

COMPANIES.

No. 4 of 1961.

An Ordinance to amend the *Companies Ordinance* 1954, as amended by the *Trustee Companies Ordinance* 1954.

Short title
and citation.

1.—(1.) This Ordinance may be cited as the *Companies Ordinance* 1961.*

(2.) The *Companies Ordinance* 1954,† as amended by the *Trustee Companies Ordinance* 1954,‡ is in this Ordinance referred to as the Principal Ordinance.

(3.) The Principal Ordinance, as amended by this Ordinance, may be cited as the *Companies Ordinance* 1954-1961.

Third Schedule
—item 12.

2. Item 12 in the Third Schedule to the Principal Ordinance is repealed and the following item inserted in its stead:—

" 12	Section 32 ..	Omit and insert—
		<p>‘ 32.—(1) Except with the consent of the Attorney-General, a company shall not be registered by a name that is, in the opinion of the Registrar, undesirable or is a name, or a name of a kind, that the Attorney-General has directed the Registrar not to accept for registration.</p> <p>‘ (2) The Attorney-General shall cause a direction given by him under sub-section (1) of this section to be published in the <i>Gazette</i> and a copy of the direction to be forwarded to the Attorney-General of each State.</p> <p>‘ (3) It shall be lawful to use and no description of a company shall be deemed inadequate or incorrect by reason of the use of—</p> <p>(a) the abbreviation “Co.” or “Coy.” in lieu of the word “Company” contained in the name of a company ;</p> <p>(b) the abbreviation “Pty.” in lieu of the word “Proprietary” contained in the name of a company ;</p> <p>(c) the abbreviation “Ltd.” in lieu of the word “Limited” contained in the name of a company ;</p> <p>(d) the symbol “&” in lieu of the word “and” contained in the name of a company ;</p> <p>(e) the abbreviation “N.L.” in lieu of the words “No-Liability” contained in the name of a company ; or</p> <p>(f) any of such words in lieu of the corresponding abbreviation or symbol contained in the name of a company.</p>

* Made on 9th March, 1961; notified in the *Commonwealth Gazette* and commenced on 6th April, 1961.

† Ordinance No. 14, 1954.

‡ Ordinance No. 16, 1954.

" 12 Section 32—
continued.

'(4) A person may apply in the prescribed form to the Registrar for the reservation of a name set out in the application as—

- (a) the name of an intended company;
- (b) the name to which a company proposes to change its name; or
- (c) the name under which a foreign company proposes to be registered, either originally or on change of name.

'(5) If the Registrar is satisfied as to the *bona fides* of the application and that the proposed name is a name by which the company or foreign company could be registered under this Part without contravention of sub-section (1) of this section, he shall reserve the proposed name for a period of two months from the date of the lodging of the application.

'(6) If, at any time during a period for which a name is reserved, application is made to the Registrar for an extension of that period and the Registrar is satisfied as to the *bona fides* of the application, he may extend that period for a further period of two months.

'(7) During a period for which a name is reserved, no company, foreign company, person, firm or society (other than the company or foreign company in respect of which the name is reserved) shall be registered under this Act or any Ordinance, whether originally or on change of name, under the reserved name or under any other name that, in the opinion of the Registrar, so closely resembles the reserved name as to be likely to be mistaken for that name.

'(8) The reservation of a name under this section in respect of a company or foreign company does not in itself entitle the company or foreign company to be registered by that name, either originally or on change of name.'."

3. Item 14 in the Third Schedule to the Principal Ordinance is repealed and the following item inserted in its stead:—

Third Schedule
—item 14.

" 14 Section 35 ..

Omit sub-sections (1) and (2), insert—

'(1) A company may, by special resolution and with the approval of the Registrar, change its name to a name by which the company could be registered without contravention of sub-section (1) of section thirty-two of this Act.

'(2) If the name of a company is (whether through inadvertence or otherwise and whether originally or by change of name) a name by which the company could not be registered without contravention of sub-section (1) of section thirty-two of this Act, the Registrar may, by notice in writing, direct the company to change its name to a name by which the company could be registered without contravention of that sub-section.

'(2A) Where a company has been registered under this Act by the same name since before the first day of April, One thousand nine hundred and sixty, the Registrar shall not direct the company to change that name unless he is directed to do so by the Attorney-General.

'(2B) A company to which a notice under sub-section (2) of this section is given which does not change its name as directed by the notice within the time specified in the notice is, unless the Attorney-General by order in writing annuls the direction, guilty of an offence, which offence shall be deemed

to continue until the name of the company is so changed, and the offence is punishable by a fine not exceeding Fifty pounds for each day during which the offence continues.

'(2c) A company which has been directed under this section to change its name may change its name, for the purpose of complying with the direction without obtaining the approval of the Registrar.'."

Third Schedule
—item 24.

4. Item 24 in the Third Schedule to the Principal Ordinance is amended by omitting from the column headed "Modifications" the words—

"(1) The Registrar may refuse to register, or may cancel the registration of, a foreign company the name of which is a name referred to in sub-section one of section thirty-two of this Act.",

and inserting in their stead the words—

"(1) Except with the consent of the Attorney-General, a foreign company shall not be registered by a name by which it could not be registered under Part III. of this Act without contravention of sub-section (1) of section thirty-two of this Act, whether on the original registration of the foreign company or consequent upon a change of name.

"(1A) The Registrar may cancel the registration of a foreign company registered by a name referred to in the last preceding sub-section.

"(1B) Where a foreign company has been registered under this Act by the same name since before the first day of April, One thousand nine hundred and sixty, the Registrar shall not cancel the registration of the company under this section unless he is directed to do so by the Attorney-General."