

1983 No. 179

HARBOURS, DOCKS, PIERS AND FERRIES

The Manchester Ship Canal Revision Order 1983

Made - - - - - 2nd February 1983

Coming into Operation 4th February 1983

The Secretary of State for Transport in exercise of the powers conferred by section 14 of the Harbours Act 1964(a) and now vested in him(b) and of all other powers enabling him in that behalf, and on the application of the Manchester Ship Canal Company, hereby makes the following Order:—

Citation and commencement

1.—(1) This Order may be cited as the Manchester Ship Canal Revision Order 1983 and shall come into operation on 4th February 1983.

(2) The Manchester Ship Canal Acts and Orders 1885 to 1976 and this Order may be cited together as the Manchester Ship Canal Acts and Orders 1885 to 1983.

Interpretation

2. In this Order:—

“the Company” means the Manchester Ship Canal Company;

“the directors” means the directors of the Company.

Appointment of directors to hold other offices

3. Notwithstanding anything in the Companies Clauses Consolidation Act 1845(c):—

(a) the directors may from time to time appoint one or more of their number (not being a director appointed by the Council of the City of Manchester) to the office of managing director or to any other executive office or position under the Company (other than that of auditor) for such period and on such terms as the directors may determine and may revoke such appointment;

(b) (i) the appointment of a director to the office of managing director shall ipso facto determine if he ceases from any cause to be a director;

(ii) the appointment of a director to any executive office or position under the Company (other than that of managing director) shall not determine by reason of the fact that such director ceases to be a director of the Company;

(a) 1964 c. 40; section 14 and Schedule 3 were amended by the Transport Act 1981 (c. 56) section 18 and Schedule 6 paragraphs 2 to 4.

(b) S.I. 1981/238.

(c) 1845 c. 16.

- (c) a director so appointed to the office of 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 the directors;
- (d) a director so appointed to the office of managing director or other executive office or position under the Company shall receive such remuneration (whether by way of salary, commission or participation in profits or otherwise) as the directors may from time to time determine and such remuneration shall be either in addition to or in lieu of his remuneration (if any) as a director;
- (e) the directors may entrust to and confer upon a director so appointed to the office of managing director or other executive office or position under the Company any of the powers exercisable by the directors upon such terms and conditions and with such restrictions as the directors think fit and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Directors not to be disqualified from holding offices of profit or entering into contracts

4.—(1) Notwithstanding anything in the Companies Clauses Consolidation Act 1845 a director shall not be disqualified by his office from:—

- (a) holding any office or place of trust or profit (other than that of auditor) under the Company or any company promoted by the Company or in which the Company is interested; or
- (b) being interested in any contract with the Company or with any company of which the Company is a shareholder on his own behalf or as a member of any other company or any corporation or partnership:

Provided that if a director or any company, corporation or partnership of which he is a member be or become interested in any contract with the Company or with any company of which the Company is a shareholder (whether such interest shall arise before or after his appointment as a director) the nature of his interest or of the interest of such company, corporation or partnership in the contract shall be disclosed by him at the meeting of the directors at which the contract is first taken into consideration if his or their interest then exists or in any other case at the first meeting of the directors after the acquisition of his or their interest or after his appointment.

For the purposes of the proviso to this paragraph, a general notice in writing given to the directors by one of them to the effect that:—

- (i) he is a member of any company, corporation or partnership named in the notice and is to be regarded as interested in any contract which may, after the date of the notice be made with that company, corporation or partnership; or
- (ii) he is to be regarded as interested in any contract which may, after the date of the notice, be made with any person named in the notice who is connected with him (within the meaning of section 64 of the Companies Act 1980(a));

(a) 1980 c. 22.

shall be deemed to be a sufficient declaration of interest in relation to any contract so made, but no such notice shall be of effect unless either it is given at a meeting of the directors or the director takes reasonable steps to secure that it is brought up and read at the next meeting of the directors after it is given.

(2) No director shall as a director take part in the consideration or discussion of or vote on any question with respect to any contract in which he is interested and if he does so vote his vote shall not be counted:

Provided that:—

(a) this paragraph shall not apply to:—

- (i) any contract or arrangement with any other company in which he is interested only as a director or officer of the other company or as a holder of shares or other securities of the other company;
- (ii) the exercise of any power conferred upon the directors in relation to any superannuation scheme to which the Company contributes or has contributed notwithstanding that the director is or may be interested therein;

(b) for the purpose of determining whether there is a quorum a director shall be treated as being present at a meeting notwithstanding that under the foregoing provisions of this paragraph he cannot vote.

(3) A director who by reason of the foregoing provisions of this article is not disqualified from holding office shall not be liable to account to the Company for any profit realised as a result of holding any such office or place of trust or profit as is mentioned in sub-paragraph (a) of paragraph (1) of this article or of any such contract as is mentioned in sub-paragraph (b) of the said paragraph.

As to remuneration of secretary

5. In addition to the powers which the directors may exercise under the Companies Clauses Acts 1845 to 1889 they may determine the remuneration of the secretary.

Repeals

6. The enactments specified in the Schedule to this Order shall be repealed to the extent specified in that Schedule.

Costs of Order

7. The costs, charges and expenses of and incidental to the preparing and obtaining of this Order and otherwise in relation thereto shall be paid by the Company and may in whole or part be defrayed out of revenue.

Signed by authority of
the Secretary of State

Giles Hopkinson
An Under Secretary in
the Department of Transport.

2nd February 1983.

SCHEDULE

REPEALS

Chapter	Enactment	Section	Marginal note	Extent of repeal
1945 c. xi	The Manchester Ship Canal Act 1945	26	Appointment of officers as directors	The whole section.
		27	As to appointment of managing director	The whole section.
		28	As to application of Superannuation Scheme to certain directors or managing directors	The whole section.
1966 c. xxvii	The Manchester Ship Canal Act 1966	15	Amendment of section 26 of Act of 1945	The whole section.

EXPLANATORY NOTE

(This note is not part of the Order.)

This Order makes new provision regarding the appointment of directors of the Manchester Ship Canal Company to other offices, the disqualification of directors by reason of contracts and the remuneration of the secretary; in consequence it repeals certain provisions of the Manchester Ship Canal Acts and Orders 1885 to 1976.

The applicant for this Order is the Manchester Ship Canal Company, Dock Office, Trafford Road, Manchester M5 2XB.

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