



Chartered Companies Act 1837 (repealed 5.11.1993)

1837 CHAPTER 73 7 Will 4 and 1 Vict

1 ^{F1}

Textual Amendments

F1 S. 1 repealed by [Statute Law Revision Act 1874 \(c. 35\)](#)

2 Privileges may be granted by letters patent to persons associated for trading or other purposes.

It shall and may be lawful for her Majesty, by letters patent to be from time to time for that purpose issued under the great seal of the United Kingdom of Great Britain and Ireland, or in Scotland under the seal appointed by the Articles of Union to be used instead of the great seal thereof, to grant to any company or body of persons associated together for any trading or other purposes whatsoever, and to the heirs, executors, administrators, and assigns of any such persons although not incorporated by such letters patent, any privilege or privileges which, according to the rules of the common law, it would be competent to her Majesty to grant to any such company or body of persons in and by any charter of incorporation.

3 The letters patent so granted may provide that suits shall be carried on in the name of one of the officers of any company appointed for that purpose. Proviso.

In any such letters patent so to be granted as aforesaid by her Majesty to any such company or body of persons so associated together as aforesaid, but not incorporated, it shall and may be lawful, in and by such letters patent, either expressly or by a general or special reference to this Act, to provide and declare that all suits and proceedings, whether at law, in equity, or in bankruptcy or sequestration, or otherwise howsoever, as well in Great Britain and Ireland as in the colonies and dependencies thereof, by or on behalf of such company or body, or any person or persons as trustee or trustees

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for such company or body, against any person or persons, whether bodies politic or others, and whether members or not of such company or body, shall be commenced and prosecuted in the name of one of the two officers for the time being to be appointed to sue and be sued on behalf of such company or body, and registered in pursuance of the directions of such appointment and registration respectively hereinafter contained; and all suits and proceedings, whether at law or in equity, by or on behalf of any person or persons, whether bodies politic or others, and whether or not members of such company or body, against such company or body, shall be commenced and prosecuted against one of such officers, or if there shall be no such officer for the time being, then against any member of such company or body: Provided nevertheless, that nothing in this Act or in such letters patent contained or to be contained shall prevent the plaintiff from joining any member of such company or body with such officer as a defendant in equity, for the purpose of discovery, or in case of fraud.

4 Individual liability of members of a company may be restricted by letters patent.

It shall and may be lawful, in and by such letters patent so to be granted to any such body or company as aforesaid, to declare and provide that the members of such company or body so associated as aforesaid shall be individually liable in their persons and property for the debts, contracts, engagements, and liabilities of such company or body to such extent only per share as shall be declared and limited in and by such letters patent; and the members of such company or body shall accordingly be individually liable for such debts, contracts, engagements, and liabilities respectively, to such extent only per share as in such letters patent shall be declared and limited; such liability nevertheless to be enforced in such manner and subject to such provisions as are herein-after contained.

5 Deed of partnership to be executed.

Every such company or body to which any such privileges or powers as herein-before mentioned shall be granted under the authority of this Act, shall be entered into or formed by a deed of partnership or association, or an agreement in writing of that nature; and the undertaking shall by such deed or agreement be divided into a certain number of shares to be there specified; and in such deed or agreement, or in some schedule thereto, there shall be set forth the name or style of the said company or body, the names or styles of the members of the said company or body, the date of the commencement thereof, the business or purpose for which the said company or body is formed, and the principal or only place for carrying on such business; and in such deed or agreement there shall also be contained the appointment of two or more officers to sue or be sued on behalf of such company or body in manner herein-after mentioned.

6 Return to be made as herein-after mentioned of the granting of letters patent, and style of company.

Such company or body as aforesaid shall, within three calendar months after the grant of such letters patent as aforesaid, make or cause to be made a return to such one of the offices for enrolment herein-after mentioned as shall be required under the provisions of this Act, containing the date of the grant of such letters patent as aforesaid, the name or style of the said company or body, the business or purpose for which the said company or body is formed, the principal or only place for carrying on such business, the total number of shares in the said company or body (and each of which shares is to be distinguished by a separate number in regular succession), the amount to which each

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share shall render the holder thereof liable, the names and (except as to bodies politic) the places of abode of all the members thereof, and the distinctive number or numbers of the share or respective shares which each member holds; and such company or body shall also at the same time make a return of the names and descriptions of the officers appointed by such company or body to sue and be sued on behalf thereof in manner aforesaid; such return to be made in the form in the schedule (A.) to this Act annexed.

7 Name of company not to be changed after registry. If place of business is changed, return to be made.

During the continuance of any such company or body after it shall have been so registered no change shall be made in the name or style thereof; and if the principal or only place for carrying on the business of the said company or body shall be changed, the said company or body shall within three calendar months after such change make or cause to be made a return to the said office as aforesaid of such change in the form in schedule (B.) to this Act annexed.

8 When persons cease to be members of the company or corporation, except by transfer of shares, &c., company to make return within three months.

In case any person shall cease to be a member of such company or body (except by means of the transfer by deed or writing of any share therein), or in case of the addition of any person thereto (except by means of the transfer of any share as aforesaid), or of the change of the name of any member thereof by marriage or otherwise, the said company or body shall, within three calendar months after information shall be received by the said company or body of any person so ceasing as aforesaid, such change or addition as aforesaid, make or cause to be made a return to the said office as aforesaid, containing the names and places of abode of all persons having ceased to be members thereof (except as aforesaid), and the names and places of abode of all persons having become members thereof (except as aforesaid), and specifying any change in the name of any member thereof by marriage or otherwise; such return to be made in one of the forms in the schedule (C.) to this Act annexed, as the case may be.

9 On transfer of shares, notice to be given to the company or corporation by transferee.

On the transfer by deed or writing of any share in any such company or body as aforesaid, a notice in writing, specifying the date of such transfer, the distinguishing number of the share transferred, the name and (except in the case of a body politic) the place of abode of the person by whom or on whose behalf, and of the name and (except as aforesaid) the place of abode of the person to whom such transfer is made, shall be given to the said company or body, by leaving the transfer, when executed by both parties, or some note or memorandum thereof signed by them, at the principal or only office of the said company or body.

10 Company or corporation to make return within three months after receiving notice of transfer.

In the case of the transfer of any share in such company or body, the said company or body shall, within three calendar months after receiving such notice as aforesaid of such transfer, make or cause to be made a return to the said office as aforesaid, containing the date of such transfer, the distinguishing number of the share transferred,

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the name and (except in the case of a body politic) the place of abode of the person by whom or on whose behalf such transfer is made, and of the person to whom such transfer is made, in the form in schedule (D.) to this Act annexed; and such company or body are hereby required, on the request in writing of either of the parties, forthwith to make such return accordingly.

11 Any person having made payment in respect of a share in a company under any judgment, against such company to make a return thereof to Court of Chancery.

Where the extent per share of the liability of the individual members of any such company or body shall have been limited by letters patent as aforesaid, it shall be lawful for any person who shall or may from time to time have advanced or paid any sum in consequence or by virtue of any execution or diligence issued against him in respect of any share in such company or body, under any judgment, decree, interlocutor, or order to be obtained against any officer of the said company or body, or any member thereof, in manner herein-after mentioned, to make a return thereof to such office as aforesaid in the form in schedule (E.) to this Act annexed; and every such return shall be accompanied with a proper voucher or vouchers of the fact of such payment, without which the same shall not be registered as herein-after mentioned.

12 Company to make return when repayment is made of money so advanced by any person.

If any sum or sums shall at any time be repaid by any such company or body as last aforesaid in respect of any such sum which may have been so advanced or paid by virtue of such execution or diligence, the said company or body shall forthwith make or cause to be made a return to such office as aforesaid, specifying the amount of such repayment, in the form in schedule (F.) to this Act annexed.

13 On death, resignation, or removal of officer appointed to sue and be sued on behalf of company or body, another to be appointed and return made.

In case of the death or resignation or removal of any officer appointed to sue and be sued on behalf of any company or body to be formed in pursuance of any of the provisions of this Act, the said company or body shall forthwith appoint in his stead another officer to sue and be sued on behalf of such company or body, and shall, within three calendar months after the death, resignation, or removal of such officer as aforesaid, make or cause to be made a return to the said office as aforesaid, containing as well the name and description of the person who has ceased to be such officer in manner aforesaid as the name and description of the officer who has been appointed to sue and be sued on behalf of such company or body, such return to be made in the form in schedule (G.) to this Act annexed.

14 Returns how to be signed and verified.

All returns to be made in manner aforesaid by such company or body shall be signed by one of such officers, and shall be verified by a declaration of such officer made pursuant to the provisions of the ^{M1}Statutory Declarations Act 1835 except that if there shall be no such officer, or such officer shall refuse to act, then such return shall be signed and verified as aforesaid by some member of the said company or body.

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Marginal Citations

M1 1835 c. 62.

15 Return of names of members, &c. not to be rendered invalid by unintentional error.

Any return to be made in manner aforesaid of the name or place of abode of any original member of such company or body, or of any person to or in whom any share in such company or body shall be transferred or become vested, shall not be rendered invalid for the purposes of this Act by any error or omission in the same, if the said company or body shall, within one calendar month after information of such error or omission shall be received by such company or body, cause a correct return to be made to the said office as aforesaid in the form in schedule (F.) to this Act annexed: Provided always, that this clause shall not invalidate or prejudice any intermediate transaction or matter whatsoever which shall have bona fide taken place or proceeded upon the faith of such erroneous or defective return, nor shall the benefit of this clause extend to any error or omission which shall be fraudulent.

16 Returns to what office to be made respectively in England, Scotland and Ireland.

Where the principal or only place for carrying on the business of any such company or body as aforesaid shall be situated in any part of England or Wales, the returns herein-before directed shall be made to the enrolment office of the Court of Chancery in England; and where such principal or only place for carrying on such business shall be situate in any part of Scotland, such returns shall be made to his Majesty's general registry office at Edinburgh; and where such principal or only place for carrying on such business shall be situated in any part of Ireland, such returns shall be made to the enrolment office of the Court of Chancery in Ireland.

Modifications etc. (not altering text)

- C1 Business of enrolment office of Court of Chancery in England now performed in central office of Supreme Court: [Supreme Court of Judicature \(Consolidation\) Act 1925 \(c. 49\), s. 104](#)
- C2 Reference to "any part of Ireland" to be construed as exclusive of Republic of Ireland: S.R. & O. 1923/405 (Rev. X, p. 298: 1923, p. 400), art. 2

17 By whom returns are to be registered.

All such returns as are herein-before directed to be made to the enrolment office of the Court of Chancery in England shall be registered by the clerks of enrolments in Chancery, or their deputy, and all such returns as are herein-before directed to be made to the general registry office at Edinburgh shall be registered by the lord clerk register or his deputy, and all such returns as are herein-before directed to be made to the enrolment office of the Court of Chancery in Ireland shall be registered by the clerks of enrolments in Chancery in Ireland, or their deputy, in books to be by them respectively kept for that purpose; and an alphabetical index shall be kept of the names of such companies or bodies, with references to such returns; and there shall be paid for the registering of each return a fee of [F²2½p] per folio, and no more; and any person shall be at liberty to inspect such books and index, and there shall be paid for such

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inspection a fee of [^{F2}5p], and no more; and any person shall be at liberty to require a copy of any such return, to be certified by the said clerks or their deputy, and there shall be paid for such certificate a fee of [^{F2}7½p] for each folio of such copy, and no more; and the day of the registration of every return to be made in pursuance of this Act shall be written on such return by the said clerks or their deputy.

Textual Amendments

F2 Words substituted by virtue of [Decimal Currency Act 1969 \(c. 19\), s. 10\(1\)](#)

Modifications etc. (not altering text)

- C3** Business of enrolment office of Court of Chancery in England now performed in central office of Supreme Court: [Supreme Court of Judicature \(Consolidation\) Act 1925 \(c. 49\), s. 104](#)
- C4** Functions of clerks of enrolments in Chancery now exercisable by officers of central office of Supreme Court: [Supreme Court of Judicature \(Consolidation\) Act 1925 \(c. 49\), s. 105\(1\)](#)
- C5** Functions of lord clerk register and his deputy in regard to public registers, records and rolls of Scotland now exercisable by Keeper of the Records of Scotland: [Lord Clerk Register \(Scotland\) Act 1879 \(c. 44\), s. 6](#), [Reorganisation of Offices \(Scotland\) Act 1928 \(c. 34\), s. 5](#) and [Public Registers and Records \(Scotland\) Act 1948 \(c. 57\), s. 1\(3\)](#)

18 Certified copy of such return, &c. to be received in evidence.

A copy, so certified as aforesaid, of such return, including the date to be marked on such return, shall be received in evidence in all proceedings, whether civil or criminal, and shall also be received as evidence of the day of the registering thereof.

19 Regulations as to forms of returns and mode of keeping the register, &c. by whom to be made.

Such orders and directions as to the forms of the returns to be made in pursuance of this Act, and the mode of keeping the register, and of making the index thereof, and of any other matters incidental thereto, as may be deemed expedient, may from time to time be made, altered, or varied as follows; that is to say, as regards the registration to be made in the enrolment office in the Court of Chancery in England, by the lord chancellor, lord keeper, or first lord commissioner of the great seal, and the master of the rolls jointly; as regards the registration to be made in the general registry office in Edinburgh, by the lord clerk register and lords of council and session jointly; and as regards the registration to be made in the Court of Chancery in Ireland, by the [^{F3}Lord Chief Justice of Northern Ireland] and master of the rolls in Ireland jointly.

Textual Amendments

F3 Words substituted by virtue of S.R. & O. 1921/1802 (Rev. XVI, p. 954: 1921, p. 1332), art. 2

Modifications etc. (not altering text)

- C6** Business of enrolment office of Court of Chancery in England now performed in central office of Supreme Court: [Supreme Court of Judicature \(Consolidation\) Act 1925 \(c. 49\), s. 104](#).
- C7** Functions of lord clerk register in regard to public registers, records and rolls of Scotland now exercisable by Keeper of the Records of Scotland: [Lord Clerk Register \(Scotland\) Act 1879 \(c. 44\), s. 6](#), [Reorganisation of Offices \(Scotland\) Act 1928 \(c. 34\), s. 5](#) and [Public Registers and Records \(Scotland\) Act 1948 \(c. 57\), s. 1\(3\)](#)

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C8 Functions of Master of the Rolls in Ireland under s. 19 now exercisable by Secretary of State: [Government of Ireland Act 1920 \(c. 67\), s. 45](#), [Irish Free State \(Consequential Provisions\) Act 1922 \(13 Geo. 5 Sess. 2 c. 2\) Sch. 1 para. 1](#) and [Northern Ireland Constitution Act 1973 \(c. 36\), Sch. 5 para. 4\(1\)](#)

20 No person entitled to share in profits till registered as a member.

No person becoming a member of any such company or body by the transfer of any share therein, or otherwise, shall be entitled to sue for or recover any share of the profits thereof, unless and until a return of the transfer or other fact whereby he shall so become a member shall be registered pursuant to the provisions herein-before contained.

21 Person ceasing to be a member to continue liable till transfer, &c. is registered.

Any person ceasing to be a member of any such company or body, whether by the transfer of any share therein, or by death or otherwise, shall be considered for all purposes of liability as continuing a member of such company or body until a return of the transfer or other fact whereby he shall have so ceased to be a member shall be registered pursuant to the provisions herein-before contained.

22 Proceedings commenced in the name of officer, &c. not to be abated by his death, &c. or by change of members of company.

No action, suit, or proceeding, whether civil or criminal, commenced either by or against any such company or body (whether in the name of one of the officers appointed to sue and be sued as aforesaid, or of some member of such company or body, in the case and in manner aforesaid), shall be abated or prejudiced by the death or by any act of such officer or person, or by the resignation or removal of such officer, either before or after the commencement of such action, suit, or proceeding, or by any change in the members of such company or body by the transfer of shares or otherwise, but the same shall be continued in the name of such officer or member (as the case may be) notwithstanding such death or act, or such resignation or removal, and notwithstanding such change in the members of such company or body.

23 Evidence of officer or of member of company admissible.

In all such actions, suits, and other proceedings, whether civil or criminal, the evidence of any such officer as aforesaid, or of any member of such company or body, shall be admissible in the like manner as if such officer or member were not an officer or member of such company or body.

24 Effect of judgments against company.

All judgments, decrees, interlocutors, and orders obtained in any such actions, suits, or other proceedings as aforesaid against such officer or member in manner aforesaid, whether such member or officer respectively be party to such actions, suits, or proceedings as plaintiff, pursuer, petitioner, or defendant or defender, shall have the same effect against the property and effects of such company or body, and also (to the extent herein-after mentioned) against the persons, property, and effects of the individual existing or former members thereof respectively, as if such judgments,

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decrees, interlocutors, or orders had been obtained against such company or body in suits or proceedings to which all the persons liable as existing or former members of such company or body had been parties; and execution or diligence, or executions or diligences, shall be issued thereon accordingly: Provided nevertheless, that where the extent per share of the liability of the individual members shall have been limited by any letters patent as aforesaid, no such execution or diligence shall be issued against any such individual existing and former member of such company or body as aforesaid for a greater sum than the residue, if any, of the amount for which, by virtue of such letters patent as aforesaid, such individual member shall be liable in respect of the share or shares then or theretofore held by him in the said company or body after deducting therefrom the amount, if any, which shall appear by such register as aforesaid to have been advanced and paid in respect of such shares or any of them by himself or herself, or any previous or subsequent holder of the same shares or any of them, or the representatives of any such holder, under or by virtue of any former execution or diligence, and not repaid at the time of issuing such subsequent execution or diligence.

25 Bankruptcy of officer, of company not to affect company or liabilities of members.

The bankruptcy, insolvency, or stopping payment of any officer or member of such company or body in his individual capacity shall not be construed to be the bankruptcy, insolvency, or stopping payment of such company or body; and the property and effects of such company or body, and the persons, property, and effects of the individual members or other individual members thereof (as the case may be,) shall, notwithstanding such bankruptcy, insolvency, or stopping payment, be liable to execution or diligence in the same manner as if such bankruptcy, insolvency, or stopping payment had not taken place.

26 Service of notice on the company.

In all cases wherein it may be necessary for any person to serve any summons, demand, or notice, or any writ or other proceeding at law or in equity, or otherwise, upon the said company or body, service thereof respectively on the clerk of the said company or body, or by leaving the same at the head office for the time being of the said company or body, or in case such clerk of the said office shall not be found or known, then service thereof on any agent or officer employed by the said company or body, or by leaving the same at the usual place of abode of such agent or officer, shall be deemed good and sufficient service of the same respectively on the said company or body.

27 Service of notice by the company.

In all cases wherein it may be necessary for the said company or body to give any summons, demand, or notice of any kind whatsoever to any person or corporation, under the provisions or directions contained in this Act, such summons, demand, or notice may be given in writing, signed by the clerk, attorney, or solicitor for the time being of the said company or body, without being required to be under the common seal of the said company or body.

28 Determination of company not to prevent the winding-up of their affairs.

In case of the determination of such company or body such company or body shall nevertheless be considered as subsisting, and to be in all respects subject to the

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provisions of this Act, so long and so far as any matters relating to such company or body shall remain unsettled, to the end and intent that such company or body may do all things necessary to the winding-up of the concerns thereof, and that it may be sued and sue under the provisions of this Act in respect of all matters relating to such company or body.

29 Duration of charters of incorporation may be limited.

It shall be lawful for Her Majesty, in any charter of incorporation to be hereafter granted, to limit the duration thereof for any term or number of years, or for any other period whatsoever; and also in any charter of incorporation (whether in perpetuity or for any term or period), either by reference to this Act or otherwise, to make the corporation thereby formed, and the officers and members thereof, subject to all of the provisions, liabilities, and directions herein-before authorized to be imposed on or required from any unincorporated company or body, or its officers or members, and also to confer on such corporation or its members and officers all the powers or privileges herein-before authorized to be conferred on any unincorporated company or body, or its officers or members; and all the powers, provisions, clauses, matters, and things herein-before contained in reference to unincorporated companies or bodies shall accordingly in such case, and so far as the same may be applicable, be considered to belong and apply to such corporation.

Modifications etc. (not altering text)

C9 S. 29 amended retrospectively by [Chartered Companies Act 1884 \(c. 56\), s. 1](#)

30 Limitations as to exemptions to be granted to companies by letters patent.

Provided always, that nothing in this Act contained shall authorize or be construed to authorize her Majesty, by any such letters patent, to exempt any company or body of persons associated as aforesaid from the necessity of entering into a deed of partnership, from making the return of the patent to the enrolment office of the Court of Chancery, from the necessity of carrying into execution the provisions of this Act in respect to change of name or style of the company or body associated, in respect to the cessation or to the addition or to the change of name of any of the individuals of the company, or to the transfer of shares and to the notices to be given thereof, or to the payment of any sum by any shareholder on account of any preferment against such company or body, or to the returns to be made to the enrolment office of such payment, or of the repayment thereof, or from making a return to the said office of the name of the officer appointed by said company to sue and be sued on its behalf, in case of the death, resignation, or removal of the one registered, or to exempt any company or body so associated from the provisions of this Act in relation to the period at which its several members shall become entitled or shall cease to share in the profits thereof, the whole as required by the provisions of this Act.

Modifications etc. (not altering text)

C10 Business of enrolment office of Court of Chancery now performed in central office of Supreme Court: [Supreme Court of Judicature \(Consolidation\) Act 1925 \(c. 49\), s. 104](#)

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31 Act not to affect existing privileges.

Provided always, that nothing in this Act contained shall authorize or be construed to authorize the grant to any company or body of persons of any privilege in derogation of any exclusive privileges now enjoyed by any company or corporation under any Act or Acts of Parliament.

32 Notice of application for letters patent to be inserted in the London Gazette, &c.

Whenever an application shall be made to her Majesty to grant letters patent or a charter of incorporation to any company or body of persons associated together for any purpose of trade, and such application shall have been referred by her Majesty to the [^{F4}Board of Trade], then, before any report shall be made to her Majesty, and before any such letters patent or charter shall be granted, notice of such application shall be inserted by the parties applying three several times in the London Gazette and in one or more of the newspapers circulating within the county in which it is proposed that the principal place of business of such company shall be established, at intervals of not less than one week.

Textual Amendments

F4 Words substituted by virtue of [Interpretation Act 1889 \(c. 63\), s. 12\(8\)](#)

Modifications etc. (not altering text)

C11 Functions of Board of Trade now exercisable concurrently by Secretary of State: [S.I. 1970/1537, art. 2\(1\)](#)

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