



ANNO TERTIO

GULIELMI IV. REGIS.

Cap. lxxv.

An Act to enable the *Edinburgh* Life Assurance Company to sue and be sued in the Name of their Manager, Secretary, or a limited Number of their ordinary Directors, to hold Property, and for other Purposes relating thereto.

[10th *June* 1833.]

WHEREAS Sir *James Montgomery* of *Stanhope*, Baronet, Sir *Robert Dundas* of *Beechwood*, Baronet, *John Hope* Esquire, Dean of the Faculty of Advocates, and a great Number of other Persons, upwards of Nine Years ago, associated themselves, under certain Rules and Articles of Copartnership, into a Company under the Name and Designation of “The *Edinburgh* Life Assurance Company,” for the Purposes of making or effecting Assurances upon Lives and on Survivorships, and for making or effecting all such other Assurances connected with Life as may be made or effected according to Law, and for granting and purchasing Annuities, either for Lives or otherwise, and on Survivorships, and subscribed and raised considerable Sums of Money for the Purposes aforesaid, and generally for carrying into effect the several Objects of the said Company, according to the Tenor of the aforesaid Articles or Contract of Copartnership, and of the Regulations and Provisions made or to be made in Terms thereof: And whereas the Public have been greatly benefited by the Formation of such Companies or Partnerships, and a considerable Revenue is derived to His Majesty therefrom: And whereas, for the more effectually carrying on the Business of the said Company, and removing Difficulties that

[*Local.*] 16 O have

Company
may sue and
be sued in
the Name of
their Mana-
ger, &c.

have arisen and may hereafter arise in recovering their Debts and Monies, and in maintaining Actions for Damage done to their Property, and in prosecuting Persons who may steal or embezzle the Monies or Effects of, or who may commit any other Offence against or with Intent to defraud or injure the said Company, and for avoiding the Inconvenience attendant on all the several Subscribers or Proprietors for the Time being to or in such Company or Society suing and prosecuting, and being sued and prosecuted, by their several and distinct Names and Descriptions, it is necessary that the said Company should be authorized and empowered to prosecute and sue, and to be prosecuted and sued, in the Name of their Manager or Secretary for the Time being, or in the Name of a limited Number of the ordinary Directors for the Time being of the said Company, and to hold Heritable and other Property, absolutely or otherwise, in manner herein-after set forth : May it therefore please Your Majesty that it may be enacted; and be it enacted by the King'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, That from and after the passing of this Act all Actions, Suits, Petitions, and Proceedings at Law or in Equity, and all Diligence, Real and Personal, against any Person or Persons, or Body or Bodies Politic or Corporate, indebted or to be indebted to the said Company called "The *Edinburgh* Life Assurance Company," or against any Subject or Subjects, Heritable or Moveable, and also all Petitions to found any Sequestration in *Scotland*, or Commission of Bankruptcy in *England* or *Ireland*, or elsewhere within His Majesty's Dominions, against any Person or Persons, or Body or Bodies Politic or Corporate, indebted or to be indebted to the said Company, and liable to be made bankrupt by the Laws now or at any Time hereafter in being relative to Bankrupts and Traders, or to Sequestrations, and all Proceedings at Law or in Equity under any Sequestration or Sequestrations, or under any Commission or Commissions of Bankruptcy, awarded in consequence of any such Petitions, to be commenced, instituted, or prosecuted by or on behalf of the said Company, and generally all legal Proceedings whatsoever wherein the said Company is or shall be concerned or interested against any Person or Persons, or Body or Bodies Politic or Corporate, or others, whether Members of such Company or otherwise, shall and lawfully may be commenced, instituted, and prosecuted in the Name of the Manager or the Secretary for the Time being, or in the Name of any Three of the ordinary Directors for the Time being of the said Company, as the nominal Pursuer or Pursuers, Plaintiff or Plaintiffs, Petitioner or Petitioners, Complainer or Complainers, Charger or Chargers, for and on behalf of the said Company; and all Actions, Suits, and Proceedings at Law or in Equity to be commenced, instituted, and prosecuted against the said Company shall and lawfully may be commenced, instituted, and prosecuted against the Manager or the Secretary for the Time being, or against any Three of the ordinary Directors for the Time being of the said Company, as the nominal Defender or Defenders, Defendant or Defendants, Respondent or Respondents, for and on behalf of the said Company, in such Actions, Suits, and Proceedings at Law or in Equity; and it shall be sufficient to cite the

the said Manager or Secretary, or ordinary Directors, at the ordinary Place of Business of the said Company in *Edinburgh*; and the Death, Resignation, or Removal, or any other Act of such Manager or Secretary or ordinary Directors, or any of them, shall not abate or prejudice any such Actions, Suits, Petitions, Diligence, or other Proceedings at Law or in Equity as aforesaid, but the same may be continued, prosecuted, and carried on in the Name of or against any other Manager or Secretary or ordinary Director or ordinary Directors of the said Company for the Time being, in the same Manner as if he or they had been the original Parties thereto; and the said Company shall and may, in the Manner herein-before directed, sue and be sued, plead and be impleaded, answer and be answered unto, defend and be defended in all and every Court, and charge and be charged in any Part of the United Kingdom of *Great Britain* and *Ireland*, or elsewhere within His Majesty's Dominions.

II. And be it enacted, That from and after the passing of this Act it shall be lawful for the said Company to prefer any Indictment or Indictments, Information or Informations, or prosecute any Action or Actions in all and every Court in any Part of the United Kingdom of *Great Britain* and *Ireland*, or elsewhere within His Majesty's Dominions, in the Name or at the Instance of the Manager or the Secretary for the Time being, or of any Three of the ordinary Directors for the Time being of the said Company, for behoof thereof, against any Person or Persons for any Offence committed against the said Company; and in all Indictments, Informations, and Prosecutions against any Person or Persons for feloniously taking, stealing, or embezzling any Goods, Chattels, Notes, Bills, Books, Bonds, Deeds, or any Securities, Monies, Effects, or Property of or belonging to the said Company, such Goods, Chattels, Notes, Bills, Books, Bonds, Deeds, Securities, Monies, Effects, or Property may be laid and stated to be the Goods, Chattels, Notes, Bills, Books, Bonds, Deeds, Securities, Monies, Effects, and Property of "The *Edinburgh* Life Assurance Company;" and in all Indictments, Informations, and Prosecutions against any Person or Persons for any Fraud, Crime, or Offence committed with Intent to defraud or injure the said Company, such Fraud, Crime, or Offence may be laid and stated to have been done with Intent to defraud or injure "The *Edinburgh* Life Assurance Company;" and it shall not be necessary to state in any such Indictment, Information, or Prosecution the Name or Names of all or any of the Persons now or at any Time hereafter constituting the said Company; and the Offender or Offenders shall or may thereupon be lawfully convicted, in as full and perfect a Manner, to all Intents and Purposes, as if the Name or Names of all and every of the Persons constituting the said Company were inserted or used in such Indictment, Information, or Prosecution, or in any Proceedings consequent thereto or attendant thereon.

III. And be it enacted, That all and every Judgment and Judgments, Decree and Decrees, which shall at any Time, under the Authority of this Act, be had or recovered in any Action, Suit, Proceeding at Law or in Equity, against the Manager or Secretary, or

May prosecute for criminal Offences.

Effect of Judgments against the Manager, &c.

or any Three of the ordinary Directors for the Time being of the said Company as aforesaid, shall have the like Effect and Operation upon and against the Property of the said Company, and against all the Members thereof, as if such Judgment or Judgments, Decree or Decrees, had been recovered or obtained against the said Company in any Action, Suit, Proceeding at Law or in Equity brought or commenced against such Company by or in the distinct Names and Descriptions of the several Members thereof, and as if this Act had not been passed; and the Bankruptcy, Insolvency, or stopping Payment of such Manager or Secretary or ordinary Directors, or any of them, in his or their individual Character or Capacity, or respective Characters or Capacities, shall not be or be construed to be the Bankruptcy, Insolvency, or stopping Payment of the said Company; and the said Company, and the Capital, Stock, and Effects thereof, shall, notwithstanding the Bankruptcy, Insolvency, or stopping Payment of any such Manager, Secretary, or ordinary Directors, or any of them, be attached or attachable, and be in all respects liable to the lawful Claims and Demands of the Creditor or Creditors of the said Company, in like Manner as if no such Bankruptcy, Insolvency, or stopping Payment of the said Manager or Secretary or ordinary Directors, or any of them, had happened or taken place.

No more
than One
Action in
respect of
the same
Cause.

IV. And be it enacted, That no Person or Persons, or Bodies Politic or Corporate, or others, having or claiming to have any Demand upon or against the said Company, shall bring more than One Action or Suit in respect of such Demand; and the Proceedings in any Action or Suit which may have been brought against the Manager or Secretary or ordinary Directors, or other Member or Members of the said Company, may be pleaded in bar of any Action or Actions, Suit or Suits for the same Demand against any Manager, Secretary, or ordinary Directors, or other Member or Members of the said Company.

Memorial of
Partners, &c.
to be re-
corded.

V. And be it enacted, That a Memorial of the Names of the Manager and Secretary for the Time being of the said Company, and of the Names of the several Persons being ordinary Directors for the Time being of the said Company, and of the Names of the several Persons being Partners or Members of the said Company, as the same shall appear on the Books of the said Company, in the Form expressed in the Schedule to this Act annexed (or as near to such Form as the Circumstances of the Case will admit), shall be made out by the Manager or Secretary, and shall be verified by the Oath of such Officer, (or in the Case of a Quaker, on solemn Affirmation,) taken before any Justice of the Peace, and which Oath any Justice of the Peace is hereby authorized and empowered to administer; and which Memorial, when so made out and verified, shall be recorded in the Books of Council and Session at *Edinburgh* within One Year after the passing of this Act; and whenever there shall be a Change or new Appointment of any Manager or Secretary or of the ordinary Directors of the said Company, or when any Transfer or Transfers of any Share or Shares of any Member or Members of the said Company shall be made, a Memorial or

Memorials thereof shall in like Manner, within Twelve Calendar Months next afterwards, be made out, verified, and recorded as aforesaid, in the Form and to the Effect expressed in the said Schedule; and an Extract of such Memorial or Memorials, after the same shall have been recorded in the Books of Council and Session as aforesaid, shall, in all Actions or Suits and Proceedings, civil or criminal, and in all Cases whatsoever, be received in Evidence as Proof of the several Persons therein named being the Manager, Secretary, ordinary Directors, and Members of the said Company at the Date of such Memorial or Memorials.

VI. And be it enacted, That until such Memorial as is first herein-before mentioned shall have been recorded in manner by this Act directed, no Action or Suit shall be brought by the said Company under the Authority of this Act; and until the Memorial by this Act required to be made out, verified, and recorded in the Event of any Change in the Manager or Secretary or ordinary Directors or Members of the said Company shall have been made out, verified, and recorded as herein-before mentioned, all the Members whose Names shall appear in the Memorial recorded immediately preceding such Change shall be and are hereby declared to be the Persons who shall be deemed, held, and taken to be the Manager, Secretary, ordinary Directors, and Members of the said Company in all such Actions or Suits and Proceedings as aforesaid: Provided always, that any Error or clerical Mistake in the Memorials or relative Schedules to be from Time to Time made out and recorded as before directed, or in the Verification or recording thereof, shall not be pleadable in bar of any Action or Actions, Suit or Suits, or other Proceedings, raised or prosecuted, and shall not vitiate or annul any Diligence, Real or Personal, commenced or carried on at the Instance of the said Company, in Name of the Manager, Secretary, or any Three of the ordinary Directors thereof, in Terms of this Act, provided that it shall be established to the Satisfaction of the Judge or Judges before whom such Action or Actions, Suit or Suits, or other Proceedings shall depend, that such Error was accidental, and not wilful.

No Action to be brought until Memorial is recorded.

VII. Provided always, and be it further enacted, That the Manager, Secretary, or ordinary Directors of the said Company, whether a Proprietor or Proprietors in the same or not, being the Pursuer or Pursuers, Plaintiff or Plaintiffs, Petitioner or Petitioners, Complainer or Complainers, Charger or Chargers, Prosecutor or Prosecutors, or Defender or Defenders, Defendant or Defendants, or Respondent or Respondents, in any such Actions, Suits, Proceedings, Indictments, Informations, or Prosecutions as aforesaid, shall not, by reason thereof, be deemed incompetent to be a Witness or Witnesses in any such Actions, Suits, Proceedings, Indictments, Informations, or Prosecutions, but such Manager, Secretary, or ordinary Directors shall be admissible and admitted in all Courts, and by and before all Judges, Justices, and others, in all such Actions, Suits, Proceedings, Indictments, Informations, or Prosecutions, in the same Manner as if his or their Name had not been made use of as the Pursuer or Pursuers, Plaintiff or Plaintiffs, Petitioner or Petitioners, Complainer or Complainers, Charger or Chargers, Prosecutor or Prosecutors, or

Manager, &c. not disqualified from giving Evidence, though the Action is in his Name.

Defender or Defenders, Defendant or Defendants, or Respondent or Respondents, in such Actions, Suits, Proceedings, Indictments, Informations, or Prosecutions.

Company
may hold
Property,
&c.

VIII. And be it enacted, That the said Company shall, from and after the passing of this Act, have Power and Authority and they are hereby authorized and empowered to take and hold, in the Name of the Manager or any Three of the ordinary Directors of the said Company for the Time being, in Property, or by way of Mortgage or otherwise, in virtue of any Dispositions or Charters, or Bonds of Annuity, redeemable or irredeemable, or Bonds, or Bonds and Dispositions in Security, or otherwise, with the Instruments of Sasine to follow thereon, any Lands and Heritages, or other Property, Real or Personal, Heritable or Moveable, for the Use and Behoof of the said *Edinburgh* Life Assurance Company, and also to manage, and again to sell or convey, assign or discharge, or otherwise dispose of the Lands and Heritages or other Property and Sums of Money contained in such Dispositions, Bonds, and others; and all Dispositions, Assignations, Discharges, Charters, Precepts of *clare constat*, Leases, Commissions, Factories, Powers of Attorney, and all other Deeds, Instruments, and Writings necessary to be granted or taken, on the said Company selling or conveying, assigning or discharging, or otherwise disposing of the Lands and Heritages or other Property and Sums of Money contained in such Dispositions, Bonds, and others, or in relation to the Management thereof, shall and are hereby declared to be valid and effectual, if the same shall be subscribed by the Manager and any Three of the ordinary Directors for the Time being of the said Company, without any connecting Titles or Renewal of the Investitures in the Person or Persons of such Manager and ordinary Directors so subscribing, whether the said Lands and others stand vested in their Name, or in the Name of others, for behoof of the said Company.

Bonds, &c.
already
taken vested
in Company.

IX. And be it enacted, That all and whatsoever Bonds, Dispositions, Charters, or other Writings as aforesaid, and the Lands and Heritages or other Property, with the Sums of Money, therein contained, which have already been taken to the said *Edinburgh* Life Assurance Company, or to the Trustees for the said Company, or to the Manager of the said Company, or otherwise, for behoof thereof, shall and are hereby declared to be vested in the said *Edinburgh* Life Assurance Company; and the same shall and may be fully and legally managed, sold, or conveyed, assigned or discharged, or otherwise disposed of in manner foresaid, by the Manager along with any Three of the ordinary Directors of the said Company for the Time being, without any connecting Titles or Renewal of the Investitures in the Person or Persons of such Manager and ordinary Directors.

Act to extend to the
Company at
all Times.

X. And be it enacted, That this Act, and all and every the Powers and Provisions herein contained, shall extend and be construed and taken to extend to the said Partnership or Company called "The *Edinburgh* Life Assurance Company," at all Times, and so long as the said Company shall subsist, and shall not be dissolved, in the Manner prescribed by their said Contract of Copartnership, whether

ther the said Partnership or Company hath heretofore from Time to Time been, or shall hereafter be, composed of Persons who were the original Members or Partners thereof, or of all or of some of the before-mentioned Persons conjointly with some other Person or Persons, or whether the said Partnership or Company be, at the Time of the passing of this Act, composed altogether of Persons who were not originally Members of such Partnership or Company, or whether such Partnership or Company shall hereafter be composed of Persons who were not original Members thereof, or of Persons all of whom shall have become Members of such Partnership or Company subsequently to the passing of this Act; and the said Company and the Directors thereof shall have the same Powers as they have at present under the said Contract of Copartnership to make Bye Laws, or new Laws, Regulations, and Provisions, all of which shall be as obligatory upon the Partners of the said Company as if this Act had not been passed.

Power to
make Bye
Laws as
heretofore.

XI. Provided always, and be it enacted, That nothing herein contained shall extend or be construed to extend to incorporate the said Company to the Effect of relieving or discharging the said Company, or any of the Members thereof or Subscribers thereto; or Persons who may have been Members of such Company, from any Responsibility, Contract, Duty, or Obligation whatever to which by Law they now are or at any Time hereafter may be subject or liable, either as between such Company and other Parties, or as between the said Company and any of the individual Members thereof and others, or as between or among themselves, or in any other Manner whatever; nor shall any thing herein contained extend or be construed to extend such Responsibility, Contract, Duty, or Obligation beyond what the said Company, or any of the Members thereof or Subscribers thereto, or Persons who may have been Members of such Company, were by Law subject or liable to before the passing of this Act, or at any Time hereafter may be subject or liable to.

Saving
Clause.

XII. And be it enacted, That this Act shall be deemed and taken to be a Public Act, and shall be judicially taken notice of as such by all Judges, Justices, and others, without being specially pleaded.

Public Act.

The SCHEDULE to which this ACT refers.

MEMORIAL made the _____ Day of _____ of the
Names of the present Manager, Secretary, ordinary Directors, and
Members of the *Edinburgh* Life Assurance Company, to be recorded
pursuant to an Act of Parliament passed in the _____ Year
of the Reign of His Majesty King *William* the Fourth, intituled
[*here insert the Title of this Act*].

[*Here insert Names.*]

A. B., Manager [or Secretary] of the above-named Company,
maketh Oath and saith, That the above-written Memorial doth
contain the Names of the present Manager, Secretary, ordinary
Directors, and Members of the said *Edinburgh* Life Assurance
Company, as the same appear on the Books of the said Company.

[*In*

[*In case of a Change of Manager or Secretary.*]

Memorial made the _____ Day of _____ of the
 Name of the present Manager [*or Secretary*] of the *Edinburgh*
 Life Assurance Company, to be recorded pursuant to an Act of
 Parliament passed in the _____ Year of the Reign of His
 Majesty King *William* the Fourth, intituled [*here insert the Title of*
this Act].

[*Here insert Name.*]

The above-named *A. B.* maketh Oath and saith, That he was,
 on the _____ Day of _____ appointed Manager
 [*or Secretary*] of the above-named Company, in the room of
C. D. formerly Manager [*or Secretary*] thereof.

[*In case of a Change of ordinary Directors.*]

Memorial made the _____ Day of _____ of the
 Names of the present ordinary Directors of the *Edinburgh* Life
 Assurance Company, to be recorded pursuant to an Act of Parlia-
 ment passed in the _____ Year of the Reign of His Majesty
 King *William* the Fourth, intituled [*here insert the Title of this*
Act].

[*Here insert Names of ordinary Directors.*]

A. B., Manager [*or Secretary*] of the above-named Company,
 maketh Oath and saith, That the above-written Memorial doth
 contain the Names of the present ordinary Directors of the said
Edinburgh Life Assurance Company.

[*In case of a Transfer or Transfers of Shares.*]

Memorial made the _____ Day of _____ of the
 following Transfer [*or Transfers*] of Shares in the *Edinburgh* Life
 Assurance Company, to be recorded pursuant to an Act of Parlia-
 ment passed in the _____ Year of the Reign of His Ma-
 jesty King *William* the Fourth, intituled [*here insert the Title of*
this Act].

Upon the _____ Day of _____ Shares were transferred
 in the Books of the said Company from *A. B.* to *C. D.*

E. F., Manager [*or Secretary*] of the above-named Company,
 maketh Oath and saith, That the above-written Memorial doth
 contain the Names of the Persons who have ceased to be Members,
 and of those who have become Members of the said *Edinburgh*
 Life Assurance Company since the _____ Day of _____ being
 the Date of the last recorded Memorial thereof.