



Dunham Bridge (Amendment) Act 1994

1994 CHAPTER viii

PART II

CONSTITUTION OF COMPANY

4 Incorporation of enactments

(1) Subject to the provisions of this Part the following enactments are incorporated with this Act:—

- (a) the Act of 1845, except sections 56 to 60 (which relate to the conversion of borrowed money into capital), section 80 (which relates to the manner of ascertaining a majority of votes), sections 85 and 86 (which relate to the qualifications and interests of directors), sections 101 to 119 (which relate to auditors and accounts), sections 124 to 127 (which relate to byelaws) and sections 142 to 156 (which relate to recovery of damages and penalties);
- (b) Part I (relating to cancellation and surrender of shares), Part II (relating to additional capital), except the provisions thereof which limit the rate of dividend or interest on preference capital, and Part III (relating to debenture stock) of the Act of 1863 except section 34 thereof:

Provided that—

- (i) section 90 of the Act of 1845 (which relates to the powers of the directors), as so incorporated, shall have effect as if at the end thereof there were added the following sentence: “A resolution passed at any such general meeting shall require a majority of not less than three quarters of such of the members of the Company as (being entitled to do so) vote (whether in person or by proxy) at the meeting”;
- (ii) section 98 of the Act of 1845 (which requires proceedings to be entered in books), as so incorporated, shall have effect as if after the words “shall be signed by the chairman of such meeting” there were inserted the words “or of the next succeeding meeting”;
- (iii) section 14 of the Act of 1863 (which relates to dividends on preference capital), as so incorporated, shall have effect as if—

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- (A) after the words “each year” there were inserted the words “or out of the unappropriated profits from previous years or partly out of the one and partly out of the other”; and
 - (B) before the words “profits available” there were inserted the word “such”;
 - (iv) section 122 of the Act of 1845 (which authorises the creation of a contingency fund), as so incorporated, shall have effect as if for the words from “as they” to the end of the section there were substituted the words “by way of reserve as they may think proper, and may divide the balance only among the shareholders”;
 - (v) section 22 of the Act of 1863 (which contains regulations as to the creation and issue of debenture stock), as so incorporated, shall have effect as if the words “and to the same amount as” were omitted.
- (2) In the construction of the enactments so incorporated with this Act the expression “the company” shall mean the Company.
- (3) Nothing in this section affects the operation of section 718 of the Companies Act 1985 (which applies certain provisions of that Act to unregistered companies).