



Companies Clauses Consolidation (Scotland) Act 1845

1845 CHAPTER 17

Appointment and Rotation of Directors

And with respect to the Appointment and Rotation of Directors, be it enacted as follows :

LXXXINumber of Directors.

The Number of Directors shall be the prescribed Number.

LXXXVPower to vary the Number of Directors.

Where the Company shall be authorized by the special Act to increase or to reduce the Number of the Directors it shall be lawful for the Company, from Time to Time in General Meeting, after due Notice for that Purpose, to increase or reduce the Number of the Directors within the prescribed Limits, if any, and to determine the Order of Rotation in which such reduced or increased Number shall go out of Office, and what Number shall be a Quorum of their Meetings.

LXXXVIIIlection of Directors.

The Directors appointed by the special Act shall, unless thereby otherwise provided, continue in Office until the First Ordinary Meeting to be held in the Year next after that in which the special Act shall have passed ; and at such Meeting the Shareholders present, personally or by Proxy, may either continue in Office the Directors appointed by the special Act, or any Number of them, or may elect a new Body of Directors, or Directors to supply the Places of those not continued in Office, the Directors appointed by the special Act being eligible as Members of such new Body; and at the First Ordinary Meeting to be held every Year thereafter the Shareholders present, personally or by Proxy, shall elect Persons to supply the Places of the Directors then retiring from Office, agreeably to the Provisions herein-after contained; and the several Persons elected at any such Meeting, being neither removed nor disqualified, nor

having resigned, shall continue to be Directors until others are elected in their Stead, as herein-after mentioned.

LXXXVIII Existing Directors continued, on Failure of Meeting for Election of Directors.

If at any Meeting at which an Election of Directors ought to take place the prescribed Quorum shall not be present within One Hour from the Time appointed for the Meeting no Election of Directors shall be made, but such Meeting shall stand adjourned to the following Day, at the same Time and Place; and if at the Meeting so adjourned the prescribed Quorum be not present within One Hour from the Time appointed for the Meeting, the existing Directors shall continue to act and retain their Powers until new Directors be appointed at the First Ordinary Meeting of the following Year.

LXXXIX Qualification of Directors.

No Person shall be capable of being a Director unless he be a Shareholder, nor unless he be possessed of the prescribed Number, if any, of Shares ; and no Person holding an Office or Place of Trust or Profit under the Company, or interested in any Contract with the Company, shall be capable of being a Director; and no Director shall be capable of accepting any other Office or Place of Trust or Profit under the Company, or of being interested in any Contract with the Company, during the Time he shall be a Director.

LXXXIX Cases in which Office of Director shall become vacant.

If any of the Directors at any Time subsequently to his Election accept or continue to hold any other Office or Place of Trust or Profit under the Company, or be either directly or indirectly concerned in any Contract with the Company, or participate in any Manner in the Profits of any Work to be done for the Company, or if such Director at any Time cease to be a Holder of the prescribed Number of Shares in the Company, then in any of the Cases aforesaid the Office of such Director shall become vacant, and thenceforth he shall cease from voting or acting as a Director.

XC Shareholder of an incorporated Joint Stock Company not disqualified by reason of Contracts.

Provided always, that no Person, being a Shareholder or Member of any incorporated Joint Stock Company, shall be disqualified or prevented from acting as a Director by reason of any Contract entered into between such Joint Stock Company and the Company incorporated by the special Act ; but no such Director, being a Shareholder or Member of such Joint Stock Company, shall vote on any Question as to any Contract with such Joint Stock Company.

XCI Rotation of Directors.

The Directors appointed by the special Act, and continued in Office as aforesaid, or the Directors elected to supply the Places of those retiring as aforesaid, shall, subject to the Provision hereinbefore contained for increasing or reducing the Number of Directors, retire from Office at the Times and in the Proportions following; the Individuals to retire being in each Instance determined by Ballot among the Directors, unless they shall otherwise agree ; (that is to say,)

At the End of the First Year after the First Election of Directors the prescribed Number, and if no Number be prescribed One Third of such Directors, to be

determined by Ballot among themselves, unless they shall otherwise agree, shall go out of Office :

At the End of the Second Year the prescribed Number, and if no Number be prescribed One Half of the remaining Number of such Directors, to be determined in like Manner, shall go out of Office :

At the End of the Third Year the prescribed Number, and if no Number be prescribed the Remainder of such Directors shall go out of Office :

And in each Instance the Places of the retiring Directors shall be supplied by an equal Number of qualified Shareholders ; and at the First Ordinary Meeting in every subsequent Year the prescribed Number, and if no Number be prescribed One Third of the Directors, being those who have been longest in Office, shall go out of Office, and their Places shall be supplied in like Manner; nevertheless, every Director so retiring from Office may be re-elected immediately or at any future Time, and after such Re-election shall, with reference to the going out by Rotation, be considered as a new Director : Provided always, that if the prescribed Number of Directors be some Number not divisible by Three, and the Number of Directors to retire be not prescribed, the Directors shall in each Case determine what Number of Directors, as nearly One Third as may be, shall go out of Office, so that the whole Number shall go out of Office in Three Years.

XCII Supply of occasional Vacancies in Office of Directors.

If any Director die or resign, or become disqualified or incompetent to act as a Director, or cease to be a Director by any other Cause than that of going out of Office by Rotation as aforesaid, the remaining Directors, if they think proper so to do, may elect in his Place some other Shareholder, duly qualified, to be a Director ; and the Shareholder so elected to fill up any such Vacancy shall continue in Office as a Director so long only as the Person in whose Place he shall have been elected would have been entitled to continue if he had remained in Office.