



CHAPTER xv

An Act to increase the capital and borrowing powers of the Corn Exchange Company to confer further powers on the Company and for other purposes. [27th July 1955.]

WHEREAS by the Corn Exchange Act 1872 the Corn Exchange Company (hereinafter referred to as "the Company") were incorporated for the purposes of that Act and by that Act the Corn Exchange which had long existed at Mark Lane in the city of London and the lands and buildings held therewith were vested in the Company as a freehold estate:

And whereas by the said Act of 1872 the Company were required to provide and keep on the site of the said exchange and of any extension and improvement thereof a place of resort for corn factors corn dealers and all other persons for the transaction of business relating to the buying and selling of corn grain seeds malt flour meal and other like produce and various powers were conferred on the Company:

And whereas by the Corn Exchange Act 1914 further powers were conferred on and further provisions were enacted with respect to the Company:

And whereas by the Corn Exchange Act 1929 the undertaking of the Company was amalgamated with the undertaking of the London Corn Exchange Company and further provisions with respect to the affairs of the Company were enacted:

And whereas the premises of the Company forming part of the said undertakings (hereinafter referred to as "the amalgamated exchanges") have suffered extensive damage by reason of enemy action and the Company now propose to undertake the restoration and improvement of such premises:

And whereas so much of the cost of carrying out such restoration and improvement as is not borne by the War Damage Commission will be borne by the Company:

And whereas it is expedient to empower the Company to raise additional capital for the purposes aforesaid:

And whereas by the said Act of 1929 the purposes for which the amalgamated exchanges might be used were enlarged as in that Act provided and it is expedient that the said purposes should be further extended as in this Act provided:

And whereas it is expedient that the other provisions contained in this Act should be enacted:

And whereas the objects of this Act cannot be attained without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted and be it enacted by the Queen's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows (that is to say):—

Short and
collective titles.

1.—(1) This Act may be cited as the Corn Exchange Act 1955.

(2) The Corn Exchange Acts 1872 to 1929 and this Act may be cited together as the Corn Exchange Acts 1872 to 1955.

Incorporation
of Acts.

2. The following enactments so far as the same are applicable to the purposes and are not inconsistent with the provisions of the Corn Exchange Acts 1872 to 1955 are hereby incorporated with this Act (namely):—

(a) the Companies Clauses Consolidation Act 1845 except the provisions thereof with respect to the conversion of borrowed money into capital;

(b) the Companies Clauses Act 1863 except sections 17 to 21 the provisions thereof which limit the rate of dividend on preference capital and Part IV thereof:

Provided that in the application to the Company of the said Act of 1863 section 22 of that Act shall be read as if the words "and to the same amount as" were omitted therefrom.

For the purpose of such incorporation the term "special Act" in the said Acts respectively shall be construed as a reference to this Act and the term "company" shall mean the Company.

3.—(1) In this Act the several words and expressions to which meanings are assigned by the Acts wholly or partially incorporated herewith shall have the same respective meanings unless there be something in the subject or context repugnant to such construction and unless the context otherwise requires—

“the Act of 1914” means the Corn Exchange Act 1914;

“the Act of 1929” means the Corn Exchange Act 1929;

“the Company” means the Corn Exchange Company;

“the directors” means the directors for the time being of the Company;

“the exchange” means the old exchange and the new exchange (as respectively defined by section 3 (Interpretation) of the Act of 1929) as amalgamated and includes any alterations and improvements from time to time carried out by the Company after the passing of the Act of 1929;

“share” means share in the share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied and “share capital” and “shareholder” shall be construed accordingly;

“the undertaking” means the undertaking of the Company as for the time being authorised.

(2) Any reference in this Act to any enactment shall be construed as a reference to that enactment as applied extended amended or varied by or by virtue of any subsequent enactment including this Act.

4. Notwithstanding anything in the Corn Exchange Acts 1872 to 1929 the Company may (if they think fit) use and permit the use of the exchange for the purpose of carrying on such forms of trade connected directly or indirectly with the supply of food or other agricultural products as the directors may from time to time determine and in particular but without prejudice to the generality of the foregoing provisions of this section for the purposes of the buying selling or provision of—

(a) agricultural machinery;

(b) fertilisers;

(c) chemical or other products designed to facilitate the control of pests or weeds or to stimulate or improve the productivity of plants of every description;

(d) bags sacks or other containers for any agricultural products or for any products mentioned in paragraphs (b) and (c) hereof;

(e) policies of insurance and other services to persons engaged in agriculture;

- (f) any other article or thing the buying selling or provision of which should in the opinion of the directors be encouraged for promoting efficiency in agriculture:

Provided that nothing in this section shall authorise the user of the exchange for the sale of vegetables fruit flowers or perishable provisions.

Additional capital.

5. Notwithstanding anything in the Corn Exchange Acts 1872 to 1929 the Company may from time to time raise additional capital not exceeding in the whole five hundred thousand pounds by the creation and issue of ordinary shares or stock or preference shares or stock or wholly or partly by one or more of those modes respectively:

Provided that—

- (a) it shall not be lawful for the Company to create and issue under the powers of this section any greater nominal amount of capital than shall after taking into account the premiums or discounts (if any) which may be obtained or allowed respectively on the issue thereof be sufficient to produce the sum of five hundred thousand pounds;
- (b) the Company may raise (as part of the said sum of five hundred thousand pounds) by borrowing on mortgage of the undertaking or by the creation and issue of debenture stock or partly by each of those modes such a sum or sums as will not exceed the amount (including premiums and allowing for discounts) of share capital for the time being created and issued under the powers of the Corn Exchange Acts 1872 to 1955 but so that the aggregate of the said amount raised by the creation and issue of share capital and of any sum or sums raised as provided by this paragraph shall not at any time exceed six hundred and fifty thousand pounds; and
- (c) the Company shall not under the powers of this section issue any shares of less nominal value than ten pounds.

Debenture stock.

6. The Company may create and issue debenture stock subject to the provisions of section 39 (Debenture stock) of the Act of 1929.

Priority of existing mortgages.

7. The principal moneys secured by all mortgages granted by the Company before the passing of this Act and subsisting at the passing hereof shall during the continuance of such mortgages have priority over the principal moneys secured by any mortgages granted by virtue of this Act but nothing in this section contained shall affect any priority of the interest of any debenture stock at any time created by the Company.

8. All money to be raised by the Company on mortgage or by the creation and issue of debenture stock under the provisions of this Act shall have priority against the Company and the property from time to time of the Company over all other claims on account of any debts incurred or engagements entered into by them after the passing of this Act:

Priority of mortgages over other debts.

Provided that this priority shall not affect any claim against the Company or their property in respect of any rentcharge granted or to be granted by the Company in pursuance of the Lands Clauses Acts or in respect of any rent or sum reserved by or payable under any lease granted or made to or vested in the Company which is entitled to rank in priority to or *pari passu* with the interest on their mortgages or debenture stock.

9.—(1) The Company may for the purposes of or in connection with the undertaking borrow or raise moneys on temporary loans by means of overdrafts from bankers or otherwise:

Company may incur temporary loans.

Provided that the aggregate amount outstanding at any time of the moneys so borrowed or raised shall not exceed one hundred thousand pounds.

(2) The power conferred by this section shall be in addition to any power for the time being of the Company to borrow on mortgage of the undertaking or to raise moneys by the creation and issue of debenture stock.

10. The mortgagees of the undertaking may enforce payment of arrears of interest or principal or principal and interest due on their mortgages by the appointment of a receiver. In order to authorise the appointment of a receiver in respect of arrears of principal the amount owing to the mortgagees by whom the application for a receiver is made shall not be less than one-tenth of the amount for the time being borrowed by the Company.

Appointment of receiver.

11.—(1) All money raised under the Corn Exchange Acts 1872 to 1955 including premiums shall be applied only to purposes to which capital is properly applicable and any sum of money which may arise by way of premium from the issue of share capital under the provisions of this Act shall not be considered as part of the capital of the Company entitled to dividend.

Application of money.

(2) The Company may apply to any of the purposes of this Act to which capital is properly applicable any money which they have raised or are authorised to raise under the Corn Exchange Acts 1872 to 1929.

12.—(1) In this section the expression "other company" means a company (other than the Company) incorporated by statute or a registered company.

Power to invest in other companies.

(2) In order to provide or facilitate the provision of funds for—

(a) the establishment and carrying on by any other company of the business of providing office accommodation and facilities primarily for the use of subscribers to and others connected with the exchange ; or

(b) the establishment or carrying on by any other company of an undertaking or business connected with or ancillary to the objects or purposes of the undertaking ;

and to the extent requisite therefor the Company may subscribe for purchase take up and hold or dispose of any shares stock mortgages debentures or debenture stock of such other company and may in respect of any such shares stock mortgages debentures or debenture stock for the time being held by them exercise either by themselves or through some person nominated by the directors for the purpose all or any of the rights exercisable by an individual holder of such shares stock mortgages debentures or debenture stock.

(3) The Company may apply for the purposes of this section any money which they have already raised or are authorised to raise or any of their other funds or revenues except money carried to depreciation account or maintenance renewal or insurance funds in the accounts of the Company.

(4) The accounts of the Company for each year shall contain particulars of any investments made by them under this section and of the income derived from such investments.

Notices of meetings.

13. Notwithstanding anything in the Companies Clauses Consolidation Act 1845 notice of all meetings of the Company whether ordinary or extraordinary may (if the directors so determine) be given by a prepaid letter sent by post to each shareholder instead of by public advertisement :

Provided that—

(a) any such letter shall be directed according to the registered address of each shareholder and posted not later than seven clear days before the date of the meeting ; and

(b) in proving that any such notice has been given it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter not later than the time prescribed by this section.

Indemnity before issue of substituted certificates etc.

14. Notwithstanding anything in section 13 of the Companies Clauses Consolidation Act 1845 or in any enactment from time to time relating to the Company the Company shall not be under any obligation to issue a new mortgage deed or a new certificate

of any share capital or debenture stock or a new warrant in respect of interest or dividend in lieu of any mortgage deed certificate or warrant lost or destroyed or alleged to be lost or destroyed until they have received from the person to whom such new mortgage deed certificate or warrant is to be issued such indemnity as the directors may require against any and every claim or expense which may be made against the Company or which the Company may incur in respect of such lost or destroyed mortgage deed certificate or warrant or the mortgage share capital debenture stock dividend or interest represented thereby.

15. Notwithstanding anything in section 10 of the Companies Clauses Consolidation Act 1845 the Company may substitute for the shareholders' address book provided under that section or for the portion of any register which the Company may keep under section 49 (Stockholders' register) of the Act of 1929 containing such particulars as are required by the said Act of 1845 to be entered in the shareholders' address book a card or other index (of a type to be approved by the auditors of the Company) containing the names and addresses of the several shareholders of the Company and the said section 10 in its application to the Company shall be read and have effect accordingly.

Substitution of card index for shareholders' address book.

16.—(1) Any registered holder of shares debenture stock or mortgages of the Company of any class whose address is not in Great Britain shall from time to time name an address within Great Britain which shall for the purposes of the Company be deemed to be the address of the holder and shall be entered in the appropriate register and it shall not be obligatory on the Company to send any notice to any such holder otherwise than to an address so named.

Addresses of shareholders etc. abroad.

(2) In this section "the appropriate register" means—

(a) in relation to any shares—

- (i) the shareholders' address book ; or
- (ii) the register which the Company may keep in lieu thereof under section 49 (Stockholders' register) of the Act of 1929 ; or
- (iii) the card or other index which the Company may keep in lieu of either the shareholders' address book or the said register under section 15 (Substitution of card index for shareholders' address book) of this Act ;

(b) in relation to any debenture stock the register of debenture stockholders kept by the Company pursuant to section 28 of the Companies Clauses Act 1863 ;

(c) in relation to any mortgages the register of mortgages kept by the Company pursuant to section 45 of the Companies Clauses Consolidation Act 1845.

Voting rights.

17.—(1) At all general meetings of the Company (whether ordinary or extraordinary) every shareholder shall on a show of hands be entitled to one vote and on a poll to one vote for each pound of the nominal value of the amount of share capital held by him to which voting rights are assigned.

(2) Except as otherwise expressly provided by the resolution creating the same no person shall be entitled to vote in respect of any share capital to which a preferential dividend shall be assigned.

Proof of majority of votes only required when poll demanded.

18. At any meeting of the Company a majority of votes shall only be required to be proved if a poll be demanded at the meeting and if a poll be not demanded then a declaration by the chairman that the resolution has been carried and an entry to that effect in the book of proceedings of the Company shall be sufficient and conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

Managing director.

19.—(1) The directors may appoint one of their body to be managing director either for a fixed term or without any limitation as to time and remove or dismiss him from office and appoint another in his place.

(2) A managing director shall not while holding that office be subject to retirement by rotation and shall not be taken into account in determining the rotation of retirement of directors but if he ceases to hold the office of director from any other cause he shall ipso facto immediately cease to be managing director.

(3) The remuneration of a managing director shall from time to time be fixed by the directors and may be by way of salary or commission or participation in profits or by all or any of those modes.

(4) The directors may entrust to and confer upon a managing director such of the powers exercisable by the directors and subject to such conditions as they think fit and may from time to time provide revoke withdraw alter or vary all or some of such powers.

Qualification of directors.

20. The qualification of a director shall be the possession in his own right of share capital of the nominal value of five hundred pounds but the Company may from time to time in

general meeting after due notice for that purpose vary the qualification provided that the qualification be not at any time less than an amount of share capital of the nominal value of three hundred pounds or more than an amount of share capital of the nominal value of five hundred pounds.

21. The quorum of a meeting of directors may be fixed by the directors and unless so fixed shall be three. Quorum of directors.

22.—(1) The Company shall have power and shall be deemed always to have had power to pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any share or loan capital to be offered for subscription by the Company or his procuring or agreeing to procure subscriptions whether absolute or conditional therefor if— Power to pay underwriting commission.

(a) the commission paid or agreed to be paid does not exceed five per centum of the price at which the capital is issued; and

(b) the amount or rate per centum of the commission paid or agreed to be paid is disclosed in every prospectus advertisement or other document published by the Company relating to the offer of the capital for subscription.

(2) Nothing in this section shall affect the power of the Company to pay such brokerage as it has heretofore been lawful for them to pay.

(3) The powers conferred on the Company by this section may be exercised by the directors.

23. Section 98 of the Companies Clauses Consolidation Act 1845 shall in its application to the Company have effect as if the words "or of the next succeeding meeting" were inserted therein after the words "shall be signed by the chairman of such meeting". Signing of minutes etc.

24. Notwithstanding anything in the Companies Clauses Consolidation Act 1845 where several persons are jointly entitled to and registered as holders of any share capital any one of those persons may vote at any meeting at which holders of share capital of the same class are entitled to vote either personally or by proxy in respect of such share capital as if he were solely entitled thereto but if more than one of the joint holders be present at any meeting personally or by proxy that one of the said persons so present whose name stands first on the register in respect of such share capital shall alone be entitled to vote Joint holders.

in respect thereof Several executors or administrators of a deceased member of the company in whose name any share capital stands shall for the purposes of this section be deemed joint holders thereof.

Company not bound to regard trusts.

25. The Company shall not be bound to see to the execution of any trust whether express implied or constructive to which any share capital or debenture stock of the Company may be subject and the provisions of section 20 of the Companies Clauses Consolidation Act 1845 shall mutatis mutandis extend and apply to any share capital or debenture stock of the Company as if such share capital or debenture stock were shares to which that section applies.

Amendment of Corn Exchange Acts 1872 to 1929.

26.—(1) Section 3 (Interpretation) of the Act of 1914 shall be read and have effect as if for the words “the word ‘stock’ means capital stock of the Company” there were substituted the words “the expression ‘share capital’ has the meaning assigned to that expression by the Corn Exchange Act 1955”.

(2) Section 11 (As to appointment of proxies) of the Act of 1914 shall be read and have effect as if for the word “stock” there were substituted the words “share capital”.

(3) Section 13 (Closing of transfer books previous to declaring dividend) of the Act of 1914 shall be read and have effect as if for the word “stock” there were substituted the words “share capital”.

(4) Section 3 (Interpretation) of the Act of 1929 shall be read and have effect as if at the end thereof there were inserted—

“‘share capital’ and ‘shareholder’ have the meanings assigned to those expressions by the Corn Exchange Act 1955”.

(5) Section 24 (Control of user of exchange) of the Act of 1929 shall be read and have effect as if for paragraph (A) of subsection (1) of that section there were substituted the following paragraph:—

“(A) For admitting to the exchange or any part thereof as subscribers persons resorting to the exchange for the purpose of transacting business in connection with any produce provisions commodities articles or things for the buying selling or provisions of which the exchange may for the time being be used under the Corn Exchange Acts 1872 to 1955”.

(6) Subsection (2) of section 25 (Power to sell and lease lands &c. and lay out lands and erect buildings &c.) of the Act of 1929 shall be read and have effect as if for the words “Act of 1872 the Act of 1914 and this Act” there were inserted the words “Corn Exchange Acts 1872 to 1955”.

(7) Section 28 (Power to close exchange) of the Act of 1929 shall be read and have effect as if the words "not exceeding ten in any one year" were omitted therefrom.

(8) Section 36 (Dividends on preference capital) of the Act of 1929 shall be read and have effect as if for the words "this Act" there were substituted the words "any enactment for the time being applying to the Company" and as if for the word "six" there were substituted the words "such rate as may be determined before the issue thereof".

(9) (a) Subsection (1) of section 42 (Issue of redeemable preference capital and debenture stock) of the Act of 1929 shall be read and have effect as if for the words "by this Act" there were substituted the words "under any enactment from time to time applying to the Company" and as if for the words "of this Act" there were substituted the words "of any such enactment".

(b) The said section 42 shall be read and have effect as if at the end thereof there were inserted the following subsection:—

"(4) In this section 'stock' means preference stock and debenture stock and 'preference stock' includes preference shares."

(10) Section 43 (As to amounts of holdings and transfers of stock) of the Act of 1929 shall be read and have effect as if after the words "capital stock" in both places where these words occur there were inserted the words "ordinary stock".

(11) Subsection (3) of section 46 (Auditors) of the Act of 1929 shall be read and have effect as if for the words "share or stock" there were substituted the words "share capital".

(12) Section 49 (Stockholders' register) of the Act of 1929 shall be read and have effect as if for references to a register of stockholders and a stockholders' address book there were substituted references to a register of shareholders and a shareholders' address book respectively.

27. It shall not be lawful to exercise the powers of borrowing conferred by this Act otherwise than in compliance with the provisions of any order for the time being in force made under section 1 of the Borrowing (Control and Guarantees) Act 1946. Saving for powers of Treasury.

28. The following provisions of the Corn Exchange Acts 1872 Repeal to 1929 are hereby repealed:—

The Corn Exchange Act 1872—

- Section 28 (Power to borrow);
- Section 30 (Application of money);
- Section 32 (First ordinary meeting):

The Act of 1914—

- Section 5 (Qualification of directors);
 Section 6 (Quorum);
 Section 10 (Scale of voting):

The Act of 1929—

- Section 38 (Appointment of receiver);
 Section 44 (Temporary loans);
 Section 47 (Voting rights);
 Section 48 (Joint holders).

Costs of Act.

29. All the costs charges and expenses preliminary to and of and incidental to the preparing applying for obtaining and passing of this Act or otherwise in relation thereto shall be paid by the Company and may in whole or in part be defrayed out of revenue.

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Table of Statutes referred to in this Act

Short title	Session and chapter
Companies Clauses Consolidation Act 1845 ...	8 & 9 Vict. c. 16.
Companies Clauses Act 1863	26 & 27 Vict. c. 118.
Corn Exchange Act 1872	35 & 36 Vict. c. xxxvi.
Corn Exchange Act 1914	4 & 5 Geo. 5. c. x.
Corn Exchange Act 1929	19 & 20 Geo. 5. c. xv.
Borrowing (Control and Guarantees) Act 1946 ...	9 & 10 Geo. 6. c. 58.

PRINTED BY JOHN ROUGHTON SIMPSON, C.B.

Controller of Her Majesty's Stationery Office and Queen's Printer of Acts of Parliament

LONDON : PUBLISHED BY HER MAJESTY'S STATIONERY OFFICE

Price 9d. net

PRINTED IN GREAT BRITAIN

(38550)

Corn Exchange Act, 1955

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