

The Court refused the minute.

Counsel for the Minuter—A. Jameson—
Chree. Agents—J. K. & W. P. Lindsay,
W.S.

Counsel for the Respondents—Guthrie.
Agents—J. C. Brodie & Sons, W.S.

Wednesday, December 11.

SECOND DIVISION.

THE ALBANY SHIPPING COMPANY,
LIMITED, PETITIONERS.

Company—Process—Companies Act 1877
(40 and 41 Vict. cap. 26) sec. 4 (2)—*Addition*
of Words “and Reduced” to Name of
Company.

On the presentation of a petition for confirmation of a special resolution for the reduction of the capital of a company under the provisions of the Companies Acts 1867 and 1877, the Company moved the Court, in virtue of the power conferred upon it by sec. 4, sub-sec. 2 of the Act of 1877, to dispense with the addition of the words “and reduced” to the name of the company pending the disposal of the petition.

The Court granted the motion.

By section 10 of the Companies Act 1867, it is enacted “The Company shall, after the date of the passing of any special resolution for reducing its capital, add to its name, until such date as the Court may fix, the words “and reduced,” as the last words in its name, and those words shall, until such date, be deemed to be part of the name of the Company within the meaning of the principal Act.”

By section 4 of the Companies Act 1877, it is enacted—“The provisions of the Companies Act 1867, as amended by this Act, shall apply to any company reducing its capital in pursuance of this Act and of the Companies Act 1867, as amended by this Act: Provided that where the reduction of the capital of a company does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital—(1) The creditors of the Company shall not, unless the Court otherwise direct, be entitled to object or required to consent to the reduction; and (2) it shall not be necessary before the presentation of the petition for confirming the reduction to add, and the Court may, if it thinks it expedient so to do, dispense altogether with the addition of the words ‘and reduced,’ as mentioned in the Companies Act 1867.

At an extraordinary meeting of the Albany Shipping Company, Limited, held on 3rd October 1895, and confirmed at a subsequent extraordinary general meeting held on 22nd October 1895, a special resolution was passed that the capital of the Company should be reduced from £250,000, divided into 25,000 shares of £10 each to £125,000 divided into 25,000 of £5 each. The reduc-

tion of capital resolved upon by the Company was a reduction of paid-up capital which was lost, or was unrepresented by available assets, and did not involve either the diminution of any liability in respect of unpaid capital, or the payment to any shareholder of any paid-up capital, and did not in any way affect the rights of creditors of the Company.

Thereafter, on 10th December 1895, the Company presented a petition to the Second Division to pronounce an order confirming the proposed reduction of capital.

On moving for intimation and advertisement counsel for petitioners moved the Court for leave to dispense with the addition of the words “and reduced” to the name of the Company from the date of the presentation of the petition till the disposal thereof. He referred to the English cases of *Langdale Chemical Manure Company, Limited*, 1878, 26 W.R. 434, and *River Plate Fresh Meat Company*, 1885, W.N. 14.

The Court (LORD RUTHERFURD CLARK absent) granted the dispensation craved.

Counsel for the Petitioners—Lorimer.
Agents—Boyd, Jameson, & Kelly, W.S.

Wednesday, December 11.

FIRST DIVISION.

[Lord Kincairney Ordinary.]

MOWAT v. CALEDONIAN BANKING
COMPANY.

Contract—Rei interventus—Unilateral Deed
—Improbative Offer for Sale of Heritage.

An improbable offer for the sale of heritage does not become binding on the offerer, *rei interventu*, in consequence of the person to whom the offer is made, before he has accepted it, incurring personal trouble and expense in determining whether it is his interest to accept the offer.

This was an action at the instance of Peter Mowat, builder, Edinburgh, against the Caledonian Banking Company, concluding for implement of missives of sale of Gerston Distillery, Caithness, embodied in the two following documents:—

“Caledonian Banking Co., Limited,
Inverness, 28th November 194.

“Peter Mowat, Esq.

“Dear Sir,—*Gerston Distillery*.—I am favoured with your letter of yesterday, and have to thank you for the reference which you give. I hereby make you definite offer of the above distillery at the figure you name, viz., £11,500 for two months from this date, and hope that you will let us have your acceptance as soon as you conveniently can within that time. Should you think of visiting the distillery, we shall be glad to give you every facility for inspection.—Yours, &c., E. H. MACMILLAN,
Manager.”