

ELIZABETH II



1983 CHAPTER xiii

An Act to provide for the transfer to Lloyds Bowmaker Limited of the undertakings of certain subsidiaries of Lloyds and Scottish PLC; and for other purposes.
[27th October 1983]

WHEREAS—

Lloyds Bowmaker Limited (hereinafter referred to as “LB”) is a company incorporated under the Companies Acts 1908 to 1917 as a company limited by shares the principal objects of which are to carry on the financing of the sale (including credit or conditional sale), purchase, lending, mortgaging, hire, hire-purchase and insurance of property and the provision of related services, including banking:

And whereas LB is a wholly-owned subsidiary of Lloyds and Scottish PLC:

And whereas there are a number of other wholly-owned subsidiaries of Lloyds and Scottish PLC, specified in the Schedule to this Act, which engage (inter alia) in the businesses of instalment credit, leasing and banking services and of providing computer services:

And whereas for the better conduct of the businesses carried on by LB and the said subsidiaries it is expedient to make provision for the fusion of their undertakings by the transfer to LB of the undertakings of those subsidiaries as provided in this Act:

And whereas it is expedient that the transfer should be effected economically and without interference with the conduct and continuity of those businesses:

And whereas it is expedient that the other provisions in this Act should be enacted:

- And whereas 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:—

Short title. 1. This Act may be cited as the Lloyds Bowmaker Act 1983.

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

“appointed day” means in relation to any transferring company, the day appointed in relation to that company under subsection (2) of this section;

“existing” means, in relation to an appointed day, existing or in force immediately before that day;

“LB” means Lloyds Bowmaker Limited;

“property” means property and assets of every description wheresoever situate, and includes securities, rights, benefits and powers of every description (whether or not conferred by any enactment);

“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 payment or discharge of a debt, liability or obligation (whether present or future, actual or contingent); and

“transferring company” means a company referred to in the Schedule to this Act and “transferring companies” shall be construed accordingly.

(2) (a) For the purposes of this Act the directors of LB may appoint a day in relation to any one or more of the transferring companies and different days may be appointed for different companies.

(b) Not less than 14 days before a day appointed under this subsection, LB shall publish in the London Gazette, the Edinburgh Gazette and the Belfast Gazette a notice stating the day so appointed.

3.—(1) (a) On the appointed day all existing property, liabilities and obligations of a transferring company of whatsoever nature, and whether or not assignable at law or in equity, and wheresoever situate, and whether a transferring company 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 LB to the intent that LB shall succeed to the whole undertaking of the transferring company. Transfer to LB.

(b) For the avoidance of doubt it is hereby declared that the transfer or vesting effected by virtue of this Act shall not—

- (i) constitute a purchase or creation of an interest in land for the purposes of section 30 (2) of the Landlord and Tenant Act 1954; or 1954 c. 56.
- (ii) operate as a breach of covenant or condition against alienation; or
- (iii) constitute an assignment, transfer, devolution, parting with possession or other disposition of an interest in property 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
- (iv) give rise to any forfeiture; or
- (v) invalidate or discharge any contract or security; or
- (vi) operate so as to merge any leasehold interest so transferred to, or vested in, LB in the reversion expectant thereon held by LB immediately before the appointed day or to merge any leasehold interest held by LB immediately before the appointed day in the reversion expectant thereon transferred to, or vested in, LB by virtue of this Act.

(2) LB may give to a transferring company or to any company of which that transferring company is a wholly-owned subsidiary, such consideration for the transfer to and vesting in LB of the property, liabilities and obligations of that transferring company, in pursuance of subsection (1), as they may think fit.

Supplementary provisions as to transfer.

4. Without prejudice to the generality of the foregoing provisions of this Act but subject to any provision in this Act to the contrary effect—

1967 c. 81.

1958 c. 45.

1974 c. 39.

1979 c. 37.

(a) every existing contract, agreement, certificate (other than a certificate granted under section 123 of the Companies Act 1967), conveyance, deed, lease, licence (other than a licence granted under the Prevention of Fraud (Investments) Act 1958, the Consumer Credit Act 1974 or the Banking Act 1979), guarantee, bond, indemnity or instrument of any kind entered into by or made with or addressed to a transferring company (whether alone or with any person and whether as principal or agent and whether in writing or not) shall have effect on and from the appointed day as if—

(i) LB had been a party thereto or bound thereby or entitled to the benefit thereof instead of the transferring company;

(ii) any reference (however worded and whether express or implied) to a transferring company were or included a reference to LB; and

(iii) any reference (however worded and whether express or implied) to the directors or to any director, officer or employee of a transferring company were, as respects anything falling to be done on or after an appointed day, a reference to the directors of LB or, as the case may require, to such director, officer or employee of LB as LB may appoint for that purpose or, in default of appointment, to the director, officer or employee of LB who corresponds as nearly as may be to the first-mentioned director, officer or employee:

(b) sub-paragraphs (ii) and (iii) of paragraph (a) above shall apply to any enactment and to references in an instrument of any kind not entered into by or made with or addressed to a transferring company, as they apply to references in instruments to which paragraph (a) above applies:

(c) any account between a transferring company and any person shall, on and from the appointed day, become an account between LB and that person subject to the same conditions, incidents and rights of set-off 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 LB or of that person to vary the conditions, incidents or rights of set-off subject to which any account is kept:

- (d) any existing instruction, order, direction, direct-debit, mandate, notice, representation, power of attorney, authority, undertaking or consent given to or by a transferring company or to or by a third party for the benefit of a transferring company (whether in writing or not, whether alone or with any person and whether as principal or agent and whether or not in relation to an account) shall have effect on and from the appointed day as if given to or by or, as the case may be, for the benefit of LB:
- (e) any existing negotiable instrument or order for payment of money drawn on, or given to, or accepted or endorsed by any transferring company, or payable at any place of business of any transferring company, whether so drawn, given, accepted or endorsed before, on or after the appointed day, shall have the same effect on and from such appointed day as if it had been drawn on, or given to, or accepted or endorsed by, LB, or were payable at the same place of business of LB:
- (f) the custody of any document, goods or other thing held by a transferring company as bailee or depository at any branch or office of such company shall be transferred or deemed to be transferred to LB on the appointed day, and the rights and obligations of the transferring company under any contract of bailment or deposit relating to any such document, goods or thing shall be transferred or deemed to be transferred on that day to LB:
- (g) any security held immediately before the appointed day by a transferring company, or by a nominee of, or trustee for, a transferring company shall, on and from such appointed day, be held by LB or, as the case may require, by that nominee or trustee for LB, and be available to LB as security and any such security which extends to future advances or liabilities shall, on and from such appointed day, be held by, and be available as aforesaid to, LB as security for future advances by, and future liabilities to, LB in the same manner in all respects as future advances by, or liabilities to, the transferring company were secured thereby immediately before that day:
- (h) where by virtue of this Act any right, liability or obligation becomes a right, liability or obligation of LB, LB 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, liability or obligation as if it had at all times been a right, liability or obligation of LB; and any legal proceedings or applications to any authority pending immediately before such appointed day by or against a transferring company may be continued by or against LB:

- (i) any judgment or award obtained by or against a transferring company and not fully satisfied before the appointed day shall be enforceable by or against LB in place of the transferring company.

Contracts of employment.

5.—(1) Paragraph (a) of section 4 (Supplementary provisions as to transfer) of this Act applies to a contract for the employment of any person by a transferring company and employment with a transferring company and LB under any such contract shall be deemed for all purposes to be a single continuing employment.

(2) No director, secretary or auditor of a transferring company shall by virtue only of this Act become a director, secretary or, as the case may be, auditor of LB.

Schemes.

6.—(1) The trust deeds, rules or instruments constituting or relating to any scheme of a transferring company shall, on and from the appointed day, be construed and have effect, so far as the context permits, as if for any reference therein to any such company there were substituted a reference to LB.

(2) No officer or employee of any of the transferring companies who, by virtue of this Act, becomes an officer or employee of LB shall be entitled as of right to participate in any scheme of LB and no officer or employee of LB shall be entitled as of right to participate in any scheme of any transferring company.

(3) In this section, “scheme” means any pension fund or scheme, any share acquisition scheme, any share option scheme, any share incentive scheme, any profit sharing scheme or any similar scheme.

Evidence and books and documents.

7.—(1) All 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 admissible in evidence in respect of the same matter for or against LB.

1968 c. 64.

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

8.—(1) On and from the appointed day the Bankers' Books Evidence Act 1879 shall apply to the books of a transferring company and to entries made therein before that day, as if such books were the books of LB.

Application of Bankers' Books Evidence Act 1879.

(2) For the purposes of section 4 of the said Act of 1879, books so transferred to LB shall be deemed to have been the ordinary books of LB 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.

1879 c. 11.

(3) In this section "books" has the same meaning as in the said Act of 1879.

9.—(1) On and from the appointed day the production of a Queen's Printer's copy of this Act shall, for all purposes, be conclusive evidence of the transfer of the property, liabilities and obligations of a transferring company to LB and of the vesting thereof in LB in accordance with the provisions of this Act.

Evidence of transfer.

(2) Without prejudice to the generality of the foregoing—

(a) any such copy of this Act shall, in relation to any registered securities within the meaning of the Stock Transfer Act 1963 transferred to, and vested in, LB by virtue of this Act, operate for all purposes of the said Act of 1963 or of the Stock Exchange (Completion of Bargains) Act 1976 as a duly executed stock transfer in respect of the transfer of such securities from a transferring company to LB;

1963 c. 18.

1976 c. 47.

(b) any document made or executed on or after the appointed day whereby LB, 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 a transferring company immediately before the appointed day, whether alone or jointly with any other person, shall be sufficient evidence that the interest of such transferring company in such property became vested in LB by virtue of this Act.

(3) In this section "convey" has the same meaning as in the Law of Property Act 1925.

1925 c. 20.

10. Nothing in this Act shall derogate from or prejudice the powers of LB to alter its memorandum and articles of association, to change its name, or to dispose of, or deal with, its assets or to carry on or discontinue its business or any part thereof.

Saving for LB.

Saving for enactments concerning banking, consumer credit, deposit taking and money-lending.

11. Nothing in this Act shall exempt any body corporate from the provisions of any enactment relating to institutions carrying on the business of banking, consumer credit, deposit taking or money-lending.

Application to Scotland and Northern Ireland.

12.—(1) This Act shall extend to Scotland and Northern Ireland.

(2) In the application of this Act to Scotland the following provisions shall have effect:—

(a) In the construction of this Act—

“bailee” includes a custodian and “contract of bailment” includes any other contract regulating custody of things;

“debenture” includes a floating charge or any instrument containing a floating charge;

“mortgage” includes 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 vested in LB by virtue of this Act shall, on and from the appointed day, have the same effect in favour of LB up to such maximum amounts as may be stated therein respectively in all respects as if they had been originally granted in favour of LB for such maximum amounts:

(c) To enable LB (to which by virtue of this Act there is transferred any heritable or leasehold property vested in a transferring company redeemably or irredeemably) to complete a title, if thought fit, to any property transferred to and vested in it 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, as the case may be, assignation of such property in favour of LB:

- (d) For the reference in section 7 (Evidence and books and documents) of this Act to section 10 of the Civil Evidence Act 1968 there shall be substituted reference to section 17 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1968. 1968 c. 64.
1968 c. 70.

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

- (a) for sub-paragraph (b) (i) of subsection (1) of section 3 (Transfer to LB) of this Act there shall be substituted the following:—

“(i) constitute a purchase or creation of an estate for the purposes of section 10 (3) of the Business Tenancies Act (Northern Ireland) 1964;”:
1964 c. 36
(N.I.).

- (b) for the reference in section 7 (Evidence and books and documents) of this Act to section 10 of the Civil Evidence Act 1968 there shall be substituted reference to section 6 of the Civil Evidence Act (Northern Ireland) 1971:
1971 c. 36
(N.I.).

- (c) for the reference in subsection (2) (a) of section 9 (Evidence of transfer) of this Act to the Stock Transfer Act 1963 there shall be substituted a reference to the Stock Transfer Act (Northern Ireland) 1963, for the reference in the Stock Exchange (Completion of Bargains) Act 1976 there shall be substituted a reference to the Stock Exchange (Completion of Bargains) (Northern Ireland) Order 1977 and the Companies (Northern Ireland) Order 1978 and for the reference in subsection (3) of that section to the Law of Property Act 1925 there shall be substituted reference to the Conveyancing Act 1881. 1963 c. 18.
1963 c. 24
(N.I.).
1976 c. 47.
S.I. 1977/1254
(N.I. 21).
S.I. 1978/1042
(N.I. 12).
1925 c. 20.
1881 c. 41.

13. 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 LB. Costs of Act.

THE SCHEDULE

TRANSFERRING COMPANIES

Bowmaker Limited
Bowmaker (Commercial) Limited
Bowmaker (Ulster) Limited
Hamilton Leasing Limited
Hamilton Leasing (Scotland) Limited
Lloyds and Scottish Computer Services Limited
Lloyds and Scottish Trust Limited
L S Credit Limited
Medenta Services Limited

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Lloyds Bowmaker Act 1983

CHAPTER xiii

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