



ANNO DECIMO QUINTO & DECIMO SEXTO

VICTORIÆ REGINÆ.

Cap. cxxiv.

An Act for the Incorporation, Establishment, and Regulation of the *North British Flax Company*, and to enable the said Company to purchase and work certain Letters Patent. [30th *June* 1852.]

WHEREAS by certain Letters Patent under the Seal kept and used in *Scotland* instead of the Great Seal formerly used there, and sealed at *Edinburgh* on the Twelfth Day of *February* in the Fourteenth Year of the Reign of Her present Majesty, and in the Year of our Lord One thousand eight hundred and fifty-one, Her Majesty did grant unto *Peter Claussen*, his Executors, Administrators, and Assigns, Her special Licence, full Power, sole Privilege and Authority of making, exercising, and vending the Invention of certain Improvements in Bleaching, in the Preparation of Materials for spinning and felting, and in Yarns and Felts, and in the Machinery employed therein, in *Scotland*, during the Term of Fourteen Years, a Specification of which said Letters Patent was duly registered on the Eighth Day of *August* One thousand eight hundred and fifty-one: And whereas in the said Letters Patent are contained Conditions or Provisoes against the said Letters Patent, or the Privileges,

Letters
Patent for
Scotland,
dated 12th
Feb. 1851.

[*Local.*]

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leges,

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leges, Benefits, and Advantages thereby granted becoming vested in or in trust for more than the Number of Twelve Persons, or their Representatives, at any One Time, as Partners dividing or entitled to divide the Benefits or Profits obtained by reason of the same Letters Patent: And whereas it would be of public Advantage if the said Invention was brought into general Use, and that Object would be promoted if the said Patent Privileges were permitted to be vested in a Company consisting of more than Twelve Persons, with proper Powers and Provisions; but the same cannot be effected without the Authority of Parliament: May it therefore please Your Majesty that it may be enacted; and be it enacted by the Queen's most Excellent Majesty, by and with the Advice and Consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the Authority of the same, as follows; (that is to say,)

8 & 9 Vict.
cc. 16. and 17.
incorporated
with this
Act.

I. That the several Acts of Parliament following, (that is to say,) "The Companies Clauses Consolidation Act, 1845," and "The Companies Clauses Consolidation (*Scotland*) Act, 1845," so far as respects the Property, Rights, Remedies, Liabilities, Affairs, Acts, and Proceedings of the Company in *Scotland*, shall be incorporated with and form Part of this Act.

In case of
Discrepancy
between
Provisions of
8 & 9 Vict.
cc. 16. and 17.
the former
Act to pre-
vail.

II. That, notwithstanding anything in "The Companies Clauses Consolidation (*Scotland*) Act, 1845," contained, wherever its Provisions shall be discrepant from those of "The Companies Clauses Consolidation Act, 1845," in any Matter not especially relating to the Law of *Scotland*, the Provisions of "The Companies Clauses Consolidation Act, 1845," shall prevail.

Short Title.

III. That in citing this Act in other Acts of Parliament, and in legal and other Proceedings and Instruments, it shall be sufficient to use the Expression "The *North British Flax Company's Act, 1852.*"

Company
incorporated
for the Pur-
pose of work-
ing the Pa-
tents.

IV. That *John Campbell Renton, Alexander Maclean, and Thomas Allan*, and all other Persons and Corporations who have already subscribed or shall hereafter subscribe to the Undertaking, and their Executors, Administrators, Successors, and Assigns respectively, shall be united into a Company for the Purposes of the Undertaking, according to the Provisions of the said Acts and of this Act, and for working the Inventions in this Act comprised or mentioned, and for other the Purposes herein and in the said Acts contained; and for the Purposes aforesaid the same Company shall be incorporated by the Name of "The *North British Flax Company*," and by that Name shall be a Body Corporate, with perpetual Succession and a Common Seal, and by that Name shall and may sue and be sued,
and

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and also shall have Power to purchase and hold Lands for the Purposes of the Undertaking, within the Restrictions herein and in the said Acts contained.

V. That nothing herein or in the said incorporated Acts contained shall in anywise restrict the Liability of any of the Shareholders of the Company under any Judgment, Decree, or Order for Payment of Money, or other Proceeding which shall be had or obtained against the Company, in any Action, Suit, or Proceeding prosecuted by or against the Company in any Courts of Law or Equity, but every such Shareholder shall continue liable for or in respect of all such Monies, and every such Judgment, Decree, Order, and Proceeding, in the same Manner as he would have been if the Company had not been incorporated by this Act.

Nothing herein to restrict the Liability of Shareholders.

VI. That every Judgment and every Decree or Order which shall be at any Time obtained against the Company in any Action, Suit, or other Proceeding prosecuted by or against the Company in any Court of Law or Equity, shall and may take effect and be enforced, and Execution or Diligence thereon be issued, not only against the Property and Effects of the Company, but also, if due Diligence shall have been used to obtain Satisfaction of such Judgment, Decree, or Order by Execution or Diligence against the Property and Effects of the Company, then against the Person, Property, and Effects of any Shareholder for the Time being, or any former Shareholder of the Company, in his natural or individual Capacity, until such Judgment, Decree, or Order shall be fully satisfied; provided, in the Case of Execution against any former Shareholder, that such former Shareholder was a Shareholder of the Company at the Time of the entering into or committing the Contract or Tort for or in respect of which such Judgment, Decree, or Order may have been obtained, or became a Shareholder during the Time such Contract or Tort was unexecuted or unredressed, or was a Shareholder at the Time of the Judgment, Decree, or Order being obtained: Provided also, that in no Case shall Execution or Diligence be issued on any such Judgment, Decree, or Order against the Person, Property, or Effects of any such former Shareholder of the Company after the Expiration of Three Years next after the Person sought to be charged shall have ceased to be a Shareholder.

Effects of Judgment against the Company and Shareholders.

VII. That every Person against whom or against whose Property or Effects Execution or Diligence upon any Judgment, Decree, or Order, obtained as aforesaid, shall have been issued as aforesaid, or who shall have paid any Monies on account of the Company on any Judgment, Decree, or Order obtained or made against the Company, shall be entitled to recover against the Company all Loss, Damages, Costs, and Charges which such Person may have incurred or paid by

Reimbursement of Shareholders against whom Execution issued.

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by reason or in consequence of any such Execution or Diligence, either by Action of Debt or Assumpit for Money paid to the Use of the Company, or by any other legal or equitable Action, Suit, or Proceeding applicable or convenient for that Purpose, and also that, after due Diligence used to obtain Satisfaction thereof against the Property and Effects of the said Company, such Person shall be entitled to Contribution for so much of such Loss, Damages, Costs, and Charges as shall remain unsatisfied from the several other Persons against whom Execution or Diligence upon such Judgment, Decree, or Order obtained against the said Company might also have been issued under the Provision in that Behalf aforesaid, and that such Contribution may be recovered from such Persons as aforesaid either by Action of Debt or Assumpit for Money paid to the Use of such Persons, or by any other legal Action, Suit, or Proceeding applicable or convenient for that Purpose.

Proceedings
in execution
against the
Person or
Property of a
Shareholder.

VIII. That in the Cases provided by this Act for Execution or Diligence on any Judgment, Decree, or Order in any Action or Suit against the Company, to be issued against the Person or against the Property and Effects of any Shareholder or former Shareholder of the Company, or against the Property and Effects of the Company at the Suit of any Shareholder or former Shareholder, in satisfaction of any Monies, Damages, Costs, and Expenses paid or incurred by him as aforesaid in any Action or Suit against the Company, such Execution or Diligence may be issued by the Leave of the Court or of a Judge of the Court in which such Judgment, Decree, or Order shall have been obtained, upon Motion, Rule, Summons, or other Form of Application consistent with the Practice of the Court, without any Suggestion or Scire facias in that Behalf; and that it shall be lawful for such Court or Judge to make absolute, or grant or allow, discharge, refuse, or dismiss, any such Motion, Rule, Summons, Petition, or Application, as the Case may be, and to direct the Costs of the Application to be paid by either Party, or to make such other Order therein as to such Court or Judge shall seem fit; and in such Cases such Forms of Executions, Diligences, or Processes shall be sued out of the Courts of Law and Equity respectively, for giving Effect to the Provisions in that Behalf aforesaid, as the Judges of such Courts respectively shall from Time to Time think fit to order, and the Execution of such Writs shall be enforced in like Manner as Writs of Execution are now enforced; provided that any Order made by a Judge as aforesaid may be discharged or varied by the Court, on Application made thereto by either Party dissatisfied with such Order; provided also, that no such Motion shall be made nor Summons granted for the Purpose of charging any Shareholder or former Shareholder until Ten Days Notice thereof shall have been given to the Person sought to be charged thereby.

IX. That

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IX. That a Memorial of the Names and Descriptions of the several Shareholders of the Company, in the Form or to the Effect for that Purpose given or expressed in the Schedule to this Act annexed, shall, within Six Months after the passing of this Act, be verified by the Declaration of some Director, Secretary, or Officer for the Time being of the Company, made before a Master or Master Extraordinary in Chancery, and, when so verified, shall be enrolled in the High Court of Chancery in *England*, and also registered within the same Period in the Books of the Council and Session at *Edinburgh*; and the like Memorial of the Name and Description of every such Shareholder for the Time being of the Company, in such Form as aforesaid, shall, in the Month of *January* One thousand eight hundred and fifty-three, and in the Month of *January* in every succeeding Year, or within Twenty-one Days thereafter, be verified by such Declaration as aforesaid, and also enrolled in the said High Court of Chancery, and registered as aforesaid; and when any Person shall cease to be a Shareholder, or when any Person shall become a Shareholder, a Memorial of his Name and Description, verified in manner aforesaid, shall or may be forthwith enrolled and registered in manner aforesaid, in the Form or to the Effect expressed in the said Schedule for that Purpose; and if any Declaration which shall be so made as aforesaid shall be false or untrue in any material Particulars, the Person wilfully making such false Declaration shall be deemed guilty of a Misdemeanor; and the Enrolment and Registration of every such Memorial shall be sufficient *prima facie* Evidence that every Person named in such Memorial was at the Date thereof such Shareholder as in such Memorial mentioned, or had ceased to be such Shareholder as in such Memorial mentioned.

Memorials of Names of Shareholders to be enrolled.

X. That until such Memorial as firstly herein-before mentioned shall have been enrolled and registered in manner aforesaid, no Action or Suit shall be brought or commenced by or on behalf of the Company; and every Shareholder whose Name shall be expressed in the Enrolment or Registration of the First Memorial, or any annual Memorial to be enrolled and registered in manner aforesaid, shall continue liable to all Judgments, Decrees, and Orders against the Company until the Enrolment and Registration of the then next annual Memorial to be enrolled in manner aforesaid, or until a Memorial of his having ceased to be a Shareholder shall have been enrolled and registered in manner aforesaid.

No Action to be brought before the Enrolment of a Memorial.

XI. That if within the Period before limited any such Memorial as aforesaid be not enrolled and registered as aforesaid, then, on Conviction of any such Default, the Company shall be liable to pay a Sum not exceeding Twenty Pounds.

Penalty for not enrolling Memorial within due Time.

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Capital of the Company.

XII. That the Capital of the Company shall be One hundred thousand Pounds.

Shares into which Capital to be divided.

XIII. That the Number of Shares into which the Capital shall be divided shall be Ten thousand, and the Amount of each Share shall be Ten Pounds.

Amount of Calls and Interval between each Call.

XIV. That Two Pounds *per* Share shall be the greatest Amount of any One Call which the Company can make on the Shareholders, and Three Months at the least shall be the Interval between each Call, and the aggregate Amount of Calls in any One Year shall not exceed Six Pounds.

First and other General Meetings of the Company.

XV. That the First General Meeting of the Company shall be held within Three Calendar Months from the passing of this Act, and the future General Meetings shall be held in the Months of *February* and *August* in each Year, or at such other stated Periods as shall be appointed for that Purpose by an Order of a General Meeting.

Number and Qualification of Directors.

XVI. That (subject to the Provisions herein contained for reducing the Number of Directors) the Number of Directors shall be Twelve, and the Qualification of a Director shall be the Possession in his own Right of Fifty Shares in the Undertaking.

Power to reduce Number of Directors.

XVII. That it shall be lawful for the Company from Time to Time to reduce the Number of Directors, provided that the Number of Directors after such Reduction be not less than Three.

Directors may declare and pay Dividends half-yearly.

XVIII. That it shall be lawful for the Directors, by and with the Sanction of a General Meeting, from Time to Time to declare and pay, in the Interval between any Two Ordinary Annual General Meetings, a Half Year's Dividend out of the Profits of the Company to the Shareholders, but the Directors shall not make any Dividend whereby the Capital of the Company will be reduced.

First Directors.

XIX. That *John Campbell Renton, Alexander Maclean, Thomas Allan*, and such other Persons (if any) as shall be nominated at the said First General Meeting of the Company, shall be the First Directors of the Company.

Quorum of Meeting of Directors.

XX. That the Quorum of a Meeting of Directors shall be Three.

Committees and their Quorum.

XXI. That the Number of Directors of which Committees appointed by the Directors shall consist, and the Quorum of such Committees, shall be such as the Directors may from Time to Time appoint.

XXII. That

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XXII. That the Company shall not hold any Land except in *Scotland*, and the Quantity of Land to be held by the Company in *Scotland* at any One Time shall not exceed One hundred Acres; Provided always, that it shall be lawful for the Company to take on Lease, and hold thereunder, any Premises situate in *England*, for an Office or Offices of Business.

Quantity of Land to be held by Company limited.

XXIII. That the Company may on all Lands and Hereditaments purchased or taken by them erect, construct, and maintain such Offices, Buildings, Machinery, Works, and Apparatus as may be necessary or convenient for carrying on the Business of the Company.

Company may erect Works.

XXIV. That it shall be lawful for the said Patentee and Grantee in the said recited Letters Patent named or referred to, and for his Executors, Administrators, and Assigns, and for every Person in whom such Letters Patent, or the Privileges thereby granted, or any Part thereof, now are or shall at any Time hereafter be vested, at any Time to sell, transfer, assign, and dispose of or otherwise assure all his Part, Share, Right, Title, and Interest of, in, or to each of such Letters Patent, and the Privileges thereby given or granted, or any Part thereof, and also the Rights, Profits, and Advantages in or by such Letters Patent comprised, given, granted, or conferred, or any Part thereof, unto or in trust for the Company.

Patents may be assigned to Company without causing a Forfeiture.

XXV. That no such Sale, Transfer, Assignment, Disposition, and Assurance as aforesaid of any of such Letters Patent as aforesaid, or of all or any Part of every or any Right, Power, Privilege, Benefit, or Advantage given or granted by any such Letters Patent, and whether any such Part of any such Privilege shall extend to the whole or any Part of the Countries, Districts, or Places comprised in such Privileges, or not, shall render the Letters Patent and Privileges, or any Part thereof, or the Parts, Shares, Rights, Titles, and Interests thereby sold, transferred, assigned, or disposed of, or any of them, or any Part thereof respectively, void or voidable in anywise howsoever, or cause such Letters Patent, Privileges, Parts, Shares, Rights, Titles, and Interests, or any of them, or any Part thereof, to cease, determine, or become void or voidable, or forfeited, repealed, or cancelled in anywise howsoever, although the Persons composing the Company shall exceed Twelve in Number, either at the Time of the making or Execution of any such Sale, Transfer, Assignment, Disposition, or Assurance, or at any Time afterwards, any Condition, Proviso, Restriction, or Clause whatsoever in the aforesaid Letters Patent or any of them expressed or contained to the contrary hereof in anywise howsoever notwithstanding.

Assignments to be valid, and not cause a Forfeiture.

XXVI. That

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Licences may be granted to the Company without causing a Forfeiture of the Patents.

XXVI. That it shall be lawful for the Patentee or Grantee named in the Letters Patent herein-before recited, and for the Patentee or Grantee named or to be named in any Letters Patent (whether such Letters Patent be Foreign or otherwise), at any Time heretofore made or hereafter to be made, granting any Right or Privilege of working, using, exercising, or vending of any Invention all or any Part of which shall be any Manner of Improvement in or upon or Addition to the Processes used in Bleaching, in the Preparation of Materials for Spinning and Felting, and in Yarns and Felts, and in the Machinery employed therein, or in anywise connected therewith or relating thereto, and for the Executors, Administrators, and Assigns of every such Patentee or Grantee, and for every Person in whom any of such Letters Patent as aforesaid, or the Privileges thereby granted, or any Part thereof, now are or at any Time hereafter shall be vested, so far as relates to or respects his and their Right, Title, Part, Share, and Interest in and to such Letters Patent and Privileges, to give or grant unto or to the Use of or in trust for or for the Benefit of the Company any Leave, Licence, Power, or Authority to work, use, exercise, or put in practice the Invention comprised in the Privilege, or any Part thereof, although the Persons composing the Company shall exceed Twelve in Number, nor shall any Number (although exceeding Twelve) of similar Gifts or Grants of Leave, Licence, Power, or Authority render the said Letters Patent and Privileges, or any of them, void or voidable in anywise howsoever, or cause the same Letters Patent or Privileges, or any of them, or any Part thereof, to cease, determine, or become void or voidable, or be forfeited, repealed, or cancelled in anywise howsoever, any Condition, Proviso, Restriction, or Clause whatsoever in the aforesaid Letters Patent or any of them expressed or contained to the contrary thereof in anywise howsoever notwithstanding.

This Act not to give Validity to Patents.

XXVII. Provided always, That nothing in this Act contained shall be construed to give greater Force or Validity to the said Letters Patent, or any other Letters Patent that may be at any Time hereafter purchased by or assigned to the Company under the Powers of this Act, than they would legally have possessed if the same had not been assigned to the Company by virtue of the Provisions contained in this Act.

Confirmations and Prolongations may be granted to the Company.

XXVIII. That in case Her Majesty, Her Heirs or Successors, shall think fit, with the Advice of Her or Their Privy Council, to grant to the Company any Confirmation or Prolongation of any Letters Patent or Patent Privilege which shall or may at any Time hereafter be assigned unto or become otherwise vested in or in trust for the Company, then and in every such Case such Confirmation or Prolongation

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longation shall or may be granted to the Company, any Condition, Clause, Matter, or Thing in any such Letters Patent contained to the contrary thereof in anywise notwithstanding.

XXIX. That in case the Company shall at any Time hereafter, in pursuance of an Act of Parliament passed in the Sixth Year of the Reign of King *William* the Fourth, intituled *An Act to amend the Law touching Letters Patent for Inventions*, or of any other Act of Parliament passed or hereafter to be passed to amend such Act, obtain the Leave of Her Majesty's Attorney General or Solicitor General for *England* or *Ireland*, or of Her Majesty's Lord Advocate or Solicitor General for *Scotland*, to enter with the Clerk of the Patents of *England*, *Scotland*, or *Ireland* respectively any Disclaimer of any Part of either the Title of the Invention mentioned or comprised in any Letters Patent or Patent Privileges of or belonging to the Company, or of any Part of the Specification of any such Invention, or to enter with such Clerk a Memorandum of any Alteration in any such Title or Specification as aforesaid, then and in every such Case such Disclaimer or Memorandum of Alteration shall or may be made under the Seal of the Company, and signed by Two Directors or Officers of the Company, and when so made shall or may, in pursuance of such Leave as aforesaid, be entered, filed, and enrolled according to the Provisions of the said Act, and no Acknowledgment of any such Disclaimer or Memorandum of Alteration shall be necessary previous to the Enrolment thereof.

Disclaimers may be made under the Seal of the Company. 5 & 6 W. 4. c. 83.

XXX. That after any such Sale, Transfer, or Assignment as aforesaid of any such Letters Patent as aforesaid unto or to the Use of or in trust for the Company, it shall be lawful for the Company from Time to Time, and they are hereby required, by Writing under the Seal of the Company and the Hands of Two of the Directors of the Company, to grant a Licence to any Person wishing to use, exercise, or vend the Invention or Inventions comprised in such Letters Patent or any of them, or any Part thereof, either generally, or under or subject to such Payments, Conditions, Limitations, or Restrictions as the Company and such Person shall mutually agree upon, or in case of Difference as shall be determined by the Board of Trade.

The Company may grant Licences.

XXXI. That, notwithstanding anything in this Act or in any of the said herein incorporated Acts contained, the principal Place of Business of the Company and its Corporate Domicile shall be in that Part of the United Kingdom of *Great Britain* and *Ireland* called *Scotland*.

Corporate Domicile of the Company to be in Scotland.

[Local.]

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XXXII. That

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15° & 16° VICTORIÆ, *Cap.cxxiv.*

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Expenses of
Act.

XXXII. That all the Costs and Expenses attending the applying for, obtaining, and passing of this Act shall be paid by the Company.

The

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The SCHEDULE referred to in the foregoing Act.

“ The North British Flax Company's Act, 1852.”

MEMORIAL made the Day of 185 of
the Names and Descriptions of the present Shareholders of the
“ North British Flax Company.”

A. B. of
C. D. of
&c. &c.

I of One of the Directors [*or*
Secretary *or* Officer] of the said Company, do solemnly and sincerely
declare, That the above-written Memorial contains the Names and
Descriptions of the present Shareholders of the said Company, as
the same appear in the Books of the said Company; and I make
this solemn Declaration conscientiously believing the same to be
true.

(In case of Persons becoming Shareholders.)

“ The North British Flax Company's Act, 1852.”

MEMORIAL made the Day of 185 of the
Names and Descriptions [*or* Name and Description] of Persons
[*or* a Person] who have [*or* hath] become Shareholders [*or* a
Shareholder] of the “ North British Flax Company.”

E. F. of
G. H. of
&c. &c.

I of One of the Directors [*or*
Secretary *or* Officer] of the said Company, do solemnly and sincerely
declare, That the above-written Memorial contains the Names and
Descriptions [*or* Name and Description] of Persons [*or* a Person]
who have [*or* hath] become Shareholders [*or* a Shareholder] of the
said Company; and I make this solemn Declaration conscientiously
believing the same to be true.
