kept at a place in England, shall be kept by Allied at such a place.

Saving for provisions concerning banking institutions.

14. Except as otherwise expressly provided in this Act, nothing in this Act shall exempt any body corporate from any statutory provision relating to the carrying on of the business of banking.

Application of Act in Great Britain.

1971 c. 36 (N.I.).  
1968 c. 64.

15.—(1) This Act shall not extend to Scotland.

(2) In the application of this Act to England and Wales—

- (a) for the reference in section 9 (Evidence and books and documents) to section 6 of the Civil Evidence Act (Northern Ireland) 1971 there shall be substituted reference to section 10 of the Civil Evidence Act 1968;



- (b) for the reference in subsection (2) (a) of section 11 (Evidence of transfer) to the Stock Transfer Act (Northern Ireland) 1963 there shall be substituted reference to the Stock Transfer Act 1963; 1963 c. 24 (N.I.).
- (c) for paragraph (a) of section 12 (Transfers of interests in land) there shall be substituted the following:— 1963 c. 18.
- “ (a) constitute a purchase or creation of that interest for the purposes of section 30 (2) of the Landlord and Tenant Act 1954; ”. 1954 c. 56.

16. The costs, charges and expenses preliminary to, and of and incidental to, the preparing for, obtaining and passing of this Act, or otherwise in relation thereto, shall be paid by Allied. Costs of Act.

---

PRINTED IN ENGLAND BY OYEZ PRESS LIMITED  
FOR W. J. SHARP

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

LONDON: PUBLISHED BY HER MAJESTY'S STATIONERY OFFICE

£1.40p net

ISBN 0 10 511081 7



# Allied Irish Banks Act 1981

## CHAPTER x

### ARRANGEMENT OF SECTIONS

#### Section

1. Citation.
2. Interpretation.
3. Appointed day.
4. Transfer of Provincial's business to Allied.
5. Provisions as to trust property transferred.
6. Supplementary provisions.
7. Directors, etc., of Provincial.
8. References to Provincial in wills.
9. Evidence and books and documents.
10. Application of Bankers' Books Evidence Act 1879.
11. Evidence of transfer.
12. Transfers of interests in land.
13. Dissolution of Provincial.
14. Saving for provisions concerning banking institutions.
15. Application of Act in Great Britain.
16. Costs of Act.