

ANNO UNDECIMO & DUODECIMO

VICTORIÆ REGINÆ.

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in the said Act mentioned to determine that any such Company should be dissolved; and it was thereby further enacted, that, in addition to the Question of Dissolution, it should be imperative on the Meeting to decide whether such Dissolution should or should not be an Act of Bankruptcy, for the Purpose of having the Affairs of the Company wound up, under the Provisions of the Act therein-after mentioned, but that such Provision should not extend to the Case of Railways to be made in *Scotland;* and it was thereby further enacted, that it should be lawful for any Three of those who were on the Committee (as therein defined) of any Company so dissolved, at any Time after the Dissolution thereof should have been resolved, or for any Creditor or Creditors of such Company to such Amount as was then by Law requisite to support a Fiat in Bankruptcy in *England* and *Ireland* or a Sequestration in *Scotland*, within Three Months after the Dissolution thereof should have been resolved, to petition that a Fiat in Bankruptcy might issue against such Company if in *England* or *Ireland*, or that the Estates of the Company might be sequestrated if in *Scotland;* and it was thereby further enacted, that upon the Production of a Copy of the *London Gazette* containing the Resolution of any such Meeting as theretofore mentioned, whereby it should be resolved that the Dissolution of the Company should be an Act of Bankruptcy, or upon the Petition of any Three of the Committee as aforesaid, or of any Creditor under the last therein preceding (and herein-before recited) Clause, a Fiat in Bankruptcy should issue against such Company by the registered Name or Style of such Company, and the Company should thereupon be deemed to be within the Provisions of the said Act for facilitating the winding up of Joint Stock Companies unable to meet their pecuniary Engagements, and of the said Act for facilitating the winding up of Joint Stock Companies in *Ireland* unable to meet their pecuniary Engagements, in all respects as if a Fiat had issued against it under the said Act before its Dissolution, but such last Provision was not to extend to *Scotland:* And whereas it is expedient that the said Two first-mentioned Acts should be amended, and that further Facilities should be given for the Dissolution and Winding-up of Joint Stock Companies and other Partnerships: Be it therefore 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, That this Act shall apply to all Companies, corporate or unincorporate, within the Provisions of either of the Two Acts first herein-before mentioned, (including all Companies existing on the First Day of *November* One thousand eight hundred and forty-four, and which shall have obtained or shall obtain a Certificate of Registration under an Act passed in the Seventh and Eighth Years of the Reign of Her present Majesty, intituled *An Act for the Registration, Incorporation, and Regulation of Joint Stock Companies,*) and to all Companies which would have been within the Provisions of either of the said Two Acts if they had not been dissolved or had not ceased to trade at the Time of the passing thereof respectively, and to all Banking Companies which would have been within the Provisions thereof if they had not been specially excepted from the Provisions of an Act passed in the Session of Parliament held in the Seventh and Eighth Years of the Reign of Her present Majesty,

1. *Preliminaries.*

To what Companies Act is to apply.

7 & 8 Vict. c. 110.

Majesty, intituled *An Act for the Registration, Incorporation, and Regulation of Joint Stock Companies*, and to all Companies which under the Provisions of the said Act to facilitate the Dissolution of certain Railway Companies shall before the First Day of *March* One thousand eight hundred and forty-eight have become bankrupt, and to all Companies, Associations, and Partnerships to be formed after the passing of this Act whereof the Capital or the Profits is or are divided or to be divided into Shares and such Shares transferable without the express Consent of all the Copartners. *Preliminaries.* 7 & 8 Vict. c. 110.

II. And be it enacted, That all Associations or Companies formed for the Purposes of working Mines or Minerals, and all Benefit Building Societies other than such as are duly certified and enrolled under the Statutes in force respecting such Societies, shall be liable to the Operation of this Act: Provided nevertheless, that nothing herein contained shall affect the Jurisdiction of the Court of Stannaries in *Cornwall*. Act to apply to Mining Companies and certain Building Societies.

III. And be it enacted, That the following Words and Expressions in this Act shall have the Meanings hereby assigned to them respectively, so far as such Meanings are not excluded by the Context or by the Nature of the Subject Matter; (that is to say,) Interpretation:

The Words "Lord Chancellor" shall include the Lord Keeper and the Lords Commissioners of the Great Seal: "Lord Chancellor:"

The Word "Company" shall mean any Partnership, Association, or Company, corporate or unincorporate, to which this Act applies: "Company:"

The Word "Member" shall mean any Person entitled to a Share of the Assets or accruing Profits of any such Company at the Time of presenting the Petition for dissolving the same or winding up the Affairs thereof under this Act: "Member:"

The Expression "Constitution of a Company" shall mean every Deed of Partnership or Settlement, Charter, Act of Parliament, Regulations, or other Instrument whatsoever, including any Bye Laws, by or under which the Business of the same is or was, or is or was intended to be carried on: "Constitution of a Company:"

The Word "Contributory" shall include every Member of a Company, and also every other Person liable to contribute to the Payment of any of the Debts, Liabilities, or Losses thereof, whether as Heir, Devisee, Executor, or Administrator of a deceased Member, or as a former Member of the same, or as Heir, Devisee, Executor, or Administrator of a former Member of the same, deceased, or otherwise howsoever: "Contributory:"

The Word "Call" shall mean a Demand or Requisition upon Contributories of a Company made or to be made for a contributory Payment towards the Funds or Assets thereof, or for or towards the Payment or Discharge of any of the Debts, Liabilities, or Losses of such Company or otherwise: "Call:"

The Word "Creditor" shall include every Person having any Debt or Demand enforceable against any Company in any Court of Law or Equity, or for Nonpayment or Nonsatisfaction of which Damages could be recovered: "Creditor:"

The Word "Person" shall include Corporations: "Person:"

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"The Court:" The Words "the Court" shall mean Her Majesty's High Court of Chancery in *England* or *Ireland* (as the Case may be) before which any Proceeding under this Act shall take place:

"Master:" The Word "Master" shall mean the Master in Ordinary of the Court for the Time being acting in any Matter under this Act:

"Fiat" and "Court of Bankruptcy:" The Word "Fiat" shall extend to and shall include any Commission of Bankruptcy which shall be issued in *Ireland*, and the Words "Court of Bankruptcy" shall extend to and shall include any Commissioner acting in the Prosecution of any such Commission of Bankrupt in *Ireland*, and the Lord Chancellor of *Ireland* sitting in Bankruptcy:

"Order absolute:" The Words "Order absolute" shall mean the Order absolute for the Dissolution and Winding-up, or for the Winding-up, as the Case may be, of any Company under this Act:

Number and Gender. And every Word importing the Singular Number only shall extend to several Persons or Things as well as to one Person or Thing, and every Word importing the Plural Number only shall extend to one Person or Thing as well as to several Persons or Things, and every Word importing the Masculine Gender only shall extend to a Female as well as to a Male.

Short Title of Act. IV. And be it enacted, That in citing this Act in other Acts of Parliament, and in legal Instruments and in legal Proceedings, it shall be sufficient to use the Expression "The Joint Stock Companies Winding-up Act, 1848."

2. *The Petition, and Proceedings thereon.*

Who may petition under this Act, and in what Cases: V. And be it enacted, That it shall be lawful for any Person who shall be or claim to be a Contributory of a Company to present a Petition to the Lord Chancellor or to the Master of the Rolls in a summary Way for the Dissolution and Winding-up or for the Winding-up of the Affairs of such Company, in any of the following Cases; (that is to say,)

Act of Bankruptcy: 1. If any Company shall have committed, done, or suffered any Act which according to the Provisions of the said recited Acts or of any of them would be deemed to be an Act of Bankruptcy on the Part of such Company:

Declaration of Insolvency: 2. If any Company shall, by virtue of a Resolution to be passed in that Behalf at a Meeting of such Company, or of the Directors of such Company, summoned in that Behalf, have filed or caused to be filed in the Office of the Lord Chancellor's Secretary of Bankrupts a Declaration in Writing that the said Company is unable to meet its Engagements:

Judgment against the Company: 3. If any Person shall have recovered Judgment in any Action Personal for the Recovery of any Debt or Demand in any of Her Majesty's Courts of Record against any such Company, or against any Person authorized to be sued as the nominal Defendant on behalf of such Company, or against any One or more of the Members or Contributories of such Company acting or sued in the Name or on the Behalf of the other Members or Contributories thereof, and shall be in a Situation to sue out Execution upon such Judgment, and such Execution shall not be restrained or suspended by any Rule, Order,

The Petition, and Proceedings thereon.

Order, or Proceeding of any Court of Justice, and there shall be nothing due from the Plaintiff by way of Set-off, or which may be legally set off against such Judgment, and if within Ten Days after Notice in Writing served upon the said Company by Service of the same upon a Chief Clerk or Secretary or Registrar of the said Company, or if there be no Officer of such Denomination, then either on any Director of the said Company personally or by the same having been left at the Head or only Office for the Time being of such Company, requiring immediate Payment or Discharge of such Judgment Debt, such Company shall not have paid, secured, or compounded for the same:

Decree or Order against the Company:

4. If any Decree or Order shall have been pronounced in any Cause depending in any Court of Equity, or any Order made in any Matter of Bankruptcy or Lunacy, against any such Company, or against any Person duly authorized to be sued as the nominal Defendant on behalf of such Company, or against any One or more of the Members or Contributories of such Company acting or sued in the Name or on the Behalf of the other Members or Contributories thereof, ordering any Sum of Money to be paid by such Company, and such Company shall not have paid the same at the Time when the same ought, according to the Exigency of such Decree or Order, to be paid:

Action against a Member for Company's Debt:

5. If any Action shall have been brought in any of Her Majesty's Courts of Record against any Contributory of a Company for any Debt or Demand which shall be due or claimed to be due from or by such Company, and such Company shall not, within Ten Days after Notice in Writing by such Contributory of such Action shall have been served upon the Company in manner herein-before directed with respect to any Judgment Debt, have paid, secured, or compounded for such Debt or Demand, or have otherwise procured such Action to be stayed, or shall not have indemnified the Defendant to his Satisfaction against such Action, and all Costs, Damages, and Expenses to be incurred by him by reason of the same:

Creditor's Affidavit of Debt and Writ of Summons:

6. If any Creditor of a Company to such Amount as is now by Law requisite to support a Fiat shall have filed an Affidavit in any of Her Majesty's Superior Courts of Law at *Westminster* or *Dublin*, that such Debt is justly due to him from the said Company, and shall have sued out of the same Court a Writ of Summons or other Writ against such Company, or against any Person duly authorized to be sued as the nominal Defendant on behalf of such Company, or against any One or more of the Members or Contributories of such Company in the Name or on behalf of the other Members or Contributories thereof, and shall have given Notice of the same in manner herein-before directed with respect to any Judgment Debt, and such Company shall not within Three Weeks after Service of such Notice have paid, secured, or compounded for such Debt to the Satisfaction of such Creditor, or have made it appear to the Satisfaction of One of the Judges of the Court

The Petition, and Proceedings thereon.

out of which such Writ shall have issued that it is the Intention of such Company to defend the Action upon the Merits, and shall not within Three Weeks next after Service of such Notice have caused an Appearance to be entered to such Action in the proper Court in which the same shall have been brought:

Dissolution or ceasing to carry on Business:

7. If any Company shall have been dissolved, or shall have ceased to carry on Business, or shall be carrying on Business only for the Purpose of winding up its Affairs, and the same shall not be completely wound up:

Other sufficient Ground for Dissolution.

8. Or if any other Matter or Thing shall be shown which in the Opinion of the Court shall render it just and equitable that the Company should be dissolved.

No Petition after Fiat but under Direction of Court of Bankruptcy.

VI. And be it enacted, That in case any Fiat shall have been issued against any Company under the Provisions of the said recited Acts or any of them, no Petition shall be presented for the Dissolution and Winding-up or for the Winding-up of such Company under this Act by any other Person than by the Creditors Assignees of the Estate and Effects of any such Company, who shall have Power, by the Order and Direction of the Court of Bankruptcy (but not otherwise), to present a Petition to the Lord Chancellor or to the Master of the Rolls in *England* or *Ireland*, as the Case may be, for the winding up of such Company under this Act, and it shall be a sufficient Ground for such Petition that such Order has been made by the Court of Bankruptcy; and that upon an Order for the winding up of such Company being pronounced by the Court of Chancery the Court of Bankruptcy shall cause to be made upon the Proceedings under the Fiat a Memorandum of such Order as aforesaid of the Court of Bankruptcy, and shall order that the said Proceedings shall be and the same shall accordingly be deposited with the Master to whom the Matter shall be referred by the Court of Chancery under this Act: Provided nevertheless, that it shall be lawful for the Master to dispense with such Deposit, and to make Order concerning the Custody and Production of such Proceedings.

Proceedings in Bankruptcy to be conclusive.

VII. And be it enacted, That all Proceedings had, Accounts taken, and other Matters done in the Prosecution of any Fiat, before any Order absolute under this Act, shall, for the Purposes of any winding up under this Act, be as valid and conclusive as the same would have been valid and conclusive under the said Fiat, and any pending Proceedings, Accounts, and Matters under any such Fiat may be proceeded with and concluded under this Act.

Heading of Petition and subsequent Proceedings.

VIII. And be it enacted, That every Petition and Proceeding under this Act shall be intituled "In the Matter of the Joint Stock Companies Winding-up Act, 1848," and in the Matter of the Company to which such Petition or Proceeding shall relate, describing such Company by its most usual Style or Firm, until any Order absolute under this Act, and after any such Order then by the Style or Firm by which such Company shall have been designated in such Order absolute.

IX. And

Proceedings not to be impeached by reason of the Petitioner not having been duly qualified.

IX. And be it enacted, That no Order absolute, nor any Order or Proceeding under this Act, shall be impeached by reason of the Petitioner or any of the Petitioners being afterwards discovered not to have been duly qualified to present the Petition on which the Order absolute shall have been made; provided that a Petition may be presented under this Act by some Person duly qualified, praying to have the Benefit of the former Proceedings, and to be allowed to carry on and prosecute the same, and upon such Petition being presented, and coming on to be heard, such Order shall be made as to the Court shall seem necessary and proper, empowering and directing that the former Proceedings shall be carried on and prosecuted by the Petitioner.

Petition to be advertised in London Gazette, and served.

X. And be it enacted, That every Petition for Dissolution and Winding-up or for Winding-up the Affairs of any Company under this Act shall be advertised once in the *London Gazette*, and shall be served, at the Head or only Office of the Company, upon any Member, Officer, or Servant of the Company there, or in case no such Member, Officer, or Servant can be found there, then by being left at such Office, or in case no Office of the Company can be found, then upon any Member, Officer, or Servant of the Company: Provided always, that no such Petition presented by the Direction of the Court of Bankruptcy, nor any Order thereon, shall require Advertisement under this Act; provided also, that in case no Office of the Company, nor any Member, Officer, or Servant thereof, can be found, the Court may proceed to hear and to make any Order on any Petition for Dissolution and Winding-up or for Winding-up, on Production of the Number of the *London Gazette* containing such Advertisement (if any) as aforesaid, and without Proof that such Petition has been served in manner aforesaid.

Court may order Petition to stand over for further Service.

XI. And be it enacted, That it shall be lawful for the Court at the hearing to direct any such Petition, whether the same shall have been served as aforesaid or not, to stand over, and to direct such Service or such further Service of the Petition as to the Court shall seem meet.

Court may make Order Nisi or Reference to Master.

XII. And be it enacted, That on the hearing of any such Petition it shall be lawful for the Court, if it shall not think fit in the first instance to make an Order absolute, to require any Parties to show Cause, within such Time as the Court shall think fit, why the Company should not be dissolved and wound up or wound up under this Act, or to make an Order for the Dissolution and Winding-up or for the Winding-up of such Company, conditional on the Non-fulfilment of such Terms and by such Parties as the Court shall think fit, or to refer it to the Master to make preliminary Inquiries as to the Necessity or Expediency of the Dissolution and Winding-up or of the Winding-up of such Company; and it shall be lawful for the Court, in case no sufficient Cause be shown, or in case the Terms of any such conditional Order be not fulfilled, or in case it shall appear from the Master's Report, upon such Reference as aforesaid, that the Dissolution and Winding-up or the Winding-up of any such Company under this Act is necessary or expedient, to make such Order absolute as hereafter mentioned.

XIII. And

Court may apply the Provisions of the Constitution of the Company.

XIII. And be it enacted, That it shall be lawful for the Court, if it shall think it practicable and expedient, before or in making any Order absolute, to direct the Application or Performance, either wholly or in part, and by such Parties as it shall think proper, of any Provisions contained in or supplied by the Constitution of the Company towards the Purposes of such Dissolution or Winding-up, or towards considering or ascertaining the Necessity or Expediency of such Dissolution or Winding-up.

3. *The Order absolute, and Proceedings thereon.*

Court may make Order absolute.

XIV. And be it enacted, That it shall be lawful for the Court, on the hearing of any Petition for Dissolution and Winding-up, or for Winding-up, either originally or subsequently, or on further Directions, to dismiss such Petition, with or without Costs, or to make an Order absolute for the Dissolution and Winding-up or for the Winding-up of the Company, under the Provisions of this Act, with or without such special Directions as the Court shall think fit, and by such Order it shall be referred to One of the Masters of the Court to wind up the Affairs of the Company accordingly under the Provisions of this Act.

Every Order, until Order absolute, to be advertised.

XV. And be it enacted, That the Date, Title, and ordering Part of every Order of the Court made upon any such Petition, previously to and including the Order absolute, shall, within Twelve Days after the Date thereof, be advertised once in the *London Gazette*, and shall be served in such Manner and upon such Persons as the Court shall direct.

From what Period Companies to be dissolved.

XVI. And be it enacted, That from the Date of any Order absolute for Dissolution, or from any Date to be therein fixed for that Purpose, the Company therein specified shall be absolutely dissolved.

Petitioner to carry in Order absolute before Master within Ten Days.

XVII. And be it enacted, That the Petitioner on whose Petition an Order absolute shall be obtained shall without Delay carry in the same before the Master; and in default of his so doing by the Space of Ten Days next after the Date of such Order it shall be lawful for any Person being or claiming to be a Contributory to present his Petition to the Court in the same Matter, praying to have the Carriage and Prosecution of the said Order absolute, and thereupon such Order shall be made and Directions given, as well with respect to the Costs of the Application or otherwise, as to the Court shall appear just; and it shall be sufficient to serve such last-mentioned Petition in the usual Manner, either upon the Petitioner who obtained the Order absolute, or upon his Solicitor by whom such Order was obtained.

On Dissolution in Suit Court may order winding up under this Act.

XVIII. And be it enacted, That it shall be lawful for the Court, in any Decree or Order for the Dissolution of a Company, or of any other Association or Partnership (whether included in the Definition herein contained of a Company or not), to be made in any Suit now pending or hereafter to be instituted, and also by any Order to be made after a Decree for the Dissolution of a Company, Association, or Partnership in any such Suit, to order that the Affairs of such Company, Association, or Partnership shall be wound up under

the Provisions of this Act, and that the Costs of winding up the same shall be paid and recovered according to the Provisions of this Act, and for that Purpose to give such Directions as the Court shall deem necessary or expedient in that Behalf; and any Decree or Order so to be made shall, if the Court shall so direct, be deemed an Order absolute under this Act.

The Order absolute, and Proceedings thereon.

XIX. And be it enacted, That from and after the Date of any Order absolute it shall not be lawful for the Directors, Members, or Officers of the Company in respect of which such Order absolute shall have been made to convey, assign, pay, or otherwise dispose of any of the Property, Monies, or other Effects of the Company, otherwise than by the Direction of the Master.

After Order absolute Assets not to be disposed of.

XX. And be it enacted, That in the meantime and until an Official Manager shall be appointed, as herein-after mentioned, and from Time to Time when there shall be no Official Manager, it shall be lawful for the Master, in any Case in which he shall deem it necessary or expedient so to do, immediately upon the Order absolute being brought in before him, to appoint by Writing under his Hand some Person to be the Interim or Provisional Manager of the Property, Assets, and Effects of the Company to which such Order absolute shall relate, or of such Part or Parts thereof as the Master shall think fit; and the Person to be so appointed shall thereupon have and exercise all such and the like Powers and Authorities as are usually given to and are had and exercised by Receivers appointed by the Court in a Suit duly instituted, together with all such Powers and Authorities as might be had and exercised by any Official Manager to be appointed under this Act, except so far as the Master shall otherwise direct in any particular Case; and the Person so to be appointed Interim or Provisional Manager shall act in all things under the Direction of the Master, in collecting and receiving and afterwards disposing of the Property, Estate, and Effects of such Company, or such Parts thereof as in order to the Preservation and Security thereof shall require to be so collected and received; and it shall be lawful for such Interim or Provisional Manager acting in that Behalf under the Direction of the Master, to be signified by Writing under his Hand, to pay and apply any Part of the Monies, Assets, and Effects to be collected, received, or got in by him in or towards the Discharge or Satisfaction of any Judgment Debt which shall have been recovered against such Company; and it shall be lawful for the Master to fix the Amount and Nature of the Security to be given and entered into by such Interim or Provisional Manager, and also (if the Master shall think fit) to appoint any Person to be Interim or Provisional Manager without giving or entering into any Security, and the Security, if any, to be so fixed by the Master, shall accordingly be given and entered into by such Interim or Provisional Manager: Provided nevertheless, that upon the Appointment of an Official Manager of such Company under this Act all the Powers and Authorities of such Interim or Provisional Manager shall cease, and the Person who shall have been such Interim or Provisional Manager shall thereupon deliver up and pay to the Official Manager all the Goods, Monies, Property, and Effects of such Company which shall have come to his Hands as

Master may appoint interim Manager.

The Order absolute, and Proceedings thereon.

such Interim or Provisional Manager as aforesaid, together with all Books, Papers, and Writings in his Possession, Custody, or Power relating thereto, or to the Affairs of such Company; and it shall be lawful for the Master to make an Order, if Need be, directing such Delivery and Payment accordingly, and for vacating any Recognizance entered into by such Interim or Provisional Manager and his Surety or Sureties, (if any): Provided also, that no Action, Suit, or other Proceeding shall be instituted or prosecuted by or against any Interim or Provisional Manager to be appointed as herein mentioned, as representing the Company, otherwise than by the Style and Designation of the Official Manager of the Company; and that every such Action, Suit, or other Proceeding shall be instituted and prosecuted in the same Manner and with the same Effect, to all Intents and Purposes, as if an Official Manager of the Company had been already appointed, and were a Party to such Action, Suit, or other Proceeding, in the Place of such Interim or Provisional Manager, nor shall the same abate by reason of the Appointment of an Official Manager, but the same shall be carried on by or against him, as the Case may be.

4. *The Appointment of Official Manager, his Estate, Powers, Duties, &c.*

Notice of Appointment of Official Managers by the Master.

XXI. And be it enacted, That upon any Order absolute being carried in before the Master, or upon the Death, Removal, or Resignation of any Official Manager to be appointed as herein mentioned, the Master shall forthwith direct that an Advertisement be inserted, by the Party having the Prosecution or Carriage of the Order, in Two successive Numbers of the *London Gazette*, and also in such Two or more Newspapers as the Master shall appoint, giving Notice that the Master will proceed, at a Day, Hour, and Place to be stated in such Advertisement, such Day to be within Fourteen Days from the Publication of the first Advertisement, to appoint an Official Manager or Managers of the Company under this Act, either originally or in the Room of any Official Manager who shall have died or resigned or shall have been removed; and previously to the making out and settling of such List of Contributories as herein-after mentioned all Persons being or claiming to be Contributories of such Company, and after the making out and settling of such List of Contributories all Persons appearing on such List as Contributories of such Company, shall be entitled to attend at such Time and Place, and to offer Proposals or Objections as to any such Appointment; and it shall be lawful for the Master, if he shall think fit, to adjourn the Appointment of any Official Manager to another Time and Place, to be stated and made known to the Parties present at the Time and Place originally fixed for making such Appointment: Provided always, that it shall not be requisite to give Notice of any such Adjournment by Advertisement.

Master to appoint Official Manager.

XXII. And be it enacted, That at the Time and Place to be fixed in such Advertisement, or at any other Time or Place to which the Appointment of an Official Manager shall have been adjourned, the Master shall, by Writing under his Hand, appoint a Person or Persons to be the Official Manager or Managers of the Company, either originally or in the Stead of any Official Manager who shall be removed, or die, or resign his Office; and the Master shall have Power from Time to Time, at his Discretion, but subject to any special Direction

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of the Court, to remove, by Writing under his Hand, any such Official Manager, and upon such Removal, and also upon the Death or Resignation of any Official Manager, to appoint in manner aforesaid any other Person to be Official Manager in the Stead of any such Manager who shall be removed, or die, or resign his Office; and such Official Manager may be either any Contributory of any Company, or the Assignee in Bankruptcy of any Company, being bankrupt, or of any bankrupt Member or Contributory of the same.

In appointing Official Manager, Master may either adopt or reject Proposals.

XXIII. And be it enacted, That in making the first or any subsequent Appointment of an Official Manager it shall be lawful for the Master to adopt the Proposal of any of the Parties attending him in the Matter of such Appointment; and in making such Appointment the Proposal of any of the Parties who shall have appeared before the Court shall not be entitled on that Account to any Preference; and it shall also be lawful for the Master, if he shall think fit, to act independently of any Proposal, and to appoint any Person whom he shall think proper to nominate as Official Manager, although such Person shall not have been proposed by any of the Parties.

Recognizances of Official Manager and of his Sureties.

XXIV. And be it enacted, That upon the Appointment of any Official Manager, or within such subsequent Period as the Master may from Time to Time or at any Time direct, the Person who shall have been so appointed Official Manager, and Two or more Persons as his Sureties, to be approved of by the Master, shall enter into a Recognizance or Recognizances in such Form as in the Schedule hereto is set forth, or otherwise as the Court by any general Order in that Behalf, or by any special Order in the Matter, shall direct, and in such Sum as the Master shall direct (but not to exceed by more than One thousand Pounds the greatest Sum or Value which in the Judgment of the Master the Official Manager shall have or shall be likely to have at any One Time in his Hands), for the duly accounting by the Official Manager for all Monies, Estate, and Effects which shall come to his Hands in the winding up of the Company of which he shall be so appointed Official Manager; and the Recognizance of the Official Manager shall be for the whole Amount of the Sum to be so fixed by the Master, and the Recognizances of the Sureties of any Official Manager shall be either joint or several for the whole or any Portion of the Sum in which the Official Manager shall have become bound, but so as that the total Amount of the Recognizances of all such Sureties shall not be less than the Sum in which the Official Manager shall have become bound; and upon the Death, Bankruptcy, or Insolvency of any Surety it shall be lawful for the Master to require Recognizances to be entered into by any new Surety in the Place of the Surety so deceased or become bankrupt or insolvent; and it shall be lawful for the Master from Time to Time to require additional Recognizances to be entered into by the Official Manager and his Sureties, or by any new Sureties, in such further Sum or Sums as the Master shall think fit; and upon the Breach or Nonfulfilment of the Condition or Defeazance of any such Recognizances as aforesaid, the same shall or may, under an Order of the Master, be put in force by the Official Manager, or by any Contributory

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butory of the Company, in like Manner as the Recognizances of Receivers of the Court of Chancery appointed in a Suit duly instituted are in the like Cases put in force; and it shall be lawful for the Master, after any Person shall have ceased to be Official Manager, and his final Account shall have been passed, and any Balance due thereon paid, to order the Recognizance entered into by such Official Manager and his Sureties to be vacated.

Master may order Official Manager and his Sureties to pay on their Recognizances.

XXV. And be it enacted, That, notwithstanding any thing herein-before contained, in case Default shall be made by the Official Manager at any Time in accounting for what he shall receive as such Official Manager, or in paying the same as the Master shall direct, it shall be lawful for the Master, by Order to be made by him, to order and require the Official Manager and his Sureties, or any of them, to pay to such Person, and within such Time as the Master shall appoint, the whole or any Portion of the Sum in which the Official Manager and his Sureties respectively shall have become bound by Recognizance: Provided always, that nothing herein contained shall be construed to extend the Liability of any Surety beyond the Sum in which such Surety became individually bound on his Recognizance.

Master may take Security of Guarantee Society.

XXVI. Provided always, and be it enacted, That, notwithstanding any thing herein-before contained, it shall be lawful for the Master, if he shall think fit, to accept the Security of any Guarantee Society established by Charter or Act of Parliament in any Part of *Great Britain*, in lieu of the Security of such Two or more Sureties as aforesaid, or of any of them.

Appointments and Removals to be valid without Confirmation; and to be advertised.

XXVII. And be it enacted, That every Appointment and every Removal of an Official Manager shall be valid and effectual to all Intents without Confirmation by the Court, unless it shall be otherwise ordered by the Court in the particular Matter; and every such Appointment, and also every Removal of an Official Manager, shall be advertised in the *London Gazette*, and in such Newspapers as the Master shall from Time to Time think proper.

Manager to have Custody of Books, &c.

XXVIII. And be it enacted, That immediately after the Appointment of an Official Manager the Master shall, by Order, direct that all the Books of Account, Deeds, Instruments, Cash, Bills, Notes, Papers, and Writings of and belonging to the Company shall, within a Time to be limited in that Behalf, be delivered up, and the same shall accordingly be delivered up, by every Person in whose Custody, Possession, or Power the same may be, to the Official Manager, and shall be kept by him, and upon and immediately after the Appointment of any new Official Manager all the same Matters shall be in like Manner ordered to be and shall accordingly be delivered over to him: Provided nevertheless, that it shall be lawful for the Master from Time to Time and at any Time to make such Order as he shall think fit relative to the Custody or Deposit, either absolutely or only for a Time, of such Books of Account, Deeds, Instruments, Bills, Notes, Papers, and Writings, or any of them.

XXIX. And

XXIX. And be it enacted, That on every such Appointment of an Official Manager all the Estate, Effects, and Credits, and Rights of Action of the Company, and all Powers in and about the same which by this Act or otherwise might be exercised by an Official Manager, shall, except so far as the Master shall, by Writing under his Hand, direct to the contrary, become by virtue of the Appointment absolutely vested in the Official Manager so appointed, either solely, or jointly with any other Official Manager for the Time being as Joint Tenants; and when, according to any Laws now in force, any Conveyance or Assignment of any Real or Personal Property which may become vested in any Official Manager under this Act would require to be registered, enrolled, or recorded in any Registry Office, Court, or Place in *England*, *Wales*, or *Ireland*, or in any Registry Office, Court, or Place in *Scotland*, or any of the Dominions, Plantations, or Colonies belonging to Her Majesty, then the Order absolute, together with the First Appointment of an Official Manager, shall be registered in the Registry Office, Court, or Place wherein such Conveyance or Assignment as last aforesaid would require to be registered, enrolled, or recorded; and the Registry hereby directed shall have the like Effect to all Intents and Purposes as the Registry, Enrolment, or recording of any such Conveyance or Assignment as last aforesaid would have had; and the Title of any Purchaser of any such Property as last aforesaid for valuable Consideration, or of any Mortgagee thereof without Fraud, who shall have duly registered, enrolled, or recorded his Purchase or Mortgage Deed previously to the Registry hereby directed, shall not be invalidated by reason of such Order absolute or Appointment: Provided always, that if the Master shall, by Writing under his Hand, direct that any of the said Estate, Effects, Credits, or Rights of Action shall not vest in the Official Manager by virtue of the Appointment, it shall be lawful for the Court or the Master at any Time afterwards by Order to revoke, discharge, or vary any such Direction, and thereupon the Estate, Effects, Credits, or Rights of Action comprised in such Direction shall, either wholly or to the Extent to which the same shall be so discharged or varied, become and be vested in the Official Manager for the Time being.

On Appointment, all Estate, Effects, and Credits of the Company, and all Powers, &c., to vest in Official Manager. Registration of Orders absolute and Appointments of Official Manager.

XXX. And be it enacted, That when any Order shall have been made as herein-before mentioned on Petition, by Direction of the Court of Bankruptcy, for winding up under this Act the Affairs of any Company, all such Estate and Effects, Rights and Credits of the bankrupt Company as shall for the Time being be vested in the Assignees in Bankruptcy shall, upon and by virtue of the Appointment of an Official Manager under this Act, unless otherwise provided by the Order absolute, become absolutely vested in such Official Manager, together with all such Powers in and about the same as an Official Manager might exercise in any Matter originally instituted under this Act in which the Company had not become bankrupt.

When Order made on Petition by Direction of Court of Bankruptcy, all Estate, &c. of Assignees to vest in Official Manager.

XXXI. And be it enacted, That until the issuing of any such general Rules or Orders as are by this Act authorized to be made the Practice of the Court with respect to Receivers and Managers of Partnership Estates shall, so far as practicable, and subject to the Provisions of this Act, and to any special Orders or Directions relative

Until Court shall regulate by general Orders all Matters relating to Offi-

cial Manager not provided for by the Act, Practice as to Receivers to be followed.

to the Official Manager, and his Acts, Duties, and Proceedings, to be made or given by the Court or the Master with respect to any particular Company, (and which Order or Directions the Court and the Master are hereby respectively authorized to make and give,) apply to every Official Manager under this Act, and to his Duties and Proceedings.

Court may allow Salary to Official Manager.

XXXII. And be it enacted, That it shall be lawful for the Court to allow such Salary or Remuneration, by way of Per-centage or otherwise, as it shall think proper, to the Official Manager, and also to any Receiver to be appointed as herein-before provided, and to increase or diminish such Salary or Remuneration from Time to Time, and that whether the Official Manager or the Receiver shall or shall not be a Member of the dissolved Company.

Official Manager may employ Solicitor.

XXXIII. And be it enacted, That it shall be lawful for the Official Manager, with the Approbation of the Master, to employ and from Time to Time dismiss an Attorney or Solicitor.

Duties of Official Manager.

XXXIV. And be it enacted, That the Official Manager shall proceed with all convenient Speed, under the Directions of the Master, in the making up, continuing, completing, and rectifying the Books of Account of the Company, and in providing and keeping such other Books of Account (if any) as shall be necessary for the showing the Debts and Credits of the Company, including a Ledger, which shall contain the separate Accounts of the Contributories (and in which every Contributory shall be debited from Time to Time with the Amount payable by him in respect of any Call to be made as hereby provided), and in balancing all such Books and the Accounts of the respective Contributors of such Company, in getting in, selling, and converting the Estate and Assets and winding up the Business and Affairs of the same Company, in paying the Debts as herein provided, and in dividing and distributing the surplus Assets of the Company (whether existing at the Time of the Dissolution, or arising from subsequent Calls or Contributions, or otherwise,) amongst the Parties entitled, and in bringing before the Master for Determination and Settlement all Questions necessary to be determined and settled in order to the winding up of the Affairs of the Company; and the Official Manager, with or without Notice to any Contributory, shall, without the Necessity of any Proposal in Writing, take the Directions of the Master from Time to Time with reference to all Proceedings necessary to be done or taken in order to the complete and effectual winding up of the Affairs of the Company; and it shall be lawful for the Master to give such Directions accordingly.

As to passing Accounts of Official Manager; who allowed to surcharge, &c.

XXXV. And be it enacted, That the Accounts of the Official Manager and Receiver, if any, shall from Time to Time be passed before the Master, and vouched in such Manner as he shall direct; and that the Contributories shall only be at liberty to surcharge and falsify such Accounts.

Official Manager to keep Books

XXXVI. And be it enacted, That the Official Manager shall make, in Books to be from Time to Time provided by him for that Purpose, true

true and faithful Entries or Minutes of all Matters, Acts, and Proceedings done and taken, as well before the Master as otherwise, in and about the winding up of the Affairs of the Company; and such Books shall be kept in the Custody of the Official Manager, and shall on all Occasions on which the Master is required to proceed in the Matter of such Company be produced before the Master.

of Proceedings, which shall be certified by the Master.

5. General Course of Proceeding under winding up.

XXXVII. And be it enacted, That upon any Order absolute being brought before the Master for his Consideration he shall, immediately after directing the Insertion of the Advertisement hereinbefore directed relative to the intended Appointment of an Official Manager, and afterwards from Time to Time, determine what Parties shall attend him in the Proceedings to be had before him under such Order absolute, or upon or with reference to any particular Part of such Proceedings; and it shall be lawful for the Master, at any subsequent Stage of the Proceedings, to direct any other Parties, being Contributories, to attend him in the further Prosecution of the Matter, or on such of the further Proceedings therein as he shall direct; and in particular it shall be lawful for the Master from Time to Time, with the Consent of the Majority, both as to Number and Extent of Interest, of the Persons to be represented in any particular Case, such Consent to be signified by some Writing under the Hands of the Parties or their Solicitors, to appoint and again remove any One or more Contributories to attend and watch the Proceedings of the Liquidation before him, or any particular Part of such Proceedings, as Representatives on behalf of the Contributories in general, or of such Contributories or Classes of Contributories as the Master shall from Time to Time be of opinion ought to be so represented; and all Parties who shall be determined to be the proper Parties to attend the Master as aforesaid shall in manner herein-after mentioned be served with Notice of all Proceedings before the Master, or with Notice of such of them as such Parties respectively shall be directed to attend or watch; and the Costs and Charges to be thereby properly incurred by all such Parties respectively, except so far as the Master shall otherwise direct, shall be deemed to be Part of the general Costs of winding up the Company under this Act.

Master to determine what Parties are to attend Proceedings before him; and may appoint Representatives of Contributories or Classes of Contributories.

XXXVIII. And be it enacted, That all Persons whose Names shall stand in the List of Contributories shall be entitled to require, and, at their own Expense, to receive Notice, as the Master shall direct, of all or any of the Proceedings in the Matter of the dissolved Company, and also shall be entitled, at their own Expense, either personally or by Solicitor or Agent, to attend the Proceedings; and it shall be lawful for any such Contributory, at his own Expense, to submit any Proposal before the Master, in Writing, or otherwise as the Master may direct, in relation to the Affairs of such Company and the winding up the same.

All Contributories on the List may appear, submit Proposals, &c.

XXXIX. And be it enacted, That if any Contributory shall be an Idiot or Lunatic, such Idiot or Lunatic shall be entitled to attend, and in all Proceedings under this Act shall be sufficiently represented by his Committee; and if any Contributory shall be a Minor, such Minor shall be entitled to attend, and in all Proceedings under this Act

Lunatics to be represented by their Committees, and Minors by

their Guardians.

Act shall be sufficiently represented by his Father or Guardian, or if he shall have no Father or Guardian, by his Mother, or otherwise by a next Friend to be appointed by the Master: Provided always, that it shall be lawful for the Master, in any Case in which he shall think fit so to do, by any Order under his Hand, to appoint any Person to be the Guardian of any Contributory being a Minor, or to be the Representative of any Contributory being a Lunatic, but not found so by Commission, for the Purposes of any Winding-up under this Act.

Parties to name Solicitors on whom Notices to be served.

XL. And be it enacted, That every Party who shall attend the Proceedings or any of the Proceedings before the Master under this Act shall cause to be stated to the Master whether he intends to appear in Person or by Solicitor, and if in Person he shall cause to be stated his own Name and Address, and if by Solicitor the Name and Address of his Solicitor, and also upon any Change of Solicitor the Name and Address of the new Solicitor, and such Name and Address of the Party or Solicitor, as the Case may be, shall be entered in the Master's Book of Proceedings; and Notice of all Proceedings before the Master or before the Court, to Notice of which the Party respectively is entitled, shall be sufficiently given by Service thereof upon the Party or upon his Solicitor, as the Case may be.

In default of due Diligence, Prosecution of Proceedings may be given to other Parties.

XLI. And be it enacted, That if the Proceedings before the Master under any Order absolute, not being Proceedings proper to be taken by the Official Manager, shall not be prosecuted by the Petitioner under this Act, or other the Person having the Prosecution thereof, with due Diligence, or if for any other Reason it shall appear advisable, it shall be lawful for the Master, upon the Application in that Behalf of any Contributory, to commit to him the further Prosecution thereof; and if any Official Manager, as to Matters and Proceedings which ought to be prosecuted by the Official Manager, shall not prosecute the same with due Diligence, it shall be lawful for any Contributory to apply to the Master concerning the same, and thereupon the Master shall give such Directions as he shall deem necessary, and shall remove, if he shall think fit, such Official Manager.

Death of Petitioner, &c. not to abate Proceedings.

XLII. And be it enacted, That after any Order shall have been made on any Petition under this Act, the Death of the Petitioner or Party, or of any or all of the Petitioners or Parties, if more than One, for the Time being acting in any Proceeding under this Act, shall not abate the Proceeding; but in any such Case it shall be lawful for the Court, and also for the Master, after an Order absolute shall have been brought in before him, subject to any special Order of the Court, upon the Application of any Party interested (such Application to be supported by Evidence, and if made to the Court to be made by way of Motion), to order and direct that the further Prosecution of the Proceedings, or of the particular Proceeding, or the Defence thereto, as the Case may be, shall be committed to the Party making such Application, or to such other Party interested as the Master shall think proper; and

the Costs of all such Applications, and also the Costs of the deceased Petitioner or Party, shall, if the Court or the Master shall so direct, be deemed to be Part of the general Costs of winding up the Company under this Act. *General Course of Proceeding under winding up.*

XLIII. And be it enacted, That all Proceedings before the Master under this Act shall be commenced and proceeded in, not by State of Facts and Proposal, but by Proposal or counter Proposal in Writing, or in such Way as the Master shall direct, to be supported, if Need be, by Evidence: Provided nevertheless, that where, owing to the Nature of the Subject, the Master shall deem it expedient to direct the Parties before him to proceed by a State of Facts in Writing, it shall be lawful for him to give such Direction by Writing under his Hand. Proceedings to be by Proposal, and not by State of Facts and Proposal.

XLIV. And be it enacted, That it shall be lawful for the Master in any Matter referred to him under this Act, to dispense with any Warrants to consider the Order of Reference to him under this Act, and such other Warrants in the course of proceeding under such Order as he shall see fit, and also to direct from Time to Time any Warrants to be taken out and prosecuted before him by the Official Manager or any other Person attending the Proceedings before him, and also to fix the Time at which any Warrant shall be returnable before him, or at which any Proceeding necessary to be taken shall be taken, and also to proceed *de Die in Diem*. Master may dispense with Warrants.

XLV. And be it enacted, That the Master shall have Power from Time to Time, with or without further Notice to any Party, to adjourn any Proceedings before him under this Act, although by this Act or otherwise directed to be taken at any specified Time or Place, either *de Die in Diem*, or to any other Time and Place to be then and there fixed by the Master in that Behalf, and so from Time to Time, and that all Matters done at any such adjourned Time and Place shall be of the same Force and Effect as if the same had been done at the Time and Place (if any) originally specified. Adjournment of Proceedings.

XLVI. And be it enacted, That it shall be lawful for the Master, at his Discretion, to order the Advertisement in the *London Gazette* or otherwise, or the Service on any Person, in such Manner as he shall think fit, of any Order or Proceeding in and about the winding up of the Affairs of any Company under this Act. Master may order other Advertisements or Services.

XLVII. And be it enacted, That the Master shall, on Request of any Party interested, give Certificates under his Hand of any Decisions, Entries, or other Matters which shall be made, done, or transacted in and about the winding up of any Company under this Act. Master to give Certificates of Entries, &c.

XLVIII. And be it enacted, That, subject to the Control of the Master, all Contributories shall be entitled, without Fee or Reward, to inspect all or any of the Books of the Company, or of the Official Manager or Receiver, if any, and to take Copies or Abstracts of or Extracts from all or any of such Books or any Part thereof. Contributories may inspect Books.

Books of Partnership and Official Manager to be Evidence.

XLIX. And be it enacted, That as between the Contributories the Books, Accounts, and Documents of the Company, until the Order absolute, and of the Official Manager or any such Receiver as aforesaid after such Order, shall be *primâ facie* Evidence of the Truth of all Matters therein contained, and purporting to be therein recorded.

6. Actions and Suits by and against the Company and its Contributories.

Dissolved Companies to sue and be sued in the Name of "the Official Manager" of the particular Company.

L. And be it enacted, That after the Appointment of any Official Manager under this Act all Actions, Suits, and other Proceedings, at Law or in Equity, which might have been commenced, instituted, or prosecuted by or on behalf of the Company with respect to which such Appointment shall be made, against any Persons, whether Contributories of the Company or not, shall be commenced or instituted and prosecuted by the Official Manager by the Style and Designation of "the Official Manager" of such Company (describing it under the Style or Firm by which it is described in the Order absolute), as the nominal Plaintiff or Petitioner, for and on behalf of such Company, and that whether there be One or more Official Manager or Managers, and that all Debts which might have been proved by or on behalf of the Company against the Estate of any Bankrupt or Insolvent Debtor to the Company shall and may be proved against such Estate by the Official Manager of such Company by the Style and Designation aforesaid, and that all Actions, Suits, and Proceedings, at Law or in Equity, to be commenced or instituted by any Persons, whether Contributories of such Company or otherwise, against such Company, or any Person duly authorized to be sued as the nominal Defendant on behalf of the same, shall and lawfully may be commenced, instituted, and prosecuted against the Official Manager of such Company (by such Style and Designation as aforesaid), as the nominal Defendant for and on behalf of such Company, and that whether there be One or more such Official Manager or Managers.

Criminal Proceedings on behalf of the Company to be prosecuted by the Official Manager.

LI. And be it enacted, That all Indictments, Informations, and Prosecutions by or on behalf of such Company, for any stealing or Embezzlement of any Money, Goods, Effects, Bills, Notes, Securities, or other Property of or belonging to such Company, or for any Fraud, Forgery, Crime, or Offence committed against or with Intent to injure or defraud such Company or the Property thereof, whether such Stealing or Embezzlement, Fraud, Forgery, Crime, or Offence, shall have taken place before or after the first Appointment of the Official Manager under this Act, shall and lawfully may be had, preferred, and carried on by the Official Manager of such Company by the Style and Designation aforesaid; and that in all such Indictments and Informations to be had or preferred by or on behalf of such Company by the Official Manager as aforesaid, against any Person whomsoever, notwithstanding such Person may be a Contributory of such Company, it shall be lawful and sufficient to state the Money, Goods, Effects, Bills, Notes, Securities, or other Property of such Company to be the Money, Goods, Effects, Bills, Notes, Securities, or other Property of the Official Manager of such Company, by such Style and Designation as aforesaid; and that any Forgery, Fraud, Crime, or other Offence committed against or with Intent to injure or defraud

defraud any such Company shall in such Indictment, notwithstanding as aforesaid, be laid or stated to have been committed against or with Intent to injure or defraud the Official Manager of such Company (by such Style and Designation as aforesaid), whether there be One or more Official Manager or Managers for the Time being; and any Offender may thereupon be lawfully convicted for any such Forgery, Fraud, Crime, or Offence; and that in all other Allegations, Indictments, Informations, or other Proceedings of any Kind whatsoever, in which it otherwise might have been necessary to state the Names of the Persons composing such Company, it shall be sufficient to state the Style and Designation of the Official Manager of such Company.

Actions and Suits by and against the Company and its Contributories.

LII. And be it enacted, That where any Action, Suit, or other Proceeding shall be pending against the Company in respect of which such Official Manager shall have been appointed, or against any Person authorized to be sued as the nominal Defendant on behalf of such Company, it shall be lawful for the Plaintiff in such Action, Suit, or other Proceeding to substitute the Official Manager of such Company, by such Style or Designation as herein-before mentioned, as the Defendant in such Action, Suit, or other Proceeding, by entering a Suggestion on the Roll to that Effect in such Action, and by obtaining an Order to that Effect in such Suit, such Order to be obtained on Motion or Petition, without Notice, and that it shall be lawful for the Plaintiff in such Action, Suit, or other Proceeding to prosecute the same thenceforward against the Official Manager, in the same Manner, and with the same Effect, to all Intents and Purposes, and to have the same Benefit of any Order, Decree, Judgment, or other Proceeding previously made, obtained, and had, as if such Action, Suit, or Proceeding had been commenced against the Official Manager as Defendant under the Provisions of this Act.

Pending Actions, &c. against the Company may be prosecuted against the Official Manager.

LIII. And be it enacted, That where any Action, Suit, or other Proceeding shall have been brought or instituted and shall be pending by or on behalf of the Company in respect of which such Official Manager shall have been appointed, or by any Person duly authorized to sue as the nominal Plaintiff on behalf of such Company, or by any One or more of the Members or Contributories of such Company acting or suing in the Name or on the Behalf of himself and the other Members or Contributories thereof, as the Plaintiff or Plaintiffs, against any Person, it shall be lawful for such Plaintiffs to substitute the Official Manager of the Company, by such Style or Designation as herein-before mentioned, as the Plaintiff in such Action, Suit, or other Proceeding, by entering a Suggestion on the Roll to that Effect in such Action, and by obtaining an Order to that Effect in such Suit, such Order to be obtained on Motion or Petition without Notice, and that it shall be lawful for the Official Manager thenceforward to prosecute such Action, Suit, or other Proceeding in the same Manner, and with the same Effect, to all Intents and Purposes, as if such Action, Suit, or Proceeding had been commenced by the Official Manager as Plaintiff under the Provisions of this Act.

Pending Actions, &c. on behalf of the Company may be prosecuted in the Name of the Official Manager

LIV. And

Death of Official Manager not to abate Action, &c.

LIV. And be it enacted, That the Death, Resignation, or Removal of the Official Manager of any Company shall not abate or prejudice any Action, Suit, Indictment, Prosecution, or other Proceeding commenced or prosecuted under this Act.

Official Manager, with Approbation of the Master, may compromise.

LV. And be it enacted, That it shall be lawful for the Official Manager, under the Direction of the Master, to compound or compromise any Right or Title, Claim or Demand, which the Company may have or be entitled to against any Person whomsoever, and also any Claim or Demand to which the Company may be subject or liable, and also to compromise any Action or Suit which may be brought or prosecuted by or against the Official Manager on behalf of the Company, and also to submit to Arbitration any Dispute or Difference affecting the Estate, Rights, Debts, Credits, or Liabilities of the Company, and upon any Award made to perform, execute, and give effect to the same.

Orders and Decrees of a Court of Equity against the Official Manager to take effect against the Company.

LVI. And be it enacted, That all Orders and Decrees made or pronounced in any Suit or Proceeding in any Court of Equity against the Official Manager of any Company shall have the like Effect and Operation upon and against the Property of such Company, and upon and against the Persons and Property of every Contributory thereof, as if the same had been made and pronounced against the Company, or any Person duly authorized to be sued as the nominal Defendant on behalf of the same, or (as the Case may be) as if every Contributory of such Company were actually before the Court as a Party to such Suit or Proceeding; and it shall be lawful for the Court by which any such Decree or Order shall have been made or pronounced to direct, by the same or any subsequent Order, subject nevertheless to such Terms, if any, as the Court shall think fit to impose, that any such Decree or Order made or pronounced against any such Official Manager as aforesaid be enforced against every Contributory of such Company, or against any particular Class or Classes of Contributories, to the Extent of their legal or equitable Liabilities, and thereupon, and upon an Order for that Purpose to be obtained upon Motion to be made *ex parte*, but in open Court, such Decree or Order shall, after Seven Days Notice to the particular Person or Persons sought to be charged, be enforced and executed accordingly.

Judgments against Official Manager to take effect against the Company.

LVII. And be it enacted, That all Judgments which shall be entered up in any Action at Law against the Official Manager of any such Company shall have the like Effect and Operation upon and against the Property of such Company, and upon and against the Persons and Property of the Contributories thereof, and shall be enforced in like Manner, as if such Judgments had been entered up against such Company, or against any Person duly authorized to be sued on behalf of the same.

Act not to affect Rights of Creditors nor existing Contracts.

LVIII. Provided always, and be it enacted, That, except as is by this Act expressly provided, nothing in this Act contained, nor any Petition or Order under the same for the Dissolution and Winding-up or

for the winding up of any Company, shall extend or enlarge, diminish, prejudice, or in anywise alter or affect the Rights or Remedies of Creditors, or other Persons not being Contributories of the Company, or the Rights or Remedies of Creditors being also Contributories, but being Creditors of the Company upon a distinct and independent Account, whether against the Company or against any of the Contributories of the same, nor the Rights or Remedies of the Company against any Contributories or other Persons, nor shall alter or affect any Contracts or Engagements entered into by or with the Company, or any Person acting on behalf of the same, previously to any such Petition, nor any Actions, Suits, or other Proceedings pending at the Date of such Petition.

Actions and Suits by and against the Company and its Contributories.

LIX. And be it enacted, That no Judgment, Decree, or Order to be obtained or entered up against the Official Manager of any Company, as representing the same, shall affect or be executed against the Person or Property of the Party who may for the Time being be such Official Manager, otherwise than as a Contributory, and that every Official Manager shall always be fully reimbursed and indemnified, out of the Assets of the Company or out of the Credits thereof, and, if necessary, by Calls to be made on the Contributories, for all Losses, Costs, Charges, Damages, and Expenses, without Deduction, save and except such, if any, Losses, Costs, Charges, Damages, and Expenses as shall have been unduly or improperly sustained or incurred by any such Official Manager.

Official Manager to be indemnified.

LX. And be it enacted, That no Action, Suit, or other Proceeding in any of Her Majesty's Superior Courts at *Westminster* or *Dublin* shall be instituted or brought or proceeded with by the Official Manager, whether against a Contributory of the Company or any Debtor or other Stranger thereto, but with the Leave or according to the general Direction of the Master, to be obtained in that Behalf by the Official Manager, who shall accordingly apply for the same; and that no such Action, Suit, or other Proceeding shall be proceeded with if the Master shall, by Writing under his Hand, direct that the same shall be stayed or discontinued: Provided always, that the Want of such Leave as aforesaid shall not be set up as or in anywise constitute a Defence to any such Action, Suit, or other Proceeding.

No Action or Suit to be instituted or proceeded with by Official Manager but by Leave of the Master.

LXI. And be it enacted, That no Claim or Demand which any Contributory of the Company may have in respect of his Share, or in respect of the Share of any deceased or former Contributory of the Company in right of whom he claims, of the Capital or Joint Stock thereof, or of any Dividends, Interest, Profit, or Bonus payable or apportionable in respect of such Share, shall be capable of being set off, either at Law or in Equity, against any Demand which the Official Manager of such Company may have against such Contributory, upon a distinct or independent Account, Contract, or Dealing between the Person being such Contributory and the Company: Provided nevertheless, that if a Balance shall appear to be and shall be justly due from any Contributory on his Account with the Company as Contributory as entered in the Books thereof, and such Contributory shall, upon a distinct and independent Account, Contract, or Dealing, be

No Claim of any Contributory in respect of his Share to be set off against any Demand of the Official Manager of a dissolved Company against such Contributory.

Actions and Suits by and against the Company and its Contributories.

be a Creditor of such Company, the Official Manager shall set off the Amount of such Balance against the Demand which such Contributory shall have or be entitled to as such Creditor as aforesaid.

Official Manager, with Leave of Master, may defend Actions or Suits against individual Contributors.

LXII. And be it enacted, That it shall be lawful for the Official Manager, with the Leave of the Master, to be signified by Writing under his Hand, to defend, either by his official Style and Designation, or in the Name of the original Defendant, any Action or Suit brought against any individual Contributory of the Company; but that in such Case any Judgment or Decree to be obtained by the Plaintiff shall have the same Effect, but no further or otherwise, than if the same had been obtained against the original Defendant in such Action or Suit.

7. *Ascertaining and getting in the Estate.*

The Master may summon any Person, whether a Member of the Company or not, to give Evidence as to the Affairs, &c.

LXIII. And be it enacted, That it shall be lawful for the Master, as well before as after the Order absolute, to summon before him any Person, whether a Contributory of such Company or not, who shall be or shall be deemed to be capable of giving Information concerning such Company, or the Estate, Dealings, or Affairs thereof, and also to require such Person so summoned to produce, and if a Contributory to leave with the Master or the Official Manager, any Books, Papers, Deeds, Writings, or other Documents in the Custody, Possession, or Power of such Person, which may appear to the Master to be necessary or expedient to be produced or left as aforesaid; and it shall be lawful for the Master to examine every such Person upon Oath, by Word of Mouth or upon Interrogatories in Writing, concerning such Company, or the Estate, Dealings, or Affairs thereof; and every Person so summoned who shall not come before the Master, or shall refuse to be sworn and examined, or shall not fully answer to the Satisfaction of the Master, or shall refuse to sign or subscribe his Examination, or shall refuse to produce or shall not produce any such Book, Paper, Deed, Writing, or Document, shall be liable to be committed to the Queen's Prison: Provided always, that every such Default or Refusal shall be certified by the Master, and thereupon such Order shall be made by the Court, upon Motion for that Purpose, of which Notice shall be given to the Person sought to be affected, as the Court shall see fit.

Costs of Witnesses.

LXIV. And be it enacted, That every Person summoned before the Master as a Witness shall be entitled to such Costs and Charges as are by Law allowed to Witnesses; but that where any Person who at the Time of the Order absolute was a Contributory of such Company shall be summoned as aforesaid, every such Person shall have such Costs and Charges only, if any, as the Master in his Discretion shall think fit; but in all such Cases the Master may suspend the Payment of such Costs until such Time as he shall think reasonable.

Penalty on Contributories, &c. concealing the Estate of the Company, 100*l.*,

LXV. And be it enacted, That if any Person who at the Date of the Order absolute was a Contributory of such Company shall wilfully conceal or withold any Real or Personal Estate or Effects of such Company, and shall not within Thirty Days after the Order absolute discover such concealed or withheld Estate or Effects to the Master or to the Official Manager, every such Person shall forfeit the Sum

Sum of One hundred Pounds, and double the Value of the Estate so concealed or withheld, to be recovered in Action of Debt by the Official Manager in any of Her Majesty's Courts of Record, for the Use of the Company; and the Certificate of the Master, signed by him, of such wilful Concealment or Withholding, shall be Evidence in such Action of Debt of such wilful Concealment or Withholding.

and double the Value of the Estate concealed.

LXVI And be it enacted, That after the Appointment of the Official Manager of the Company the Master shall from Time to Time, by Order to be made upon the Application of the Official Manager or of any Contributory, order and require any Contributory, Trustee, Receiver, Banker, or Agent to pay, deliver, or transfer forthwith, or within such Time as the Master shall direct, into the Hands of the Official Manager, any Sum or Balance, Books, Papers, Estate, or Effects which shall happen to be in his Hands for the Time being, and to which the Company is *primâ facie* entitled, or which, in the Case of a Contributory, shall appear to the Debit of his Account as Contributory with the Company, as entered in the Books of the Company, any thing in the present Practice of Courts of Equity to the contrary notwithstanding: Provided nevertheless, that it shall be lawful for the Person upon whom any such Order shall be made to apply to the Master to discharge or vary any such Order, or to enlarge the Time thereby fixed for such Payment.

Pending the winding up, Master may require Payment of Balances.

LXVII. And be it enacted, That when any Order shall have been made under this Act, by the Master or by the Court, for the Payment of any Monies, or for the Delivery of any Effects, Books, or Documents to the Master or the Official Manager, and Default shall have been made by any Person in obeying such Order, the same may be enforced against such Person upon Affidavit by the Official Manager of such Default, and without any previous Demand by the Official Manager or any other Person.

Orders may be enforced upon Affidavit of Default, and without previous Demand.

LXVIII. And be it enacted, That the Conveyance or Assignment by the Official Manager of any Company of all Real Estate, of whatever Tenure, and Chattels Real, by this Act vested in such Official Manager, shall be by Deed of Grant; and that every such Deed of Grant shall be approved by the Master, and such Approbation certified in the usual Way; and being so approved and certified, shall be effectual to grant all the Interest for the Time being vested in the Official Manager, or which by such Deed shall be expressed to be granted, of and in the Real Estate or Chattels Real intended to be granted, to the Uses, Intents, and Purposes, or upon the Trusts, or subject to the Powers, Provisoes, Agreements, and Declarations, which may be contained and declared in the same, according to the Nature and Tenure of the Subject of the Grant, without any Confirmation by Order of Court or otherwise; and that the Signature of the Official Manager to any Deed so certified, wherein any Money shall be expressed to be received by him, shall effectually discharge all Persons by whom the same shall be expressed to be paid from seeing to or being accountable for the Application of the Money therein acknowledged to be received by the Official Manager: Provided always, that in the Case of any Copyhold or Customaryhold Hereditaments such Deed of Grant shall be

Conveyances or Assignments of Real Estate or Chattels Real by Official Manager how to be made and certified.

Ascertaining and getting in the Estate.

be entered upon the Court Rolls of the Manor of which the same are holden, and when so entered shall be effectual without any Surrender or Admittance of the Grantee, subject nevertheless to the Rents, Fines, Heriots, Suits, and Services due and of Right accustomed for the said Lands.

As to Stock in the Funds, &c.

LXIX. And be it enacted, That where any Part of the Assets of any Company respecting which an Order absolute shall have been made shall consist of any Government Stock, Funds, or Annuities, or of the Stock of any public Company in *England*, *Scotland*, or *Ireland*, not standing in the Name of the Company, it shall be lawful for the Master, by Writing under his Hand, to direct such Person as the Master shall think proper to appoint for that Purpose in the Place of the Person in whose Name or Names such Stock, Funds, or Annuities shall be standing, (but subject nevertheless to any Distringas, Stop Order, or other Process which may affect the same for the Time being,) to transfer the same into the Name of "The Official Manager of" the Company (described as aforesaid); and the Governor and Company of the Bank of *England*, and all other Companies and Societies, and their Officers and Servants, are hereby required to allow such Transfer to be made, and they are hereby respectively indemnified for all things done or permitted pursuant to such Direction.

Payment of Money into the Bank.

LXX. And be it enacted, That all Monies which shall be received, recovered, collected, and got in under this Act by the Official Manager, and which shall be derived by the Sale or Conversion of any of the Assets or Estate of the Company of which he shall be appointed Official Manager, shall be paid by such Official Manager into the Bank of *England* or into the Bank of *Ireland* (as the Case may be), or any Branch Bank thereof respectively, to the Credit of an Account to be intituled "The Account of the Official Manager" of the particular Company in respect of which such Monies shall have been received, recovered, collected, got in, and derived as aforesaid; and no Money which shall be standing to such Account shall be paid out by the Bank except upon Cheques signed by the Official Manager, and countersigned by the Master: Provided always, that it shall be lawful for the Official Manager to retain in his Hands for current Purposes such a Sum of Money as the Master shall from Time to Time direct.

8. *Proof of Debts, &c.*

List of Debts to be made out by the Official Manager.

LXXI. And be it enacted, That the Official Manager shall with all convenient Speed after his Appointment make out from the Books of Accounts and Papers of the Company a List of all Debts and Demands due or which may be claimed from the Company, and shall make such Observations with reference to such Debts and Demands, or any of them, and as to the Amount thereof respectively, as he shall think proper to be made thereon, in order to assist the Master in forming a Judgment thereon, when any Debt shall be claimed to be proved before the Master in pursuance of the Advertisement in that Behalf herein-after mentioned; and when any of such Debts shall have been proved or claimed before the Master as herein-after mentioned the same shall be entered in a

Proof of Debts, &c.

new List to be made by the Official Manager, so that the Debts and Demands allowed by the Master shall be distinguishable from such of them as shall be disallowed, or shall be allowed only as Claims; and in case any Debts or Demands which shall be disallowed, or allowed only as Claims, shall be afterwards allowed by the Master as having been duly proved, or shall be duly established by legal Proceedings or otherwise, such Changes and Variations shall be made by the Official Manager in such List or Lists of Debts as shall be required to be made in order that such List or Lists may correctly represent the State and Condition of the Affairs of the Company in regard to the Debts and Demands due or claimed from or against them; and in such List or Lists the Official Manager, in Cases where it shall be necessary or convenient for the Purposes of the winding up, shall enter the Dates or Times at which such Debts or Demands, or any of them respectively, were contracted or became due, and shall enter all Sums of Money which shall have been paid in discharge or on account of such Debts and Demands, or any of them; and such Lists respectively, and all Changes and Variations therein, shall be entered by the Official Manager in a Book to be provided and kept by him; and such Book shall from Time to Time as Occasion shall require be inspected by the Master.

Master to advertise Commencement of winding up.

LXXII. And be it enacted, That within Ten Days after the Order absolute shall have been brought in before him the Master shall cause to be advertised in the *London Gazette* that he is acting in the winding up of the Company, and thereby requiring Creditors to come in before him, and to prove their Debts and Demands.

No Action or Suit to be instituted or proceeded with against the Company but after Proof of Debt.

LXXIII. And be it enacted, That after the first Appointment of an Official Manager no Creditor or other Person shall, except so far as the Master shall permit, have Power to commence or to proceed with any Action against the Official Manager or against the Company, or any other Person representing the same, or who is sued as a Contributory thereof, until after Proof, or exhibiting or making such Proof as he may be able, of his Debt or Demand before the Master, as herein-after mentioned; and it shall be lawful for any Judge of the Court in which such Action shall be pending, upon Summons taken out before him for that Purpose, to order that all further Proceedings in such Action shall be stayed until after such Proof shall have been made or exhibited before the Master.

Proof of Debts to be made as in Bankruptcy, or otherwise as Master shall direct.

LXXIV. And be it enacted, That the Creditors of the Company making Proof of their respective Debts or Demands before the Master shall make Proof thereof by Deposition or Affidavit in the same Manner in all respects as Debts are now allowed to be proved in Bankruptcy: Provided nevertheless, that it shall be lawful for the Master to allow or direct the Proof of such Debts or Demands, or any of them, to be made by the Official Manager or by the Creditors in such other Form and in such other Manner as he shall think fit.

Master to allow or disallow Debts.

LXXV. And be it enacted, That the Master shall, upon Proof made or offered and exhibited before him of the Debts and Demands due or claimed from or against the Company, or any of them, either allow or disallow, or allow as Claims only, such Debts and Demands respectively, according to the Nature of the Case and of the Proofs adduced or exhibited before him, and shall, by Writing under his Hand, declare such Allowance and Disallowance, or such Allowance as Claims only.

9. *The List of Contributories, and their mutual Rights.*

Official Manager to make out List of Contributories.

LXXVI. And be it enacted, That the Official Manager shall make out a List of the Members and other Contributories of such Company, together with their respective Addresses, and the Number of Shares or Extent of Interest to be attributed to each, and such List shall as far as practicable distinguish the several Classes of Contributories, and such Variations and Additions shall afterwards be from Time to Time made therein and thereto as that the same shall, as far as may be, be a true and accurate List of such Members and other Contributories; and in case any of the Contributories shall after the making of the Order absolute assign or dispose of any Share, Right, Title, or Interest in the Company, or the Capital or Profits thereof, it shall be lawful for the Master, upon the Application of the Contributory making such Assignment, or of the Person in whose Favour the same shall have been made, or of any Contributory of the Company, or of the Official Manager, to introduce into the List of Contributories the Name of the Person to whom such Assignment shall have been made, either by way of Substitution for the Name of the Contributory making such Assignment or conjunctively therewith: Provided nevertheless, that no such Assignment or Disposal shall release or exonerate the Party making the same from any Liability as a Contributory further or otherwise than he would be released or exonerated if the Affairs of the Company were not wound up under this Act.

List to be settled by Master, and Notice given of his beginning to settle.

LXXVII. And be it enacted, That the List of Contributories so made out by the Official Manager shall be settled by the Master, and previous Notice of his being about to settle the same shall be given in the *London Gazette*, and otherwise as the Master shall direct; and such List, and all Variations therein and Additions thereto, when respectively settled by the Master, shall be entered by the Official Manager in a Book which shall be from Time to Time inspected by the Master, and certified by him by Writing under his Hand to be entered therein.

Notice to be given to Parties included in or excluded from the List.

LXXVIII. And be it enacted, That Notice in Writing shall be given to every Person included in or proposed to be specially excluded from the List of Contributories, or in any Variation therein or Addition thereto, as aforesaid, before the same shall be settled by the Master, thereby notifying that such Person is included in or excluded from the List, and if included then in what Character, and for what Number of Shares, and of what Amount, or for what other Interest such Person is so included; and that, if no Cause shall be shown to the contrary to the Satisfaction of the Master, by a Day to be fixed by the Master, and to be specified in such Notice, the List shall not

as to every Person failing or neglecting to show Cause within the Time to be so fixed, be afterwards disputed, without Leave of the Court first obtained.

The List of Contributories, and their mutual Rights.

List to be conclusive when settled, unless Cause shown to the contrary.

LXXIX. And be it enacted, That so far as the Master shall have settled such List of Contributories, or any Variation therein or Addition thereto, every Person included in such List, or in any Addition thereto or Variation therein, or specially excluded therefrom, shall, unless Cause be duly shown by him to the contrary to the Satisfaction of the Master, be fully bound and concluded by the List so settled, or by any Exclusion therefrom, and shall not be entitled to contest the same, without Leave of the Court first obtained for that Purpose.

No Person entitled to appear as Contributory, unless Name on List.

LXXX. And be it enacted, That after the Master shall have commenced to settle the List of Contributories no Person shall be entitled to appear before him as a Contributory of the Company unless his Name shall be on the List: Provided always, that any Person, except such Person as may have been previously specially excluded from such List, shall be at liberty from Time to Time to claim, by way of Proposal before the Master, that his Name shall be inserted upon the List; and the Master shall, upon Consideration thereof, either admit or reject such Claim, by Writing under his Hand.

Contributories may summon other Persons to show Cause why they should not be inserted on or excluded from the List.

LXXXI. And be it enacted, That it shall be lawful for any Person whose Name shall stand upon the List of Contributories to summon any other Person whose Name shall not be upon such List, and who shall not have been previously specially excluded therefrom, to appear before the Master, at a Day and Time to be therein specified, to show Cause why his Name should not be included in or specially excluded from the List; and upon the Return of such Summons, or at any future Time to be fixed by the Master, he shall consider the Liability or alleged Liability or Right of the Party so summoned to be inserted in such List, and shall by Writing under his Hand declare whether such Party shall or shall not be included in or excluded from the List.

10.

Payment of Debts, Calls, and Distribution of Funds.

Master to direct Payment of Debts.

LXXXII. And be it enacted, That the Monies and Assets of the Company, or such of them as shall for the Time being be got in and realized, or any Part thereof, shall with all convenient Speed be paid and applied by the Official Manager, under the Direction of the Master, to be from Time to Time given under his Hand, in or towards the Satisfaction of the Debts or of any of the Debts of the Company, in such Manner, whether by way of Dividend or otherwise, as the Master shall direct.

Although Assets not insufficient until collected, Master may make Calls.

LXXXIII. And be it enacted, That at any Time before the whole of the Assets of such Company shall have been collected or converted, and if the Assets remaining to be collected or converted shall not be capable of being immediately realized, although such Assets may not appear to be insufficient, and also after the Assets of the Company shall have been wholly exhausted, it shall be lawful for the Master from Time to Time to make Calls on the Contributories,

or

Payment of Debts, Calls, and Distribution of Funds.

or on such individual Contributories or Classes of Contributories as he may think proper, (but so far only as such Contributories respectively shall be liable at Law or in Equity to pay the same,) as well for raising such Amount as may be necessary to pay the Debts or Liabilities or any of the Debts or Liabilities of such Company, or any Part thereof, or the Costs, Charges, and Expenses of winding up the same, as also for the Purpose of adjusting and settling the respective Claims of Contributories upon each other, or upon the Company, whether such Claims shall have arisen since or before the Date of the Petition for Dissolution and Winding-up or for Winding-up, as the Case may be; and the Amount to be raised by means of such Calls, and also the Residue of the Assets and Estate of the Company after the Payment of all Debts and Liabilities, Costs, Charges, and Expenses, shall be paid and distributed by the Official Manager, under the Directions of the Master, so and in such Manner as shall (as far as possible) satisfy all such Claims, and shall finally wind up and settle the Affairs of the Company.

Master to apportion Amount of Calls.

LXXXIV. And be it enacted, That after the Master shall have determined the Amount necessary to be raised by means of a Call he shall apportion the same among the several Contributories of the Company appearing from Time to Time upon the List, so far as then settled by the Master, or such of them as ought to contribute thereto, according to their respective Liabilities, and that such Apportionment may be made against such Parties as he has already determined to be Contributories, although it may then be under Consideration or uncertain whether other Parties ought or ought not to be included in the List of Contributories.

Notice of Intention to make Calls to be given by Advertisement.

LXXXV. And be it enacted, That previously to the making of any Call the Master shall, in such Manner as the Court, by any General Order or any Special Order in the Matter, shall from Time to Time direct, and in default of and subject to any such Direction then by Advertisement in Two successive Numbers of the *London Gazette*, and otherwise as he shall think proper, give Notice of a Day, Hour, and Place at which he will make such Call, and of the proposed Amount thereof; and all Parties interested shall be entitled to attend at such Day, Hour, and Place, and to offer Objections to or relating to any such Call.

Unless Cause shown to the contrary, Order to be made for Payment of Calls.

LXXXVI. And be it enacted, That, unless Cause shall be shown to the contrary, to the Satisfaction of the Master, at the Time and Place appointed for making such Call, the Master shall then make an Order for such Call, and for the Payment to the Official Manager of the Balance which shall be due from the respective Contributories, after debiting them with the Amount of such Call, on or before a Day and at a Place to be therein fixed, such Day not being earlier than Three Weeks from the Date of the peremptory Order.

Order to be advertised and served.

LXXXVII. And be it enacted, That every such Order shall be advertised once or oftener in the *London Gazette*, and a Copy of such Order shall be served on the respective Contributories, and every

Payment of Debts, Calls, and Distribution of Funds.

every Contributory shall also be furnished with a Statement of the Balance of his Account, after debiting the same with the Amount chargeable against him in respect of such Call: Provided nevertheless, that the Advertisement or the first Advertisement (if more than One) of such Order shall not take place at a less Period than Ten Days after the Date thereof, or in case any Appeal shall be made to the Court against such Order, then such Advertisement or first Advertisement shall not take place until after such Appeal shall have been disposed of.

Official Manager may, with Approbation of Master, enforce Payment, give Time, &c.

LXXXVIII. And be it enacted, That it shall be lawful for the Official Manager, with the Approbation of the Master, from Time to Time to enforce Payment of, give Time, or compound or require or take any Security for any Balance or Claim as against any of the Contributories of the Company, and also to abandon any such Balance or Claim where the Contributory against whom the same is claimed shall die, or be found and adjudged bankrupt, or take the Benefit of any Act for the Relief of Insolvent Debtors, or dwell or escape beyond Seas, or be known to be insolvent or incapable of paying his Debts, or in such other Cases as the Master shall think fit; and it shall not be necessary to include in any subsequent Call any Contributory against whom any Balance or Claim shall have been abandoned, but the whole Amount of every subsequent Call shall be apportioned among the other Contributories: Provided always, that nothing herein contained shall extend to discharge the Estate of any such Contributory so left out of any Call from any Claim which may exist against the same on behalf of the Company or any other Contributory thereof, but that it shall be lawful for the Official Manager to prove for the Amount thereof in the Matter of such Bankruptcy or Insolvency (if any), and to receive Dividends thereon, or to proceed against such Contributory for the same, whenever it may appear expedient so to do; and any Monies so to be recovered shall be dealt with as Part of the Assets of the Company, or otherwise as the Master shall direct.

Master may direct Action or Suit where Assets of a deceased Contributory are not admitted.

LXXXIX. And be it enacted, That in case any Money shall be due from the Estate of a deceased Contributory whose Executor or Administrator shall not admit Assets, it shall be lawful for the Master to direct that any Suit or Action shall be brought or other Steps taken for compelling Payment of what shall be so due, and for obtaining, if necessary, an Administration of the Estate of such deceased Contributory in or towards Payment of his Debts; and that any such Suit or Action shall and may be brought by the Official Manager by the Style and Designation aforesaid; and the Production of the Order or an Office Copy of the Order for Payment of any Balance shall be sufficient Evidence of the Debt in respect of which such Action or Suit shall be brought as aforesaid.

Official Manager, by Direction of Master, to circulate Accounts

XC. And be it enacted, That as far as in the Judgment of the Master it shall be consistent with the Interest of the Company the Master shall cause the Official Manager to circulate and advertise in the *London Gazette*, or otherwise to give Notice as the Master shall

and Balance Sheets, &c.

shall direct, of all Accounts and Balance Sheets and Particulars, if any, of Proceedings in and about the Liquidation which it shall be expedient to make known to the Contributories or to the Creditors of the Company.

11. *Powers of Master.*

Power to Master to direct Issues, Special Cases, and Actions.

XCI. And be it enacted, That in order to facilitate the winding up of the Affairs of any Company, and to determine and resolve any Questions of Law or of Fact that may arise between such Company and any of the Contributories or Creditors thereof, or between any Two or more of the Contributories, or between any Contributory and any Creditor, it shall be lawful for the Master to direct that such Parties as he shall in that Behalf appoint shall proceed to try, in such One of Her Majesty's Courts of Law at *Westminster* or *Dublin* as the Master shall think fit, any Issues of Fact, and to direct that any Actions at Law shall be brought and prosecuted, or shall proceed for the Purpose of trying any mixed Question of Law and Fact necessary or proper, in the Opinion of the Master, to be determined in order to the complete winding up of the Affairs of such Company; and the said Master shall settle all such Issues, and it shall be lawful for him to give such Directions as he shall think right or expedient with reference thereto, or to any such Actions as aforesaid; and such Issues shall be accordingly tried: Provided nevertheless, that no such Issue or Action shall be directed with reference to any Questions between the Company or any Contributory thereof and any Creditor thereof, without the Consent of such Creditor.

Master to adjudicate on Matters of internal Contest.

XCII. And be it enacted, That the Master shall, subject to such Appeal as herein provided, adjudicate upon and determine any Matter in contest between Contributories or Classes of Contributories, or between the Company and any individual Contributories or Classes of Contributories, which may be necessary or proper to be determined in order to the complete winding up of the Affairs of the Company.

Orders of Master to be valid without Confirmation.

XCIII. And be it enacted, That no Orders, Reports, or Certificates of the Master under this Act shall require Confirmation, except any such special Report as herein mentioned.

Orders, &c. to be filed.

XCIV. And be it enacted, That all Orders, Reports, Certificates, and other Acts and Proceedings done and taken by the Master in the Prosecution of any Matter referred to him under this Act, and all Affidavits, Interrogatories, Examinations, and Depositions shall be filed in the Master's Office as far as may be in one continuous File after the Manner used in Bankruptcy, and shall, together with all other Documents relating to the same Matter, be kept by him as Part of the Proceedings therein, and the same shall from Time to Time be produced in Court or otherwise as Occasion shall require.

Orders of the Master to have the Effect of Orders of Court.

XCV. And be it enacted, That all Orders of the Master under this Act shall be enforced in the same Manner and by the same or any such Process as Orders of the Court made in any Suit pending therein against any Party thereto.

XCVI. And

Master to have all usual Powers.

XCVI. And be it enacted, That the Master, in addition to all Powers and Authorities vested in him by this Act, shall, in proceeding under any Reference to be made to him by any such Order absolute or otherwise under this Act, have and exercise all the Powers and Authorities, not being at variance with the Powers and Authorities vested in him by this Act, which he could in anywise have and exercise under the Practice of the Court in any Matter referred to him by a Decree or Order made and pronounced in a Suit.

In case of Illness or Absence of any Master, the Master acting for him to have all usual Powers.

XCVII. And be it enacted, That in case of the Illness or Absence of any Master to whom any Matter under this Act shall stand or be referred it shall be lawful for any other Master, without any special Direction or Appointment of the Court, to act in the Matter in the Place of the Master so for the Time being unwell or absent, and to have and exercise all and every the Powers and Authorities which such last-mentioned Master might have had or exercised in the Matter.

Master acting during Vacations to have all usual Powers.

XCVIII. And be it enacted, That it shall be lawful for any Master in attendance during any Vacation, without any special Direction or Appointment of the Court, to act in any Matter under this Act in the Place of the Master to whom any such Matter shall have been or shall stand referred, and to have and exercise all and every the Powers and Authorities which any Master to whom the Matter stood referred might have exercised; and when any Matter under this Act shall have been referred to the Master in attendance during any Vacation, the Master who shall commence such Reference shall be considered as the Master to whom such Matter under this Act shall stand referred.

12. *Appeals and Special Reports.*

Appeals to Lord Chancellor, &c.

XCIX. And be it enacted, That an Appeal shall lie to the Lord Chancellor or Master of the Rolls upon Motion, without the Necessity of Objections or Exceptions from or against all Orders, Directions, Reports, or other Proceedings of or before the Master relating to the winding up of the Affairs of the Company, including Orders as to Costs, Entries or Omissions of Entries, or alleged Entries or Omissions of Entries in the Books of the Official Manager, or in any of the Lists to be settled by the Master as aforesaid, and any other Matters affecting Parties or any of the Parties to the winding up; and in all Cases in which the Question involved in any such Appeal shall be one relating to or affecting the Interests of the Company at large, the Notice of such Motion by way of Appeal shall be served on the Official Manager, who shall appear on such Motion as representing the Company (unless the Court or the Master shall otherwise direct); and in all Cases in which the Question involved in any such Appeal shall be one affecting only individual Contributories or others, the Parties to be served with the Notice of such Motion shall be the Parties respectively in whose Favour or at whose Instance the Order or Proceeding appealed from was made, and who appeared thereon before the Master, and upon the hearing of such Appeal, and upon all Applications to the Court subsequent to the Order absolute, the Proceedings which shall have taken place before the Master in the Matter shall be produced in Court, and no further

or

Appeals and Special Reports.

or other Evidence shall, without express Leave of the Court, be used in support of or against any such Appeal, except such Proceedings: Provided always, that, except on special Leave of the Court, to be obtained on Motion *ex parte*, or on Notice, if the Court shall so direct, no such Appeal shall be brought after the Expiration of Fourteen Days after the Order, Direction, Report, or other Proceeding complained of shall have been made or shall have taken place by or before the Master, or after Service of the same, in case the Party complaining shall not have been present.

Master may make Special Report as to Matters arising in winding up.

C. And be it enacted, That the Master shall have Power, if he shall think fit, to make a Special Report concerning any Matter or Thing arising in or about the winding up, in order that the Opinion of the Court may be taken therein or with respect thereto, and such Special Report shall be brought before the Court by such Parties as the Master shall direct by Motion praying that such Special Report may be confirmed, discharged, or varied by Order of the Court, or that any Directions may be given thereon; and on the hearing of such Motion the same shall be confirmed, discharged, or varied, as to the Court shall seem just, or such Directions shall be given as shall appear to be necessary or expedient in that Behalf.

Rehearing before the Lord Chancellor.

CI. And be it enacted, That every Order made by the Master of the Rolls in *England* or *Ireland*, or any of the Vice Chancellors in *England*, under this Act, may be reheard before the Lord Chancellor of *Great Britain* or *Ireland*, as the Case may be, and such Rehearing may be brought before the Lord Chancellor by way of Motion.

Appeal to the House of Lords.

CII. And be it enacted, That an Appeal shall lie to the House of Lords from all Orders to be made by the Court under this Act.

13. *Costs and Fees.*

Costs of proving Debts, &c. to be at the Discretion of Master.

CIII. And be it enacted, That the general Costs of winding up the Estate, and the Costs of proving Debts and of trying Issues, and of all other Matters in which Creditors, or any particular Contributories or Classes of Contributories or alleged Contributories of such Company shall be interested, shall be at the Discretion of the Master, and shall be paid either out of the general Estate of such Company, or out of any Portion of the general Estate, or shall be debited or credited to any individual Contributories or Classes of Contributories, or shall be subject to such Set-off as the Master shall from Time to Time direct.

Costs of Proceedings before the Court.

CIV. And be it enacted, That the Costs of all Proceedings which shall take place before the Court shall be in the Discretion of the Court.

How Costs to be ascertained.

CV. And be it enacted, That all Costs shall be ascertained by the Master, or shall be taxed, settled, and adjusted by such Persons as he shall direct; and it shall be lawful for the Taxing Masters of the Court and they are hereby required to tax all such Costs as the Master shall direct to be taxed by them, and to make their Certificate of such Taxation in the usual Manner.

CVI. And

How recoverable.

CVI. And be it enacted, That all Costs ordered to be paid under this Act shall be recovered in the same Manner and by the same or any such Process as Costs ordered to be paid by any Party under any Order or Decree made in a Suit pending in the Court.

Lord Chancellor may fix Table of Fees.

CVII. And be it enacted, That it shall be lawful for the Lord Chancellor, with the Advice and Assistance of the Master of the Rolls or of the Vice Chancellor, from Time to Time to fix, regulate, and vary a Table of Fees to be paid and charged in respect of all Proceedings, Orders, and other Matters under this Act.

14. *Service, Evidence, and Penalties.*

Notices may be served by being sent by Post.

CVIII. And be it enacted, That every Summons, Notice, Order, or other Document of which Service is required or in anywise authorized under this Act, unless specially directed by this Act, by the Court, or by the Master to be served otherwise, may be served by the same being sent by Post to the last known Address of the Party or Solicitor on whom the same shall be required to be served, within such Period as to admit of its being delivered within the Period prescribed (if any) for Notice to be given, and that although any such Party may be out of the Jurisdiction of the Court; and in proving such Service it shall be sufficient to prove that the Document was properly directed, and that it was put into the Post Office, and not returned, the Person to whom it is directed not being found, and it shall be deemed to have been served as of the Day when it should have been delivered in due Course of Delivery by the Post.

As to Advertisements in Ireland.

CIX. And be it enacted, That every Advertisement by this Act required or authorized to be made in the *London Gazette* shall in the Case of every Company whose principal or only Place of Business shall be in *Ireland*, or the winding up of which for the Time being shall proceed in the Court of Chancery in *Ireland*, be advertised in the *Dublin Gazette* instead of the *London Gazette*: Provided always, that it shall be lawful for the Court of Chancery in *Ireland* to direct any such Advertisement to be made in the *London Gazette* as well as in the *Dublin Gazette*, and *vice versâ*.

Advertisements in London and Dublin Gazettes to be Evidence.

CX. And be it enacted, That a Copy of the *London Gazette* and of the *Dublin Gazette* containing any such Advertisement as is hereby directed or in anywise authorized to be made therein respectively shall be Evidence of any Matter therein contained, and of which Notice is hereby directed or in anywise authorized to be given by such Advertisement; and that any Person who shall insert or cause to be inserted in the *London Gazette* or in the *Dublin Gazette* any Advertisement under this Act without Authority, or knowing the same to be false in any material Particular, shall be guilty of a Misdemeanor.

Courts to take judicial Notice of Signature of Master or Registrar and of Office Seals.

CXI. And be it enacted, That all Courts, Judges, Justices, Masters, Commissioners judicially acting, and other Officers, whether in *Great Britain* or *Ireland*, shall take judicial Notice of the Signature of any Master or Registrar or other Officer, and of the official Seal of the Report and other Offices of the Court of Chancery in *England* or *Ireland*, as the Case may be, subscribed, attached, or appended to any

any Order, Report, Certificate, or other judicial or official Document to be made or signed under the Provisions of this Act.

Forging any such Signature or Seal to be Felony.

CXII. And be it enacted, That if any Person shall forge the Signature of any such Master or Registrar or other Officer, or the official Seal of the Report or other Office of the Court of Chancery in *England* or *Ireland*, subscribed, attached, or appended to any such Order, Report, Certificate, or other judicial or official Document as aforesaid, or shall tender in Evidence any such Order, Report, Certificate, or other judicial or official Document with a false or counterfeit Signature of any such Master or Registrar or other Officer, or a false or counterfeit Seal of any such Office as aforesaid, attached or appended thereto, knowing the same Signature or Seal to be false or counterfeit, every such Person shall be guilty of Felony, and shall be liable to the same Punishment as any Offender under an Act passed in the Eighth and Ninth Years of the Reign of Her present Majesty, intituled *An Act to facilitate the Admission in Evidence of certain official and other Documents.*

8 & 9 Vict. c. 113.

Punishment of Persons giving false Evidence, &c.

CXIII. And be it enacted, That any Person who shall, upon any Examination upon Oath or Affirmation authorized under this Act, or in any Affidavit, Deposition, or solemn Affirmation in or about the Dissolution or Winding-up of any Company under this Act, or otherwise in or about any Matter arising under this Act, wilfully and corruptly give false Evidence, or wilfully and corruptly swear or affirm any thing which shall be false, being convicted thereof, shall be liable to the Penalties of wilful and corrupt Perjury.

Any Contributory of a Company dissolved, &c. under this Act, with Knowledge of or in contemplation of Dissolution, &c., destroying Books, &c., guilty of a Misdemeanor.

CXIV. And be it enacted, That if after the passing of this Act any Person, being a Contributory of any Company respecting which an Order absolute shall be made under this Act, shall, with Knowledge of an Act or Matter committed by such Company sufficient to ground an Order absolute, or, in contemplation of the Dissolution or Winding-up of such Company under this Act, destroy, alter, mutilate, or falsify, or be party or privy to the destroying, altering, mutilating, or falsifying, any of the Books, Papers, Writings, or Securities of such Company, or make or be party or privy to the making of any false or fraudulent Entry in any Book of Account or other Document, with intent to defraud the Creditors or Contributories of such Company, or to defeat any of the Objects of this Act, every such Person shall be deemed to be guilty of a Misdemeanor, and on being convicted thereof shall be liable to be imprisoned in any Common Gaol or House of Correction for any Term not exceeding Two Years.

15. *Questions of Jurisdiction and Practice.*

Enforcement in Ireland of Orders of the Court of Chancery in England, and vice versâ.

CXV. And be it enacted, That upon Production to the Registrar or other proper Officer of the Court of Chancery in *Ireland* of any Order or of the Office Copy of any Order of the Court of Chancery in *England*, or of the Master of such Court, made in any Matter arising under this Act, and upon Production to the Clerk of the Entries of the Report Office of the Court of Chancery in *England* of any Order or of the Office Copy of any Order of the Court of Chancery in *Ireland*, or of the Master of such Court, made in any Matter arising under this Act, every such Order shall be entered in

the

Questions of Jurisdiction and Practice.

the Registrar's Book of the Court of Chancery of *Ireland* or *England* (as the Case may be) by the Officer to whom the same or an Office Copy of the same shall be produced, and such Entry shall be certified by the proper Officer at the Foot of such Order or Office Copy; and every Order so entered shall be of the same Force and Effect and shall be enforced in the same Manner in all respects as if it had been made by the Court or by the Master of the Court in the Registrar's Book or Master's Order Book whereof it shall be so entered.

Decrees, &c. under this Act may be registered in Scotland, and Execution may be had as upon a Decree interponed upon a Bond, &c.

CXVI. And be it enacted, That on Production at the Office in *Edinburgh* kept for the Registration of Deeds, Bonds, Protests, and other Writs registered in the Books of Council and Session, of an Office Copy of any Order of the Court or of the Master made in any Proceeding under or by virtue of this Act, and of an Affidavit that Application has been duly made to the Person mentioned in such Order for Payment of the Sum thereby ordered to be paid by him, and that Default has been made in Payment thereof, then such Order shall thereupon be registerable in like Manner as a Bond executed according to the Law of *Scotland* with a Clause of Registration therein contained; and Decreet shall be interponed to such Order, upon which Execution shall pass, in like Manner as Execution passes upon a Decree interponed to such Bond, and shall have the like Effect upon and against the Person named in such Order as if he had executed such Bond.

Where the Company shall be wound up in England and where in Ireland.

CXVII. And be it enacted, That where the only registered Place of Business of any Company or the head or only Office of any Company which shall not have any registered Place of Business shall be situate in *England*, then the Petition for the Dissolution and Winding-up or for the Winding-up of such Company (as the Case may be) to be presented under this Act shall be presented to the Court of Chancery in *England*, and where the only registered Place of Business or the head or only Office (as the Case may be) of any Company shall be situate in *Ireland*, then the Petition for the Dissolution and Winding-up or for the Winding-up of such Company (as the Case may be) to be presented under this Act shall be presented to the Court of Chancery in *Ireland*, and such respective Courts shall thereupon have and exercise in the Matter all Jurisdiction, Powers, and Authorities given by this Act: Provided always, that where any Company shall have a registered Place of Business or an Office or shall transact Business both in *England* and *Ireland* a Petition for the Dissolution and Winding-up, or for the Winding-up of such Company (as the Case may be), may be presented under this Act either to the Court of Chancery in *England* or to the Court of Chancery in *Ireland*, and thereupon, except so far as the Court to which such Petition shall be first presented shall otherwise direct, the said Court shall exclusively have and exercise in the Matter all the Jurisdiction, Powers, Authorities, and Discretion given by this Act, and all Provisions in this Act contained shall be applicable in like Manner as if the only registered Place of Business or the head or only Office of such Company had been situate within the Jurisdiction of the same Court.

CXVIII. And

Court to have such Jurisdiction as upon a Suit duly instituted.

CXVIII. And be it enacted, That in all Proceedings under this Act the Court, in addition to all Powers and Authorities specially given and provided by this Act, shall have and exercise the like Jurisdiction, Powers, Authorities, and Discretion, so far as the same are applicable, as would have been exercisable in a Suit duly instituted and duly constituted according to the Rules and Practice of the Court, and to which all proper Persons were Parties, for the Dissolution and Winding-up or for the Winding-up of the Affairs of the Company in the Matter of which the Petition is presented; and the general Practice of the Courts of Chancery in *England* and *Ireland* in Suits pending in the same Courts respectively, so far as the same shall be applicable, and so far as the same is not or shall not be inconsistent with this Act, or with any Rules or Orders to be made under this Act, shall apply to all Proceedings under or by virtue of this Act.

General Practice of Courts to be followed where not varied under this Act.

Court may stay Proceedings on any Report or Order.

CXIX. And be it enacted, That it shall be in the Discretion of the Court, on Application made to it in that Behalf by any Party interested in the Matter of the Winding-up, to stay Proceedings on any Report or Order of the Master.

Matters not provided for to be reported to the Court.

CXX. And be it enacted, That if any Matter shall arise in or about the Dissolution or Winding-up of any Company under this Act which shall appear to the Master not to be sufficiently provided for by this Act, or by any Rules or Orders for the Time being in force, it shall be lawful for the Master, on the Application of the Official Manager, or of any Party to the Winding-up, or at his Discretion, to report the same to the Court, who may make thereon such Special Order or such General Order, in manner by this Act directed, as may be necessary or expedient under the Circumstances.

Power to Lord Chancellor to appoint Official Managers.

CXXI. Provided always, and be it enacted, That, notwithstanding any thing herein-before contained, it shall be lawful for the Lord Chancellor from Time to Time to appoint any Number of Persons to act as Official Managers under this Act, and by any general Order, or by any special Order with reference to any particular Company to be made in that Behalf, to direct that the Official Managers of any Company to be dissolved or wound up under this Act shall be chosen exclusively, or at the Discretion of the Master, from the List of Persons to be so appointed as from a Date to be fixed by any such Order, and also to direct that such Official Managers shall be named or selected in rotation or otherwise, and also to determine whether any and what Security shall be given by any Official Managers so to be appointed, and whether they shall exercise all or any of the Powers, Authorities, and Discretions by this Act given to the Official Manager and in all respects to fix and regulate the Conduct and Duties of the Official Managers so to be appointed; and in default of and subject to any such Order, all the Provisions in this Act contained with reference to the Official Manager, his Duties, Powers, Authorities, and Discretions, shall apply in all respects to any Official Manager to be appointed under this present Clause.

CXXII. And

16. *Miscellaneous.*

Lord Chancellor, with the Advice and Consent of Master of Rolls and Vice Chancellor, to make General Rules and Orders.

CXXII. And be it enacted, That it shall be lawful for the Lord Chancellor of *Great Britain*, with the Advice and Consent of the Master of the Rolls and any One of the Vice Chancellors for the Time being, or with the Advice and Consent of any Two of the Vice Chancellors, from Time to Time, and as often as Circumstances shall require, to make and prescribe such Rules and Orders concerning the Form and Mode of proceeding to be had for settling and enforcing the Contribution to be paid by any Contributory for the Time being of any Company, and the Practice to be observed by the Court in or relating to such Proceeding, or any Matters relating thereto, and the Form and Mode of proceeding to be had and taken before the Master primarily, or by reference from the Court, in any Matter relating to Contribution, as shall from Time to Time seem necessary or proper for the Advancement of Justice in such Cases, and for adjusting and determining the Rights and Equities of the Parties concerned, and for suing for and getting in the Assets, and for ascertaining and discharging the Liabilities of such Company, and requiring the Creditors thereof to claim their Debts, and finally winding up the Affairs thereof with as little Delay, Expense, and Uncertainty as possible, and afterwards to vary, discharge, or alter such Rules or Orders, or any of them, by any other Rules or Orders, although such Rules and Orders respectively, or any of them, may repeal or vary the Provisions as to Procedure contained in this Act or any of them, or may prescribe others in lieu of the same or any of them: Provided always, that such Rules and Orders shall be laid before both Houses of Parliament within One Month from the making thereof, if Parliament be then sitting, or, if Parliament be not then sitting, within One Month from the Commencement of the then next Session of Parliament.

District Commissioners of Bankruptcy and Judges of County Courts to be Masters Extraordinary in Chancery, and Matters may be referred to them.

CXXIII. And be it enacted, That the District Commissioners of the Court of Bankruptcy and the Judges of the County Courts shall be and they are hereby appointed to be Masters Extraordinary of the Court of Chancery for the Purposes of this Act; and that it shall be lawful for the said Lord Chancellor or the Master of the Rolls, on Petition to be presented to him in any Matter depending under this Act in the Court of Chancery in *England*, by any Party interested therein, to refer or to direct or allow the Master to refer all or any Part of the said Matter to any such District Commissioners of the Court of Bankruptcy or Judges of the County Court, and by the same or any other Order to direct that such District Commissioners or Judges shall have and exercise in and about the Matters referred to him or them all or any of the Powers and Authorities by this Act given to the Master; and that the Provisions in this Act contained for the making and laying before Parliament General Rules and Orders for the Purposes of this Act by the Lord Chancellor of *Great Britain*, with such Advice and Assistance as herein mentioned, shall in all respects apply to any Rules or Orders to be made for the regulating the Jurisdiction, Powers, Authorities, and Discretion to be had and exercised by any such District Commissioners and Judges in any Proceedings under this Act, or otherwise for carrying into effect the Objects of this present Provision.

Provisions as to General Rules, &c. to apply to such District Commissioners and Judges.

Provision as to General Orders to apply to Ireland.

CXXIV. And be it enacted, That the Provision in this Act contained for the making and laying before Parliament General Orders and Rules for the Purposes of this Act by the Lord Chancellor of *Great Britain*, with such Advice and Assistance as herein-before mentioned, shall in all respects apply to any Rules and Orders to be made by the Lord Chancellor of *Ireland*, with the Advice and Assistance of the Master of the Rolls in *Ireland*, for the Purposes of this Act in *Ireland*, such Rules and Orders to be laid before Parliament in like Manner as any Rules and Orders by the Lord Chancellor of *Great Britain*.

Petition for Dissolution, &c. to be a Lis pendens. 2 & 3 Vict. c. 11.

CXXV. And be it enacted, That any Petition for Dissolution and Winding-up or for Winding-up under this Act shall constitute a Lis pendens within the Terms of an Act passed in the Second and Third Years of the Reign of Her present Majesty, intituled *An Act for the better Protection of Purchasers against Judgments, Crown Debts, Lis pendens, and Fiats in Bankruptcy*, provided the same be duly registered in manner required by such Act concerning Suits in Equity.

Forms in Schedule may be used.

CXXVI. And be it enacted, That the Forms contained in the Schedule to this Act annexed, with such Variations therein or Additions thereto as may be expedient in any particular Case, may be lawfully and effectually used in any Proceedings under this Act, to which the same shall respectively be applicable, in whole or in part.

Act not to apply to Scotland.

CXXVII. And be it enacted, That this Act shall not apply to *Scotland*, except so far as is by this Act specially provided.

Act may be altered, &c.

CXXVIII. And be it enacted, That this Act may be amended or repealed by any Act to be passed in this Session of Parliament.

SCHE-

SCHEDULE to which the foregoing Act refers.

1. *Advertisement of Petition for Dissolution, or Dissolution and Winding-up.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

A Petition for the Dissolution and Winding-up [*or* for the Winding-up, *as the Case may be,*] of the above-named Company was presented to [the Lord Chancellor, Master of the Rolls, *&c. as the Case may be, specifying whether in England or Ireland,*] by [*Names of the Petitioner or Petitioners*] the Day of 18 .

2. *Mandatory Part of Order absolute.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

His Lordship [*or* his Honour] doth order, That the Company be absolutely dissolved as from this Day [*or* from the Day of] and wound up [*or* be absolutely wound up] under the Provisions of the Joint Stock Companies Winding-up Act, 1848 [*here insert special Directions, if any*]. And it is ordered, that it be referred to the Master of this Court in rotation [*or* to such Master as may be named in the Order] to wind up the Affairs of the said Company under the Provisions of the said Act.

3. *Advertisement of Intention to appoint Official Manager.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

I [*X. Y.*], the Master of the High Court of Chancery charged with the winding-up of this Company, hereby give notice, That I shall, at my Chambers in Southampton Buildings, Chancery Lane, London, on the Day of at o'Clock in the Forenoon, or at such other adjourned Time or Place as I may then or afterwards fix, appoint an Official Manager [*or* Official Managers] of this Company; and I give notice that all Parties interested are entitled to attend at such Time and Place, and to offer Proposals or Objections as to any such Appointment.

4.—*Proposal*

4. *Proposal of Official Manager [and Sureties].*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

We hereby propose [*A.B.*] to be Official Manager of this Company [and *C.D.*, *E.F.*, *&c.* to be his Sureties].

[*A.B.*]
[*W.*], Solicitor for [*C.D.*]

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5. *Order appointing Official Manager and Sureties, and Advertisement.*

Wednesday the Day of .

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

I do order and appoint [*M.N.*] of to be Official Manager of this Company, and I direct that within Days from the Date hereof he do enter into his own Recognizance to the Amount of Nine thousand Pounds [*or such Amount as the Master shall fix*]. And I do approve of the under-mentioned Persons to be Sureties of the said [*M.N.*] for the respective Amounts set opposite their respective Names in the Schedule hereto:—

SCHEDULE.

[*Sir O.P.*] of [*&c., Bart.*]	[£5,000]
[*Q.R.*] of [*&c.*]	[£2,000]
[*S.T.*] of [*&c.*]	[£1,000]
[*V.W.*] of [*&c.*]	[£750]
[*X.Z.*] of [*&c.*]	[£250]

Advertisement.

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

[*X.Y.*], the Master of the High Court of Chancery charged with the winding up of this Company, has this Day appointed [*M.N.*] of Official Manager of this Company.

Dated 184 .

[*X.Y.*], Master.

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6. *Recognizance of Official Manager and Sureties.*

[*M.N.*] of in the County of [*Gentleman*], [*Sir O.P.*] of [*Baronet*], [*Q.R.*] of in the said County , [*S.T.*] of [*&c.*], [*V.W.*] of [*&c.*], and [*X.Z.*] of [*&c.*], before our Sovereign Lady the Queen appearing, have acknowledged themselves, and every of them hath acknowledged himself, to owe to [*X.Y.*] [*the Master charged with the winding up*], Master of the High Court of Chancery, the respective Sums of Sterling Money of the United Kingdom of Great Britain and Ireland set opposite to their respective Names in the Schedule hereto, to be paid to the said [*X.Y.*], his Executors and Administrators, and in default of Payment of the said Sums the said [*M.N., O.P., Q.R., S.T.,*

S.T., *V.W.* and *X.Z.*] are willing and do agree, and every of them is willing and doth agree, for himself, his Heirs, Executors, and Administrators, by these Presents, that the said Sums shall be levied, recovered, and received of them and every of them, and of and from all and singular the Manors, Messuages, Lands, Tenements, Hereditaments, Goods, and Chattels of them and every of them, wheresoever the same shall be found. Witness our Sovereign [*Lady Victoria*], by the Grace of God of the United Kingdom of Great Britain and Ireland [*Queen*], Defender of the Faith, at Westminster, the Day of in the Year of [*Her*] Reign, and Anno Domini 18 .

Whereas in the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company, [*X.Y.*], One of the Masters of the High Court of Chancery charged with the winding up of the said Company, has, by Order dated appointed the said [*M.N.*] Official Manager of the said Company, and has approved of the said [*Sir O.P., Baronet, Q.R., S.T., V.W.*, and *X.Z.*] to be his Sureties in the Amounts set opposite to their respective Names in the Schedule hereto: Now the Condition of the above-written Recognizance is such, that if the said [*M.N.*], his Executors or Administrators, or any of them, do and shall duly account for what he shall receive as Official Manager of the said Company, at such Periods and in such Manner as the said Master shall appoint, and pay the same as the said Master hath already directed or shall hereafter direct, then the said Recognizance to be void, otherwise to remain in full force and virtue.

SCHEDULE.

[*Same as that to Order appointing Manager and Sureties, with the Addition of the Name of the Official Manager, and of the Amount of his Recognizance.*]

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7. *Summons for Party or Witness to attend before Master.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

These are to will and require you and every of you to whom this Summons is directed personally to be and appear before me [*X.Y.*], the Master of the High Court of Chancery charged with the winding up of the said Company, on the Day of next, at o'Clock in the Forenoon, at my Chambers in Southampton Buildings, Chancery Lane, London, then and there to be examined before me, pursuant to the Statute in that Case made and provided: [And also that you bring with you, and produce at the Time and Place aforesaid, a certain Indenture [*describe Documents*], and all other Books, Papers, Deeds and Writings, and other Documents, in your Custody, Possession, or Power, in anywise relating to or other the Affairs of the said Company]: And hereof fail not at your Peril. Given under my Hand, this Day of 18 .

[*X.Y.*]

To

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8. *Master's Warrant.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

I appoint next, at o'Clock in the noon, at my Chambers in Southampton Buildings, Chancery Lane, London, to consider [the under-mentioned Application], at which Time and Place all Parties concerned are to attend [and Notice hereof is to be given to *A.B.*, *&c.*]

Dated the Day of 184 .

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9. *Order for Production and Deposit of Books, &c.*

[*Monday*] the Day of 18 .

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

I [*X.Y.*], the Master of the High Court of Chancery charged with the winding up of this Company, do order, That [*A.B.*] do, on or before the Day of next, or within Days after Service hereof, produce and leave with me [*or* with the Official Manager of this Estate], at [my Chambers in Southampton Buildings, Chancery Lane], a certain Indenture [*describe it*], and also all Deeds, Books, Papers, and Writings in his Custody, Possession, or Power in anywise relating to the Affairs or Estate of the said Company.

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10. *Master's Direction to Official Manager to bring Action against different Debtors to Company.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

I [*X.Y.*], the Master, *&c.*, on Application this Day made to me by [*A.B.*], the Official Manager, do hereby authorize and direct the said [*A.B.*] to proceed by Action at Law against the under-mentioned Parties for the Sums set opposite to their respective Names:

[*G.*]	£
[*H.*]	
[*I.*]	

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11. *Order for Payment of Balance by Contributories.*

[*Tuesday*] the Day of

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

I [*X.Y.*], the Master, *&c.*, do order, That the several Parties named in the Schedule hereto do forthwith [*or* within Days after Notice hereof], at pay to the Official Trustee of this Company the several Sums of Money set opposite their respective Names in the said Schedule, such several

Sums being the Balances respectively now appearing due from the said several Parties on their respective Accounts with the said Company.

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12. *Advertisement for Creditors.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

Notice is hereby given, That all Parties claiming to be Creditors of this Company are to come in and prove their Debts before [*X. Y.*], the Master of the High Court of Chancery charged with the winding up of the said Company, at his Chambers in Southampton Buildings, Chancery Lane; and until they shall so come in they will be precluded from commencing or prosecuting any Proceeding for Recovery of their Debts.

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13. *Advertisement that the Master is settling List of Contributories.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

By Direction of [*X. Y.*], the Master of the High Court of Chancery charged with the winding up of this Company, Notice is hereby given, That the said Master will proceed on next, at o'Clock in the Forenoon, at his Chambers in Southampton Buildings, Chancery Lane, London, to settle the List of Contributories of this Company; and that after such List shall have been settled no Party affected thereby will be allowed to dispute the same, without Leave of the High Court of Chancery first obtained.

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14. *Advertisement of intended Call.*

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

By Direction of [*X. Y.*], the Master of the High Court of Chancery charged with the winding up of this Company, Notice is hereby given, That the said Master purposes on next, at o'Clock in the Forenoon, at his Chambers in Southampton Buildings, Chancery Lane, London, to proceed to make a Call on all the Contributories of the said Company [*or* on some special or particular Class of them, *as the Case may be*, *e. g.* "on all those Contributories of the said Company who, having once been Shareholders, had sold or transferred their Shares within Three Years previous to the Day of 18 "], and that the Master purposes that such Call shall be for £ per Share.

All Persons interested are entitled to attend at such Day, Hour, and Place, to offer Objections to such Call.

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15. *General*

15. *General Order in making Call.*

[*Tuesday*] the Day of

In the Matter of the Joint Stock Companies Winding-up Act, 1848, and of the Company.

I [*X. Y.*], the Master of the High Court of Chancery charged with the winding up of this Company, do peremptorily order, That a Call of [One Pound] per Share be made on all the Contributories of this Company [*or as the Case may be*]; and I do peremptorily order each Contributory, on the Day of at o'Clock in the Forenoon, at [my Chambers in Southampton Buildings, Chancery Lane, London], to pay to the Official Manager of this Company the Balance, if any, which will be due from him, after debiting his Account in the Company's Books with such Call.

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16. *Order for Issues.*

[*Wednesday*] the Day of 18 .

In the Matter of [*&c., as before*].

I [*X. Y.*], the Master of the High Court of Chancery charged with the winding up of this Company, being desirous of having the following Questions of Fact decided by a Jury; namely, first, whether, *&c.* second, whether, *&c.* do order as follows; (that is to say,) I order that a Writ of Summons be issued out of Her Majesty's Court of at Westminster by [*A.B.*] against [*C.D.*], pursuant to the Provisions of the Statute in that Case made and provided; and I do order that the Parties proceed to a Trial under the said Writ of Summons at the next Assizes for and I do order that [*A.B.*] be the Affirmant in the first of the said Issues, and that [*C.D.*] be the Affirmant in the second of the said Issues; and I do order that the said Issues be tried at the next Assizes at and that [*A.B.*] be at liberty, if he shall think fit, to examine [*E.F.*], One of the Contributories of the said Company, as a Witness upon the Trial of the said Issues; and I do order that [*E.F.*] do attend and be examined accordingly, upon receiving Notice that [*A.B.*] intends to avail himself of the Liberty hereby given; and I do order that [*A.B.*] and [*C.D.*], and the Official Manager of the Company, produce at the Trial of the said Issues, for all necessary Purposes, as [*A.B.*] or [*C.D.*] shall respectively require, all the Documents relating to [the Affairs of the said Company] in their respective Possession or Power; and both Parties are to admit upon the Trial of such Issues that such Documents as shall be produced by the said Official Manager are the Documents of the said Company.

LONDON: Printed by GEORGE E. EYRE and WILLIAM SPOTTISWOODE, Printers to the Queen's most Excellent Majesty. 1848.