



Companies Clauses Consolidation (Scotland) Act 1845

CHAPTER 17

COMPANIES CLAUSES CONSOLIDATION (SCOTLAND) ACT 1845

Act to apply to all Companies incorporated by Acts hereafter to be passed.

- II Interpretations in this Act.
- III Interpretations in this and the special Act.
- IV Short Title of the Act.
- V Form in which Portions of this Act may be incorporated with other Acts.

Distribution of Capital

- VI Capital to be divided into Shares.
- VII Shares to be Personal Estate.
- VIII Shareholders.
- IX Registry of Shareholders.
- X Addresses of Shareholders.
- XI Certificates of Shares to be issued to the Shareholders.
- XII Certificate to be Evidence.
- XIII Certificate to be renewed when destroyed.

Transfer of Shares

- XIV Transfer of Shares to be by Deed duly stamped.
- XV Regulating the Form of Transfers of Shares.
- XVI Transfers of Shares to be registered, &c.
- XVII Transfers not to be made until all Calls paid.
- XVIII Closing of Transfer Books.

XIX Transmission of Shares by other Means than Transfer to be authenticated by a Declaration.

XX Proof of Transmission by Marriage, Will, &c.

XXI Company not bound to regard Trusts.

Payment of Calls

XXII Subscriptions to be paid when called for.

XXIII Power to make Calls.

XXIV Interest to be paid on Calls unpaid.

XXV Power to allow Interest on Payment of Subscriptions before Call.

XXVI Enforcement of Calls by Action.

XXVII Averment in Action for Calls.

XXVIII Matter to be proved in Action for Calls.

XXIX Proof of Proprietorship.

Nonpayment of Calls

XXX Forfeiture of Shares for Nonpayment of Calls.

XXXI Notice of Forfeiture to be given before Declaration thereof.

XXXII Forfeiture to be confirmed by a General Meeting.

XXXIII Sale of forfeited Shares.

XXXIV Evidence as to Forfeiture of Shares.

XXXV No more Shares to be sold than sufficient for Payment of Calls

XXXVI On Payment of Calls before Sale the forfeited Shares to revert.

XXXVII Limiting Responsibility of Shareholders.

Execution against Shareholders

XXXVIII Execution against Shareholders to the Extent of their Shares in Capital not paid up.

XXXIX Reimbursement of such Shareholders.

Power to borrow Money

XL Company may borrow on Mortgage or Bond.

XLI Power to reborrow.

XLII Evidence of Authority for borrowing.

XLIII Mortgages and Bonds to be by Deed duly stamped.

XLIV Rights of Mortgagees.

XLV Application of Calls, notwithstanding Mortgage.

XLVI Mortgages to be Personal Estate.

XLVII Rights of Obligees.

XLVIII Register of Mortgages and Bonds.

XLIX Transfers of Mortgages and Bonds to be stamped.

L Transfers of Mortgages and Bonds to be registered.

LI Payment of Interest on Monies borrowed.

LII Transfers of Interest to be stamped.

LIII Repayment of Money borrowed at a Time fixed.

LIV Repayment of Money borrowed where no Time fixed.

LV Interest to cease on Expiration of Notice to pay off Mortgage or Bond.

LVI Arrears of Interest, when to be enforced by Appointment of a Judicial Factor. Arrears of Principal of Interest.

LVII Appointment of Judicial Factor.

LVIII Access to Account Books by Mortgagees.

Loans

- LIX Power to convert Loan into Capital.
- LX New Shares to be considered same as original Shares.
- LXI If old Shares at Premium, new Shares to be offered to original Shareholders.
- LXII Shares to vest in the Parties accepting ; otherwise to be disposed of by the Directors.
- LXIII If not at a Premium, to be issued as Company think fit.

Consolidation of Shares

- LXIV Power to consolidate Shares into Stock.
- LXV Proprietors of Stock may transfer the same.
- LXVI Register of Stock.
- LXVII Proprietors of Stock entitled to Dividends.
- LXVIII Application of Capital.

General Meetings

- LXIX Ordinary-Meetings to be held half-yearly.
- LXX Business at Ordinary Meetings.
- LXXI Extraordinary Meetings.
- LXXII Business at Extraordinary Meetings.
- LXXIII Extraordinary Meetings may be required by Shareholders to be convened.
- LXXIV Notice of Meetings.
- LXXV Quorum for a General Meeting.
- LXXVI Chairman at General Meetings.
- LXXVII Business at Meetings and Adjournments.
- LXXVIII Votes of Shareholders.
- LXXIX Manner of voting.
- LXXX Regulations as to Proxies.
- LXXXI Votes of joint Shareholders.
- LXXXII Votes of Lunatics and Minors, &c.
- LXXXIII Proof of a particular Majority of Votes only required in the event of a Poll being demanded.

Appointment and Rotation of Directors

- LXXXIV Number of Directors.
- LXXXV Power to vary the Number of Directors.
- LXXXVI Election of Directors.
- LXXXVII Existing Directors continued, on Failure of Meeting for Election of Directors.
- LXXXVIII Qualification of Directors.
- LXXXIX Cases in which Office of Director shall become vacant.
- XC Shareholder of an incorporated Joint Stock Company not disqualified by reason of Contracts.
- XCI Rotation of Directors.
- XCII Supply of occasional Vacancies in Office of Directors.

Powers of Directors

- XCIII Powers of the Company to be exercised by the Directors.

XCIV Powers of the Company not to be exercised by the Directors.

Proceedings of Directors

- XCIV Meetings of Directors.
- XCVI Permanent Chairman of Directors.
- XCVII Occasional Chairman of Directors.
- XCVIII Committees of Directors. Powers of Committees.
- XCIX Meetings of Committees.
 - C Contracts by Committee or Directors, how to be entered into.
 - CI Proceedings to be entered in a Book, and to be Evidence.
 - CII Informalities in Appointment of Directors not to invalidate Proceedings.
 - CIII Directors not to be personally liable. Indemnity of Directors.

Auditors

- CIV Election of Auditors.
- CV Qualification of Auditors.
- CVI Rotation of Auditors.
- CVII Vacancies in Office of Auditor.
- CVIII Failure of Meeting to elect Auditor.
- CIX Delivery of Balance Sheet, &c., by Directors to Auditors.
- CX Duty of Auditors.
- CXI Powers of Auditors.

Accountability of Officers

- CXII Security to be taken from Officers intrusted with Money.
- CXIII Officers to account on demand.
- CXIV Summary Remedy against Parties failing to account.
- CXV Officers refusing to deliver up Documents, &c. to be imprisoned.
- CXVI Where Officer about to abscond, a Warrant may be issued in the first instance.
- CXVII Sureties not to be discharged.

Accounts

- CXVIII Accounts to be kept.
- CXIX Books to be balanced.
- CXX Inspection of Accounts by Shareholders at stated Times.
- CXXI Balance Sheet to be produced at the Meeting.
- CXXII Book-keeper to allow Inspection of the Accounts at appointed Times.

Dividends

- CXXIII Previously to Declaration of Dividends a Scheme to be prepared.
- CXXIV Dividend not to be made so as to reduce Capital.
- CXXV Power to Directors to set apart a Fund for Contingencies.
- CXXVI Dividend not to be paid unless all Calls paid.

Bye Laws

- CXXVII Power to make Bye Laws for the Officers of the Company.
- CXXVIII Fines for Breach of such Bye Laws.
- CXXIX Bye Laws to be so framed as that Penalties may be mitigated.
- CXXX Evidence of Bye Laws.

Arbitration

- CXXXI Appointment of Arbitrators when Questions are to be determined by Arbitration.
- CXXXII Vacancy of Arbitrator to be supplied.
- CXXXIII Appointment of Umpire.
- CXXXIV Board of Trade empowered to appoint an Umpire, on Neglect of the Arbitrators.
- CXXXV Power of Arbitrator to call for Books, &c.
- CXXXVI Costs to be in the Discretion of the Arbitrators.

Notices

- CXXXVII Service of Notices upon Company.
- CXXXVIII Service by Company on Shareholders.
- CXXXIX Notices to joint Proprietors of Shares.
 - CXL Notice by Advertisement.
 - CXLI Authentication of Notices.
 - CXLII Proof of Debts in Bankruptcy.
 - CXLIII Tender of Amends.

Recovery of Damages and Penalties

- CXLIV Provision for Damages not otherwise provided for.
- CXLV Distress, &c. against the Treasurer.
- CXLVI Method of proceeding before the Sheriff or Justices in Questions of Damages, &c.
- CXLVII Publication of Penalties.
- CXLVIII Penalty for defacing Boards used for such Publication.
- CXLIX Penalties to be summarily recovered before the Sheriff or Two Justices.
 - CL Penalties to be levied by Distress.
 - CLI Imprisonment in default of Distress.
 - CLII Distress, &c. how to be levied.
 - CLIII Distress, &c. not unlawful for Want of Form.
 - CLIV Application of Penalties.
 - CLV Penalties to be sued for within Six Months.
 - CLVI Damage to be made good in addition to Penalty.
 - CLVII Penalty on Witnesses making Default.
 - CLVIII Transient Offenders.
 - CLIX Proceedings by Sheriff need not be in Writing.
 - CLX Form of Conviction.
 - CLXI Proceedings not to be quashed for Want of Form, nor removed by Suspension.
 - CLXII Power of Appeal to Sheriff.
 - CLXIII Parties allowed to appeal from Justices to Quarter Sessions, on giving Security.
 - CLXIV Court to make such Order as they think reasonable.

Access to special Act

- CLXV Copies of special Act to be kept and deposited, and allowed to be inspected.
- CLXVI Penalty on Company failing to keep or deposit such Copies.
- CLXVII Act may be amended this Session.

Status: This is the original version (as it was originally enacted).

SCHEDULES referred to by the foregoing Act.

SCHEDULE (A.) —

SCHEDULE (B.) —

SCHEDULE (C.) —

SCHEDULE (D.) —

SCHEDULE (E.) —

SCHEDULE (F.) —

SCHEDULE (G.) —