

Royal Exchange Assurance Act, 1960

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ARRANGEMENT OF SECTIONS

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CHAPTER xv

An Act to amend the royal charters and enactments relating to the Royal Exchange Assurance.

[2nd June 1960.]

WHEREAS by royal charter dated the twenty-second day of June seventeen hundred and twenty and granted in pursuance of an Act passed in the sixth year of the reign of King George the First chapter eighteen intituled "An Act for better securing certain powers and privileges intended to be granted by his Majesty by two charters for assurance of ships and merchandises at sea and for lending money upon bottomry and for restraining several extravagant and unwarrantable practices therein mentioned" a corporation was created by the name of "the Royal Exchange Assurance for the assurance of ships goods and merchandise at sea or going to sea and for lending money upon bottomry":

And whereas by the said Act passed in the sixth year of the reign of King George the First chapter eighteen intituled as aforesaid it was provided that the said corporation the Royal Exchange Assurance for the assurance of ships goods and merchandise at sea or going to sea and for lending money upon bottomry should when created have power in its general court from time to time as it should see cause to call in or direct to be paid from and by its members for the time being proportionally according to their respective share or shares in the capital stock which should belong to such corporation any further sum or sums of money as by such general courts should from time to time be judged necessary and be ordered to be called in or raised:

And whereas by the said royal charter dated the twenty-second day of June seventeen hundred and twenty it was provided (*inter alia*) that it should and might be lawful to and for the said corporation thereby established in the general court or courts of the same from time to time as such general court or courts should see cause to call in or direct to be paid from and by the members thereof for the time being proportionally

according to their respective share or shares in the capital stock which should belong to the same corporation any further sum and sums of money (over and above one million and five hundred thousand pounds being the capital stock belonging to the said corporation) as by such general court or courts should from time to time be judged necessary and be ordered to be called in or raised as by the said Act in that behalf was intended and directed and that all executors administrators guardians trustees and mortgagees should by virtue of the said Act and of that charter be impowered to pay in their respective proportions of the money so called for and to the end that all the calls of money which should be made by any order or orders of the said general court or courts pursuant to the said Act and that charter declared and appointed that for refusal or neglect of paying in the money upon any such call or calls such course should be taken and such methods practised and put in execution as were in and by the said Act prescribed for recovery and making good of the same and by such charter it was required and commanded that the money which should be called for and paid in over and above the said one million five hundred thousand pounds should be deemed additional capital stock and should be written in the books of the said corporation thereby established and the respective members paying the same should have credit in the said books for their respective proportions or shares thereof:

And whereas by royal charter dated the twenty-ninth day of April seventeen hundred and twenty-one the then present and future members of the Royal Exchange Assurance were incorporated as a distinct corporation for the assurance of any life or lives of any person or persons whatsoever and against casualties and accidents by fire by the name of "the Royal Exchange Assurance of houses and goods from fire":

And whereas by the said royal charter dated the twenty-ninth day of April seventeen hundred and twenty-one it was provided that it should and might be lawful to and for the said corporation called the Royal Exchange Assurance of houses and goods from fire and their successors by or in pursuance of the order or orders of the general court of the said corporation (inter alia) to make calls for money from the members of the said Corporation or to do any other lawful and reasonable act or acts which such general court or courts should think expedient for raising such competent and sufficient sum or sums of money as they should deem necessary or convenient for the public fund or stock of the same corporation for the purposes in and by such charter mentioned or intended:

And whereas by the Acts 33 Geo. 3 c. 14 36 Geo. 3 c. 26 41 Geo. 3 c. 57 and 6 Geo. 4 c. 37 further powers were conferred on the said two corporations and by the Royal Exchange Assurance Consolidation Act 1854 the said corporations became one

corporation by the name of the Royal Exchange Assurance (hereinafter in this Act referred to as "the Corporation") and by the said last-mentioned Act and the Royal Exchange Assurance Act 1871 further powers were conferred on the Corporation:

And whereas by the Royal Exchange Assurance Act 1901 the before-mentioned Acts were repealed but without prejudice to the charters before-mentioned and the then existing constitution of the Corporation and it was enacted that the objects of the Corporation and its fundamental laws should from and after the passing of the said Act of 1901 be those defined and set forth in the schedule thereto and by the Royal Exchange Assurance Act 1925 and the Royal Exchange Assurance Act 1930 certain further powers were conferred upon the Corporation:

And whereas the authorised capital of the Corporation is £16,000,000 of which £13,166,667 has been issued and paid up:

And whereas doubts have arisen as to whether on the true construction of the provisions of the royal charters and Acts hereinbefore recited or some of them the holders of shares or stock in the capital of the Corporation may not be liable to have calls made upon them to pay or contribute to the Corporation amounts in excess of the nominal amount of such shares or stock or in the case of shares or stock issued at a premium in excess of the nominal amount of such shares or stock together with such premium and it is expedient to remove such doubts so as to ensure that no such liability attaches to such shares or stocks:

And whereas the objects of the Corporation as defined and set forth in the schedule to the Act of 1901 have been amended and extended by the said Acts of 1925 and 1930 and it is expedient to re-enact the said objects as so amended and extended with such further amendments as are in this Act provided for:

And whereas 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 Royal Exchange Assurance Act 1960.

Short and
collective
titles.

(2) The Royal Exchange Assurance Acts 1901 to 1930 and this Act may be cited together as the Royal Exchange Assurance Acts 1901 to 1960.

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

“ the Act of 1901 ” means the Royal Exchange Assurance Act 1901;

“ the Act of 1925 ” means the Royal Exchange Assurance Act 1925;

“ the Act of 1930 ” means the Royal Exchange Assurance Act 1930;

“ the Corporation ” means the Corporation known as the Royal Exchange Assurance;

(2) References in this Act to any other enactment shall be construed as references to that enactment as amended by any other enactment including this Act.

(3) Any reference in the Royal Exchange Assurance Acts 1901 to 1930 to the fundamental laws (as set forth in the schedule to the Act of 1901) shall be construed as a reference to those laws as amended by this Act.

3.—(1) The Royal Exchange Charters and Acts shall be construed and have effect as if no power were conferred by them or any of them under or by virtue of which any liability could or might at any time arise or be imposed on the holders of shares or stock in the capital of the Corporation to pay or contribute any sums or amounts in excess of the nominal amounts of such shares or stock or in the case of shares or stock issued at a premium in excess of the nominal amounts of such shares or stock together with such premium.

(2) The provisions of this section are without prejudice to the power of the Corporation to issue shares or stock in the capital of the Corporation at a premium.

(3) In this section “ the Royal Exchange charters and Acts ” means the royal charters and Acts recited in the preamble to the Act of 1901 and the Royal Exchange Assurance Acts 1901 to 1930.

4. The objects of the Corporation shall from and after the passing of this Act be those defined and set forth in the schedule to this Act and the schedule to the Act of 1901 shall be read and have effect as if the schedule to this Act were substituted for paragraph 3 of the schedule to the Act of 1901.

5. The following provisions of the Act of 1925 and the Act of 1930 are hereby repealed:—

The Act of 1925—

Section 3 (Power to hold lands in other countries);

Section 4 (Formation of subsidiary companies in United Kingdom);

Section 5 (Corporation may act as registrars or transfer agents);

Section 8 (Creation of debentures or debenture stock);

Section 9 (Application of debentures &c.);

Section 10 (Purchase of debentures &c.);
Section 11 (Saving for statutory funds &c.):
The Act of 1930—
Section 2 (Extension of powers to act as registrars
transfer agents &c.).

6. The costs charges and expenses preliminary to and of and Costs of
incidental to the applying for and the preparing obtaining and Act.
passing of this Act shall be paid by the Corporation.

SCHEDULE

THE OBJECTS OF THE CORPORATION

3. The objects of the Corporation are—

- (A) To carry on the business of insurance in all its branches and to grant assurances and contracts of guarantee or indemnity against any and every description of risk loss or liability whatever or against loss whether direct or indirect arising from the happening of any event whatever and to grant annuities and generally to undertake and transact any business now or at any time ordinarily undertaken or transacted by underwriters:
- (B) To lend and advance money or give credit to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Corporation and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons:
- (C) To undertake and transact any business ordinarily known as trustee and executorship business:
- (D)
 - (1) To undertake the office of secretary registrar or transfer agent;
 - (2) To keep for any government company authority or body any register relating to any stocks funds shares or securities and to undertake any duties in relation to the registration of transfers the issue of certificates or otherwise;
 - (3) To act as agent for the investment payment transmission and collection of moneys and for the purchase sale development and management of property of all kinds and generally to transact and undertake all kinds of agency business and to perform and discharge the duties and functions incident thereto and to act in Scotland as factor to any trust estate testamentary or inter vivos and as judicial factor or curator bonis under any appointment made by the court;
 - (4) To hold investments securities money or chattels as custodian or in any other capacity;
 - (5) To provide clerical staff offices and other accommodation in connection with any matters in which the Corporation is undertaking or about to undertake duties or services for the purposes for which such staff offices or accommodation may be necessary or convenient:
- (E) To acquire and hold for any purposes lands of any tenure in any part of the world or any interest therein and from time to time to sell lease exchange mortgage or otherwise deal with or dispose of any lands or any interest in lands so acquired or held or any part of the same on such terms and conditions as the Corporation may see fit free from any restriction and in particular (without prejudice to the generality of the foregoing) in the case of lands in the

United Kingdom or any interest therein to hold the same without any licence in mortmain:

- (F) To acquire and undertake the whole or any part of the business property and liabilities of any person carrying on or authorised to carry on business which the Corporation is authorised to carry on or possessed of property suitable for the purposes of the Corporation or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Corporation:
- (G) To amalgamate enter into partnership or into any arrangement for sharing profits union of interests co-operation or joint adventure with any person carrying on or engaged in or authorised to carry on or engage in any business or transaction which the Corporation is authorised to carry on or engage in or which can be carried on in conjunction with or which is capable of being conducted so as directly or indirectly to benefit the Corporation:
- (H) To subscribe for take purchase or otherwise acquire and hold shares stock debentures or other securities of any company or other body corporate or any association having objects altogether or in part similar to those of the Corporation or carrying on or authorised to carry on any business capable of being conducted so as directly or indirectly to benefit the Corporation:
- (I) To pay for any property or rights acquired by the Corporation either in cash or shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Corporation has power to issue or partly in one mode and partly in another and generally on such terms as the Corporation may determine:
- (J) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Corporation in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets both present and future and the uncalled capital of the Corporation or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock perpetual or otherwise or other securities of any description and to purchase redeem or pay off any such securities:
- (K) To procure the Corporation to be registered or recognised in any country state or place abroad and to make any investments or deposits and comply with any conditions necessary or expedient in order to carry on business there:
- (L) To form or assist in forming any company or other body corporate or any association for carrying on any business or undertaking which the Corporation may for the time being be authorised to carry on and to hold shares or stock in or securities of or any other interest in any such company body corporate or association and to dispose of such shares stock securities or interests and to guarantee the due

fulfilment of all or any the obligations and engagements of any such company body corporate or association:

- (M) To do all such acts and things as may be considered incidental or conducive to the attainment of the above objects or to the full exercise of the foregoing powers:
- (N) To do all or any of the above-mentioned things in any part of the world and either as principals agents trustees or otherwise and either alone or in conjunction with others and either by or through agents or otherwise.

Table of Statutes referred to in this Act

| Title | Session and chapter |
|---|----------------------------|
| “ An Act for better securing certain powers and “ privileges intended to be granted by His Majesty “ by two charters for assurance of ships and “ merchandises at sea and for lending money “ upon bottomry and for restraining several “ extravagant and unwarrantable practices therein “ mentioned ” | 6 Geo. 1. c. xviii. |
| Royal Exchange Assurance Consolidation Act 1854 | 17 Vict. c. xi. |
| Royal Exchange Assurance Act 1871 | 34 Vict. c. xiii. |
| Royal Exchange Assurance Act 1901 | 1 Edw. 7. c. x. |
| Royal Exchange Assurance Act 1925 | 15 & 16 Geo. 5. c. xlv. |
| Royal Exchange Assurance Act 1930 | 20 & 21 Geo. 5. c. cxviii. |

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