

COMPANIES ACT 1968

Arrangement of Sections

1 and 2. Amendments

3.

4 to 6. Amendments

7. Remedy in cases of oppression.

8. Publication of registration of companies.

9. Short title and commencement.

Received Royal Assent: 14 February 1968

Passed: 9 April 1968

AN ACT

to amend the Companies Act 1931 by making new provisions as to the issue of prospectuses and for liability in respect of mis-statements therein; to provide a remedy in cases of oppression; to authorise a newly registered company to be required to change its name if found to be too like that of an existing company; to repeal the requirement contained in section 55 of the principal Act by which a banking company may not call up more than one third of each share created or issued prior to the 23rd day of June 1926 and for purposes connected with the matters aforesaid.

1 [Amends section 19 of the Companies Act 1931 (hereinafter called 'the principal Act').]

2 [Substitutes sections 34, 35, 37, 38 and 38B to 38E for sections 34 to 38 of the principal Act.]

[New section 36 repealed by Companies, etc. (Amendments) Act Sch 2 as of 1st March 2004]

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[S 3 repealed by Statute Law Revision Act 1983 Sch 2.]

4 [Substitutes section 314 of the principal Act.]

5 [Substitutes sections 322, 323 and 323A to 323E for sections 322 and 323 of the principal Act.]

6 [Substitutes the Fourth Schedule to the principal Act.]

7 Remedy in cases of oppression

(1) Any member of a company who complains that the affairs of the company are being conducted or that the powers of the directors of the company are being exercised in a manner oppressive to him or some part of the members (including himself), or in disregard of his or their proper interests as member or members respectively, may apply to the court for an order under this section..(2) If on any application under sub-section (1) the court is of opinion that the company's

affairs are being conducted or that the directors' powers are being exercised as aforesaid, the court may, with a view to bringing to an end the matters complained of, make such order as it thinks fit, whether directing or prohibiting any act or cancelling or varying any transaction or for regulating the conduct of the company's affairs in future, or for the purchase of the shares of any members of the company by other members of the company or by the company and, in the case of a purchase by the company, for the reduction accordingly of the company's capital, or otherwise.

(3) Where an order under this section makes any alteration in or addition to any company's memorandum or articles, then, notwithstanding anything in any other provision of this Act but subject to the provisions of the order, the company concerned shall not have power without the leave of the court to make any further alteration in or addition to the memorandum or articles inconsistent with the provisions of the order; but, subject to the foregoing provisions of this sub-section, the alterations or additions made by the Order shall be of the same effect as if duly made by resolution of the company and the provisions of this Act shall apply to the memorandum or articles as so altered or added to accordingly.

(4) An office copy of any order under this section altering or adding to, or giving leave to alter or add to, a company's memorandum or articles shall, within fourteen days after the making thereof, be delivered by the company to the Financial Supervision Commission for registration; and if a company fails to comply with this sub-section, the company and every officer of the company who is in default shall be liable to a default fine.

[Subs (4) amended by Companies (Transfer of Functions) Act 2000 Sch 1.]

(5) The personal representative of a person who, at the date of his death was a member of a private company, or any trustee of, or person beneficially interested in, the shares of a private company by virtue of the will or intestacy of any such person, may apply to the court under sub-section (1) for an order under this section and, accordingly, any reference in that sub-section to a member of a company shall be construed as including a reference to any such personal representative, trustee or person beneficially interested as aforesaid or to all of them.

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[S 8 repealed by Companies, etc. (Amendment) Act 2003 Sch 2 as of 1st March 2004]

9 Short title and commencement

(1) This Act may be cited as the Companies Act, 1968, and shall be construed as one with the Companies Acts, 1931 to 1961, and those Acts and this Act may be together cited as the Companies Acts, 1931 to 1968.

(2) This Act shall come into operation when the Royal Assent thereto has been by the Governor announced to Tynwald and a certificate thereof has been signed by the Governor and the Speaker of the House of Keys.