
STATUTORY INSTRUMENTS

2009 No. 2604

HARBOURS, DOCKS, PIERS AND FERRIES

The Mersey Docks and Harbour Revision Order 2009

Made - - - - 22nd September
2009
Coming into force - - 30th September 2009

The Mersey Docks and Harbour Company has applied for a harbour revision order under section 14 of the Harbours Act 1964(1).

The Secretary of State is the appropriate Minister under subsection (7)(2) of that section and is satisfied as mentioned in subsection (2)(b) of that section.

The Secretary of State, in exercise of the powers conferred by that section and now vested in him(3), makes the following Order:

Citation and commencement

1.—(1) This Order may be cited as the Mersey Docks and Harbour Revision Order 2009 and comes into force on 30th September 2009.

(2) Subject to the repeals referred to in article 8, the Mersey Docks and Harbour Acts and Orders 1857 to 2007 and this Order may be cited together as the Mersey Docks and Harbour Acts and Orders 1857 to 2009.

Interpretation

2. In this Order—

“the Company” means the Mersey Docks and Harbour Company, including that company under any name to which its name may be changed;

“the directors” means the directors of the Company;

“the docks” means the docks, jetties and other facilities for the berthing of vessels and the loading and unloading of goods on and from vessels, for the time being belonging to the Company; and

(1) 1964 c. 40; section 14 was amended by the Transport Act 1981 (c. 56), section 18 and Schedule 6, paragraphs 2 to 4(1) and 14, and section 40 and Schedule 12 (Part II), and by the Transport and Works Act 1992 (c. 42), section 63(1) and Schedule 3, paragraph 1. Schedule 3 was substituted by Schedule 3 to the Harbour Works (Environment Impact Assessment) Regulations 1999, S.I. 1999/3445, as amended.
(2) For the definition of “the Minister” (mentioned in section 14(7)) see section 57(1).
(3) S.I. 1981/238.

“the port” means the port of Liverpool as defined in the Mersey Docks and Harbour Act 1971(4) (including all land within the ring ownership boundary as defined in section 11 of the Mersey Docks and Harbour Board Act 1971(5)), and references to “the port” include references to any other harbour on or adjoining the River Mersey owned or managed by the Company or any of its subsidiaries.

Application of the Companies Act 1985

3. The Company may register as a private company limited by shares under Chapter II of Part XXII of the Companies Act 1985(6), which shall have effect in relation to the Company even if the Company would not be treated as a joint stock company for the purposes of that Chapter apart from this paragraph.

4. Any registration of the Company under the Companies Act 1985 shall not derogate from the obligations (whether express or implied) of the Company under the Harbours Act 1964(7) and the Mersey Docks and Harbour Acts and Orders 1857 to 1992 to take such action as it considers necessary or desirable for or incidental to—

- (a) the maintenance, operation and improvement of the docks, and
- (b) the conservancy of the port (other than the docks) and the approaches to it.

5. Upon any registration of the Company under the Companies Act 1985 becoming effective, the Companies Clauses Consolidation Act 1845(8) and the Companies Clauses Consolidation Act 1888(9) shall not apply to the Company.

Company’s powers

6. Upon the registration of the Company under the Companies Act 1985 becoming effective, and without prejudice to and in addition to the existing powers of the Company, the Company shall have the powers specified in Schedule 1.

7. Upon the registration of the Company under the Companies Act 1985 becoming effective, and despite anything contained in any enactment or other instrument constituting or regulating the Company, the Company may adopt articles of association and may from time to time amend or adopt substituted articles of association, provided that nothing in such articles is repugnant to or inconsistent with the provisions of the Mersey Docks and Harbour Acts and Orders 1857 to 1992 or any other enactment or legislation applying to the Company by virtue of it being a harbour authority.

Repeals

8. Upon any registration of the Company under the Companies Act 1985 becoming effective, the enactments specified in Schedule 2 shall be repealed to the extent specified in the third column of that Schedule.

(4) 1971 c. lvii.
(5) 1971 c. x.
(6) 1985 c. 6.
(7) 1964 c. 40.
(8) 1845 c. 16.
(9) 1888 c. 48.

Signed by authority of the Secretary of State for Transport

22nd September 2009

R C Bennett
Head of Ports Division
Department for Transport

SCHEDULE 1

Article 6

COMPANY'S POWERS

1. To acquire, undertake and carry on the whole or any part of the business, goodwill, property and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is for the time being authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company.

2. To acquire an interest in, amalgamate with, enter into partnership with or enter into any arrangement for sharing profits, for co-operation, for joint venture, for mutual assistance or otherwise with any person, firm or company.

3. To acquire any property, real or personal, and any interests, rights, options or privileges of any kind whatsoever in, over or in respect of any such property.

4. To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

5. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

6. To lend, advance or deposit money or give credit on any terms with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any subsidiary or holding company of the Company or any other subsidiary of such holding company).

7. To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations by or the discharge of any liabilities of any person, firm or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or nor in furtherance of the attainment of any other objects of the Company and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, the payment or repayment of any moneys owed in respect of any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or any other subsidiary of any such holding company or is otherwise associated with the Company in business.

8. To borrow and raise money in any manner whatsoever whether by the creation and issue of debentures, debenture stock or other securities of any description or otherwise howsoever and to secure the repayment of any money borrowed, raised or owing or any other obligation of or binding on the Company by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.

9. To subscribe for, acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

10. To promote, finance or assist any other company for the purpose of acquiring the whole or any part of the goodwill, business, undertaking, property or assets or assuming any of the liabilities of the Company, or of undertaking any business or operations which may in the opinion of the directors directly or indirectly assist or benefit the Company or enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for or acquire all or any part of the shares or securities of any such company.

11. To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part of it, for such consideration as the directors approve, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company, to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over or turn to account or otherwise deal with all or any part of the property or rights of the Company.

12. To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

13. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

14. To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of or employed by, or who are serving or have served, the Company, or any company which is a subsidiary or the holding company of the Company or any other subsidiary of such holding company or the predecessors in business of the Company or of any such holding or subsidiary company and to the spouses, widows or widowers, civil partners, surviving civil partners, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their spouses, widows or widowers, civil partners, surviving civil partners, children and other relatives and dependants.

15. To set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of employees of the Company and any of its subsidiaries and (without prejudice to the generality of the foregoing) to establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director in salaried employment) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares in the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.

16. To insure the life of any person or to insure against any accident to any person who may, in the opinion of the directors, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.

17. To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary or pension fund and (to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.

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18. Pursuant to Chapter 2 of Part 18 of the Companies Act 2006 (c.46) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 677 of that Act) for the purpose of the acquisition of shares in the Company or any holding company of the Company.

19. To procure the Company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world either as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

20. To carry on the business of a holding company in all its branches and to acquire by purchase, lease, concession, grant, licence or otherwise and hold such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the directors of the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by, or connected with, the Company.

21. To carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurers, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders.

22. To manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the businesses mentioned in paragraphs 20 and 21 or any of them, or likely to be required by customers of or persons having dealings with the Company.

23. To apply for, register, acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections, concessions and the like and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

24. To carry on any other business or activity of any nature whatsoever which is in the opinion of the directors capable of being advantageously carried on in connection with or ancillary to any authorised business of the Company.

25. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

26. To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

27. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which the directors may consider desirable with respect to any business or operations of or generally with respect to any such company or companies.

28. To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

29. To distribute among the members of the Company in kind any property of the Company of whatsoever nature.

SCHEDULE 2

Article 8

REPEALS

<i>Chapter</i>	<i>Short Title</i>	<i>Extent of repeal</i>
20 & 21 Vict. c. clxii	Mersey Docks and Harbour Act 1857	Sections 5, 49, 50, 54 and 56
21 & 22 Vict. c. xcii	Mersey Dock Acts Consolidation Act 1858	Section 356
37 & 38 Vict. c. xxx	Mersey Docks Act 1874	The whole Act
14 Geo. 6 c. xxi	Mersey Docks and Harbour Board Act 1950	Section 18
1966 c. xi	Mersey Docks and Harbour Board Act 1966	Sections 6, 9, 29(1), 29(3), 29(4), 29(5), 30, 31 and 32
1971 c. lvii	Mersey Docks and Harbour Act 1971	Sections 4, 7, 9 to 16, 29 to 44, 48 to 50, 52, 53, 55 and 56, Schedules 2, 3 and 4
1986 c. xxv	Mersey Docks and Harbour Act 1986	Sections 3, 4 and 6
1992 c. x	Mersey Docks and Harbour Act 1992	Schedule 1 paragraphs 8, 14 and 15

EXPLANATORY NOTE

(This note is not part of the Order)

This Order amends the constitution of the Mersey Docks and Harbour Company. It allows the Company to register as a private limited company under the Companies Act 1985 and disapplies the Companies Clauses Consolidation Acts 1845 and 1888, when and if any such registration becomes successful. It provides additional powers to the Company, on registration, to enable it to function in a more efficient and economic manner. The Order also provides for the repeal of earlier statutory provisions relating to the Company on the completion of registration, as these would become unnecessary as a result of the registration.

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