

## CHAPTER 362 - Uplands Bacon Factory Act

*Commencement Date: 7/1/1946*

### **An Act of Parliament to provide for the constitution of the Uplands Bacon Factory (Kenya) limited**

Short title

1. This Act may be cited as the Uplands Bacon Factory Act.

Interpretation  
Cap. 361

2. In this Act, except where the context otherwise requires—

"company" means the Uplands Bacon Factory (Kenya) Limited, created by section 3;

"factory" means the Uplands Bacon Factory;

"Pig Industry Board" means the Pig Industry Board established by section 3 of the Pig Industry Act.

Incorporation of company

L.N.365/1964. Cap. 486. Cap. 480.

3.(1) Upon the commencement of this Act, there shall come into existence and thenceforth exist as a public company limited by shares incorporated under the Companies Act a company having as its name the Uplands Bacon Factory (Kenya) Limited.

(2) Notwithstanding anything contained in the Companies Act, the company shall have as its memorandum and articles of association such memorandum and articles of association as may, from time to time, be approved by the Minister, and the memorandum and articles of association may, notwithstanding anything to the contrary in the Companies Act, be modified from time to time by special resolution of the company in such manner and to such extent as the Minister may then approve.

(3) Sections 33 and 111 and paragraph (d) of section 219 of the Companies Act shall not apply to the company.

(4) Notwithstanding anything to the contrary in the Stamp Duty Act, no stamp duty shall be payable in respect of the original or any increased capital of the company.

Agreements regarding voting at general meeting not enforceable

4. No person shall be entitled to enforce against a shareholder in the company an agreement by that shareholder to vote at a general meeting of the company as any person may direct, notwithstanding any rule of law or equity to the contrary.

Application of Companies Act  
Cap. 486.

5. Save as herein otherwise provided, the company shall be subject to all the provisions of the Companies Act.

#### Vesting of assets in company

6. Upon the commencement of this Act, all the vesting of undertaking, business, goodwill, assets, property real and personal, effects, choses in action, claims, demands, rights and privileges then belonging to the factory or used for the purposes thereof shall be and are hereby vested in the company and shall and may be held, possessed, enjoyed, used, exercised, executed and enforced by the company in the same manner and to the same extent as they could or might have been by the board of management of the factory if this Act had not been passed, notwithstanding that any of the property, effects, choses in action, claims, demands, rights or privileges were by virtue of any law or agreement or otherwise non-assignable or non-transferable without the consent of any person or at all.

#### Assumption of liabilities by company

7. Upon the commencement of this Act the company shall forthwith become and be liable for all the liabilities and obligations of the board of management of the factory, and any person who at that date had any charge, chose in action, claim, demand or right whatsoever against the board of management of the factory or any of the property appertaining to the factory shall be entitled to enforce it against the company and that property in the same manner and to the same extent as that person could or might have enforced it against the board of management of the factory and that property if this Act had not been passed.

#### Voting by Pig Industry Board Cap. 486

8.(1) The Pig Industry Board or its duly appointed representative shall be entitled to vote at any general meeting of the company in respect of any shares held by the Pig Industry Board in its own right.

(2) Any resolution passed by the Pig Industry Board while holding in its own right all the ordinary shares of the company in respect of any matter touching the affairs of the company on which no other shareholder has for the time being any right to vote shall, notwithstanding anything to the contrary in the Companies Act or the articles of association of the company, be as valid and effectual for all purposes as if it was a special extraordinary or ordinary resolution of the company (as the case may require) duly passed at a general meeting of the company duly convened and held.