



# Companies Clauses Consolidation (Scotland) Act 1845

## CHAPTER 17

### COMPANIES CLAUSES CONSOLIDATION (SCOTLAND) ACT 1845

- [1.] Act to apply to all companies incorporated by Acts hereafter to be passed.
- 2 Interpretation in this Act: “The special Act:” “Prescribed:” “The undertaking.”
- 3 Interpretations in this and the special Act: Number: Gender: “Lands:” “Lease:” “Month:” “Lord ordinary:” “Sheriff:” “Justice:” “Two justices:” “The Company:” “Directors:” “Shareholder:” “Secretary.”
- 4 Short title of the Act.
- 5 Form in which portions of this Act may be incorporated with other Acts.

#### *Distribution of Capital*

And with respect to the distribution of the capital of...

- 6 Capital to be divided into shares.
- 7 Shares to be personal estate.
- 8 Shareholders.
- 9 Registry of shareholders.
- 10 Addresses of shareholders.
- 11 Certificates of shares to be issued to the shareholders.
- 12 Certificate to be evidence.
- 13 Certificate to be renewed when destroyed.

#### *Transfer of Shares*

And with respect to the transfer or transmission of shares,...

- 14 Transfer of shares to be by deed duly stamped.

- 15 Regulating the form of transfers of shares.
- 16 Transfers of shares to be registered, &c.
- 17 Transfers not to be made until all calls paid.
- 18 Closing of transfer books.
- 19 Transmission of shares by other means than transfer to be authenticated by a declaration.
- 20 Proof of transmission by marriage, will, &c.
- 21 Company not bound to regard trusts.

#### *Payment of Calls*

- And with respect to the payment of subscriptions and the...
- 22 Subscriptions to be paid when called for.
  - 23 Power to make calls.
  - 24 Interest to be paid on calls unpaid.
  - 25 Power to allow interest on payment of subscriptions before call.
  - 26 Enforcement of calls by action.
  - 27 Averment in action for calls.
  - 28 Matter to be proved in action for calls.
  - 29 Proof of proprietorship.

#### *Nonpayment of Calls*

- And with respect to the forfeiture of shares for nonpayment...
- 30 Forfeiture of shares for nonpayment of calls.
  - 31 Notice of forfeiture to be given before declaration thereof.
  - 32 Forfeiture to be confirmed by a general meeting.
  - 33 Sale of forfeited shares.
  - 34 Evidence as to forfeiture of shares.
  - 35 No more shares to be sold than sufficient for payment of calls.
  - 36 On payment of calls before sale the forfeited shares to revert.
  - 37 Limiting responsibility of shareholders.

#### *Execution against Shareholders*

- And with respect to the remedies of creditors of the...
- 38 Execution against shareholders to the extent of their shares in capital not paid up.
  - 39 Reimbursement of such shareholders.

#### *Power to borrow Money*

- And with respect to the borrowing of money by the...
- 40 Company may borrow on mortgage or bond.
  - 41 Power to reborrow.
  - 42 Evidence of authority for borrowing.
  - 43 Mortgages and bonds to be by deed duly stamped.
  - 44 Rights of mortgagees.
  - 45 Application of calls, notwithstanding mortgages.
  - 46 Mortgages to be personal estate.
  - 47 Rights of obligees.
  - 48 Register of mortgages and bonds.
  - 49 Transfers of mortgages and bonds to be stamped.
  - 50 Transfers of mortgages and bonds to be registered.
  - 51 Payment of interest on monies borrowed.

- 52 Transfers of interest to be stamped.
- 53 Repayment of money borrowed at a time fixed.
- 54 Repayment of money borrowed where no time fixed.
- 55 Interest to cease on expiration of notice to pay off mortgage or bond.
- 56 Arrears of interest, when to be enforced by appointment of a judicial factor. Arrears of principal and interest.
- 57 Appointment of judicial factor.
- 58 Access to account books by mortgagees.

#### *Loans*

And with respect to the conversion of the borrowed money...

- 59 Power to convert loan into capital.
- 60 New shares to be considered same as original shares.
- 61 If old shares at premium, new shares to be offered to original shareholders.
- 62 Shares to vest in the parties accepting; otherwise to be disposed of by the directors.
- 63 If not at a premium, to be issued as company think fit.

#### *Consolidation of Shares*

And with respect to the consolidation of the shares into...

- 64 Power to consolidate shares into stock.
- 65 Proprietors of stock may transfer the same.
- 66 Register of stock.
- 67 Proprietors of stock entitled to dividends.
- 68 Application of capital.

#### *General Meetings*

And with respect to the general meetings of the company,...

- 69 Ordinary meetings to be held half-yearly.
- 70 Business at ordinary meetings.
- 71 Extraordinary meetings.
- 72 Business at extraordinary meetings.
- 73 Extraordinary meetings may be required by shareholders to be convened.
- 74 Notice of meetings.
- 75 Quorum for a general meeting.
- 76 Chairman at general meetings.
- 77 Business at meetings, and adjournments.
- 78 Votes of shareholders.
- 79 Manner of voting.
- 80 Regulations as to proxies.
- 81 Votes of joint shareholders.
- 82 Votes of lunatics and minors, &c.
- 83 Proof of a particular majority of votes only required in the event of a poll being demanded.

#### *Appointment and rotation of Directors*

And with respect to the appointment and rotation of directors,...

- 84 Number of directors.
- 85 Power to vary the number of directors.

- 86 Election of directors.
- 87 Existing directors continued on failure of meeting for election of directors.
- 88 Qualification of directors.
- 89 Cases in which office of director shall become vacant.
- 90 Shareholder of an incorporated joint stock company not disqualified by reason of contracts.
- 91 Rotation of directors.
- 92 Supply of occasional vacancies in office of directors.

#### *Powers of Directors*

- And with respect to the powers of the directors and...
- 93 Powers of the company to be exercised by the directors.
  - 94 Powers of the company not to be exercised by the directors.

#### *Proceedings of Directors*

- And with respect to the proceedings and liabilities of the...
- 95 Meetings of directors.
  - 96 Permanent chairman of directors.
  - 97 Occasional chairman of directors.
  - 98 Committees of directors.
  - 99 Powers of committees. Meetings of committees.
  - 100 Contracts by committees or directors, how to be entered into.
  - 101 Proceedings to be entered in books, and to be evidence.
  - 102 Informalities in appointment of directors not to invalidate proceedings.
  - 103 Directors not to be personally liable. Indemnity of directors.

#### *Auditors*

- And with respect to the appointment and duties of auditors,...
- 104 Election of auditors.
  - 105 Qualification of auditors.
  - 106 Rotation of auditors.
  - 107 Vacancies in office of auditor.
  - 108 Failure of meeting to elect auditor.
  - 109 Delivery of balance sheet, &c. by directors to auditors.
  - 110 Duty of auditors.
  - 111 Powers of auditors.

#### *Accountability of officers*

- And with respect to the accountability of the officers of...
- 112 Security to be taken from officers intrusted with money.
  - 113 Officers to account on demand.
  - 114 Summary remedy against parties failing to account.
  - 115 Officers refusing to deliver up documents, &c. to be imprisoned.
  - 116 Where officer about to abscond, a warrant may be issued in the first instance.
  - 117 Sureties not to be discharged.

#### *Accounts*

And with respect to the keeping of accounts, and the...

- 118 Accounts to be kept.
- 119 Books to be balanced.
- 120 Inspection of accounts by shareholders at stated times.
- 121 Balance sheet to be produced at the meeting.
- 122 Book-keeper to allow inspection of the accounts at appointed times.

#### *Dividends*

And with respect to the making of dividends, be it...

- 123 Previously to declaration of dividends a scheme to be prepared.
- 124 Dividend not to be made so as to reduce capital.
- 125 Power to directors to set apart a fund for contingencies.
- 126 Dividend not to be paid unless all calls paid.

#### *Bye Laws*

And with respect to the making of bye laws, be...

- 127 Power to make bye laws for the officers of the company.
- 128 Fines for breach of such bye laws.
- 129 Bye laws to be so framed as that penalties may be mitigated.
- 130 Evidence of bye laws.

#### *Arbitration*

And with respect to the settlement of disputes by arbitration,...

- 131 Appointment of arbitrators when questions are to be determined by arbitration.
- 132 Vacancy of arbitrator to be supplied.
- 133 Appointment of umpire.
- 134 Board of Trade empowered to appoint an umpire, on neglect of the arbitrators.
- 135 Power of arbitrators to call for books, &c.
- 136 Costs to be in the discretion of the arbitrators.

#### *Notices*

And with respect to the giving of notices, be it...

- 137 Service of notice upon company.
- 138 Service by company on shareholders.
- 139 Notices to joint proprietors of shares.
- 140 Notice by advertisement.
- 141 Authentication of notices.
- 142 Proof of debts in bankruptcy.
- 143 Tender of amends.

#### *Recovery of damages and penalties*

And with respect to the recovery of damages not specially...

- 144 Provision for damages not otherwise provided for.
- 145 .....
- 146 Method of proceeding before the sheriff or justices in questions of damages, &c.
- 147 Publication of penalties.
- 148 Penalty for defacing boards used for such publication.
- 149 Penalties to be summarily recovered before the sheriff or two justices.

150	Penalties to be levied by distress.
151	Imprisonment in default of distress.
152, 153	.....
154	Application of penalties.
155	.....
156	Damage to be made good in addition to penalty.
157	.....
158	Transient offenders.
159, 160	.....
161	Proceedings not to be quashed for want of form, nor removed by suspension.
162	Power of appeal to sheriff.
163, 164	.....

*Access to special Act*

	And with respect to the provision to be made for...
165	Copies of special Act to be kept and deposited, and allowed to be inspected.
166	Penalty on company failing to keep or deposit such copies.
167	.....

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SCHEDULES referred to by the foregoing Act

SCHEDULE (A.) — Form of Certificate of Share

“The Company.”

Number .

This is to certify, that A.B., of , is the...

SCHEDULE (B.) — Form of Transfer of Shares or Stock

I, of , in consideration of the sum of...

SCHEDULE (C.) — Form of Mortgage Deed

“The Company.”

Mortgage, number . £ .

By virtue [here name the special Act], we, “The Company,”...

SCHEDULE (D.) — Form of Bond

“The Company.”

Bond, number . £ .

By virtue of [here name the special Act], we “The...

In witness whereof, &c. [Here insert the testing clause of...

SCHEDULE (E.) — Form of Transfer of Mortgage or Bond

I A.B. of , in consideration of the sum of...

SCHEDULE (F.) — Form of Proxy

A.B. , one of the proprietors of “The Company,” doth...

SCHEDULE (G.) —

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**Changes to legislation:**

There are currently no known outstanding effects for the Companies Clauses Consolidation (Scotland) Act 1845.