

AUSTRALIAN CAPITAL TERRITORY.

No. 14 of 1954.

AN ORDINANCE

Relating to Companies.

BE it ordained by the Governor-General in and over the Commonwealth of Australia, with the advice of the Federal Executive Council, in pursuance of the powers conferred by the *Seat of Government (Acceptance) Act 1909-1938* and the *Seat of Government (Administration) Act 1910-1947*, as follows:—

PART I.—PRELIMINARY.

1. This Ordinance may be cited as the *Companies Ordinance* Short title.
1954.*
2. This Ordinance shall come into operation on the first day Commencement.
of October, One thousand nine hundred and fifty-four.
3. This Ordinance is divided into Parts, as follows:— Parts.
 - Part I.—Preliminary (Sections 1-6).
 - Part II.—Administration (Sections 7-8).
 - Part III.—Application of the Companies Act, 1936 of the State of New South Wales (Sections 9-10).
 - Part IV.—Investigation of Affairs (Sections 11-21).
 - Part V.—Miscellaneous (Sections 22-24).

4.—(1.) The Ordinances specified in the First Schedule to this Repeal of Ordinances.
Ordinance are repealed.

(2.) All rules, regulations, articles of association, memoranda for registration and memoranda of association duly made or deemed to have been duly made, all registrations duly effected or deemed to have been duly effected, and all other matters or things duly done, under or in accordance with any of the provisions of an Ordinance repealed by this section or of a law of the State continued or adopted by any such Ordinance and in force at the commencement of this Ordinance shall be deemed to be and to have been duly made, effected or done under the corresponding provisions of the Companies Act, as applied by this Ordinance, and as if this Ordinance had been in force when they were made, effected or done, respectively.

* Notified in the *Commonwealth Gazette* on 20th August, 1954.

- (3.) The repeal effected by this section does not affect—
- (a) the incorporation of a company existing immediately before the date of commencement of this Ordinance;
 - (b) Table A in the Second Schedule to the Companies Act, 1899 of the State, as continued in force by the Ordinances repealed by this section, or any part of that Table (either as contained in that Schedule or as altered in pursuance of section seventy-two of that Act, as so continued in force), so far as that Table or part of that Table applies to a company existing immediately before the date of commencement of this Ordinance; or
 - (c) the provisions of the Seventh Schedule to the Companies Act, 1899 of the State, as continued in force by the Ordinances repealed by this section, or any part of that Schedule (either as contained in that Schedule or as altered in pursuance of section two hundred and seven of that Act, as so continued in force), so far as that Schedule or part of that Schedule applies to a company existing immediately before the date of commencement of this Ordinance.

(4.) The provisions of the Companies Act, as applied by this Ordinance, with respect to winding up do not apply to a company of which the winding up has commenced before the commencement of this Ordinance, but such a company shall be wound up in the same manner and with the same incidents as if this Ordinance had not been made and, for the purposes of the winding up, the laws under which the winding up commenced shall be deemed to remain in force.

(5.) Notwithstanding the repeal effected by this section, the provisions of sub-sections (2.) and (4.) of section fifteen of the *Companies Ordinance* 1931-1949 continue to apply in relation to instruments, documents and certified copies handed over in pursuance of that section, and in relation to the memorandum or articles of association or a resolution or instrument of a company to which that section applied.

(6.) A company which, by virtue of section sixteen of the *Companies Ordinance* 1931-1949, was, immediately before the date of commencement of this Ordinance, subject to the provisions of that Ordinance shall be deemed to be subject to the provisions of this Ordinance as if it were a company registered under this Ordinance.

5. The Acts of the State specified in the Second Schedule to this Ordinance shall cease to apply to the Territory as laws of the Territory.

New South
Wales Acts
to cease to
apply.

Definitions.

6. In this Ordinance, unless the contrary intention appears—
“the Companies Act” means the Companies Act, 1936 of the State, and, until such time as is prescribed, includes the Companies Regulations, 1936 of that State as

amended before the date of commencement of this Ordinance or as further amended by virtue of this Ordinance;

“the Registrar” means the Registrar of Companies holding office under this Ordinance, and includes an Acting Registrar of Companies and a Deputy Registrar of Companies so holding office;

“the State” means the State of New South Wales.

PART II.—ADMINISTRATION.

7.—(1.) For the purposes of this Ordinance, the Attorney-General may appoint—

- (a) a Registrar of Companies;
- (b) an Acting Registrar of Companies to act in the office of Registrar of Companies during a vacancy in that office or during the illness or absence of the Registrar of Companies; and
- (c) such Deputy Registrars of Companies and other officers as the Attorney-General considers necessary.

Registrar,
Acting
Registrar and
Deputy
Registrars.

(2.) An Acting Registrar of Companies while acting in the office of Registrar of Companies has, and may exercise and perform, all the powers and functions of the Registrar of Companies.

(3.) Subject to the directions of the Registrar, a Deputy Registrar of Companies has, and may exercise and perform, all the powers and functions of the Registrar.

(4.) The appointment of a Deputy Registrar of Companies does not affect the exercise or performance by the Registrar of Companies or an Acting Registrar of Companies of a power or function.

(5.) The persons holding office immediately before the date of commencement of this Ordinance under the *Companies Ordinance 1931-1949* as Registrar of Companies and Deputy Registrars of Companies shall continue to hold those offices respectively as if they were appointed under this Ordinance.

8.—(1.) The Registrar shall have and use as the seal of his office the seal in use immediately before the date of commencement of this Ordinance as the seal of office of the Registrar of Companies under the *Companies Ordinance 1931-1949*.

Seal.

(2.) The Attorney-General may, by notice in the *Gazette*, alter the design of the seal of office of the Registrar.

(3.) In any legal proceedings, a document that purports to bear the imprint of the seal of office of the Registrar and to be signed and issued by the Registrar shall, unless the contrary is proved, be deemed to be sealed, signed and issued by, or under the direction of, the Registrar and a document so sealed, signed and issued is evidence of the facts stated in the document.

PART III.—APPLICATION OF THE COMPANIES ACT, 1936 OF THE
STATE OF NEW SOUTH WALES.

Application and
modifications.

9. The provisions of the Companies Act apply, by force of this Ordinance, in the Territory as a law of the Territory, subject to the next succeeding section and to the modifications prescribed in the Third Schedule to this Ordinance.

Interpretation.

10. In the application in the Territory of the Companies Act—
- (a) a reference in that Act to the Governor shall be read as a reference to the Governor-General acting with the advice of the Federal Executive Council;
 - (b) a reference in that Act to the Minister or to the Attorney-General shall be read as a reference to the Attorney-General of the Commonwealth;
 - (c) a reference in that Act to the court, the Supreme Court or the Supreme Court in its equitable jurisdiction shall be read as a reference to the Supreme Court of the Territory;
 - (d) a reference in that Act to a Judge or Judges, the Judge, the Chief Judge in Equity or a Judge sitting in Equity shall be read as a reference to the Judge of the Supreme Court;
 - (e) a reference in that Act to the Master in Equity or the Master shall be read as a reference to the Registrar of the Supreme Court;
 - (f) a reference in that Act to the Registrar of Joint Stock Companies shall be read as a reference to the person who, under the law in force in the Territory from time to time, performed functions similar to those performed under the law of the State by the Registrar of Joint Stock Companies;
 - (g) a reference in that Act to New South Wales, the State of New South Wales or the State shall be read as a reference to the Territory (including the Jervis Bay Territory);
 - (h) a reference in that Act to the Companies Act, 1899 shall be read as a reference to the Companies Act, 1899 of the State in its application in the Territory before the commencement of this Ordinance;
 - (i) the expression “this Act” or “the Companies Act, 1936” in that Act shall be read as referring to the Companies Act in its application in the Territory;
 - (j) the expressions “any enactment hereby repealed”, “the Acts repealed by this Act”, “any Act repealed by this Act” and “the repealed enactment” in that Act shall be read as referring to the Acts of the State specified in the Second Schedule to this Ordinance.

- in their application in the Territory before the date of commencement of this Ordinance, or one or more of those Acts, as the case may require;
- (k) a reference in that Act to a particular Act of the State shall be read as a reference to that particular Act in its application in the Territory;
 - (l) a reference in that Act to the Gazette shall be read as a reference to the *Commonwealth of Australia Gazette*; and
 - (m) a reference in that Act to the commencement of that Act shall be read as a reference to the commencement of this Ordinance.

PART IV.—INVESTIGATION OF AFFAIRS.

11.—(1.) This Part shall be interpreted as if it were part of the Companies Act in its application to the Territory, as modified by this Ordinance. Interpretation.

(2.) In this Part, “officer or agent”, in relation to a company, means a person who is, or has at any time been, a director, officer, agent, banker, solicitor or auditor of the company.

(3.) In this Part, “company” includes a foreign company.

12.—(1.) The Attorney-General may appoint one or more competent inspectors to investigate the affairs of a company and to report on those affairs in such manner as the Attorney-General directs— Appointment of inspectors upon application of members.

- (a) in the case of a company having a share capital—on the application of not less than two hundred members or of members holding not less than one-tenth of the shares issued;
- (b) in the case of a company not having a share capital—on the application of not less than one-fifth in number of the persons on the company’s register of members.

(2.) The application shall be supported by such evidence as the Attorney-General requires for the purpose of showing that the applicants have good reason for requiring the investigation, and the Attorney-General may, before appointing an inspector, require the applicants to give security for payment of the costs of the investigation.

13. Without prejudice to his powers under the last preceding section, the Attorney-General— Appointment of inspectors in other cases.

- (a) shall appoint one or more competent inspectors to investigate the affairs of a company and to report on those affairs in such manner as the Attorney-General directs, if—
 - (i) the company by special resolution; or
 - (ii) the Court by order,

declares that the affairs of the company ought to be investigated by an inspector appointed by the Attorney-General; and

(b) may make such an appointment if it appears to the Attorney-General that there are circumstances suggesting—

- (i) that the business of the company is being conducted with intent to defraud its creditors or the creditors of another person or otherwise for a fraudulent or unlawful purpose or in a manner oppressive of any of its members or that the company was formed for a fraudulent or unlawful purpose;
- (ii) that persons concerned with the formation of the company or the management of its affairs have, in connexion with that formation or management, been guilty of fraud, misfeasance or other misconduct towards it or towards its members; or
- (iii) that its members have not been given all the information with respect to its affairs that they might reasonably expect.

Access to premises and records.

14. An inspector appointed under this Part shall, at all reasonable times, have full and free access to premises in which records, books or documents of the company are kept and may make extracts from, or copies of, those records, books and documents.

Power to obtain information and examine witnesses.

15.—(1.) An inspector appointed under this Part to investigate the affairs of a company may require an officer or agent of the company—

- (a) to furnish, within such time as the inspector directs, to the inspector or to a person appointed by the inspector, such information relating to the affairs of the company as the inspector requires;
- (b) to attend, at a time and place fixed by the inspector, before the inspector and give evidence relating to the affairs of the company; or
- (c) to produce, at a time and place fixed by the inspector, all records, books and documents in his custody or under his control relating to the affairs of the company.

(2.) An inspector may require the information to be furnished, or the evidence to be given, on oath or affirmation and either orally or in writing and, for that purpose, he, or a person appointed by him, may administer an oath or affirmation.

(3.) If an officer or agent of the company refuses or fails to produce to the inspector a record, book or document which it is his duty under this section so to produce, or refuses or fails to answer a question put to him by the inspector with respect to the affairs of the company or refuses or fails to be sworn or make an affirmation, the inspector may certify the refusal or failure under his hand to the Court, and the Court may thereupon inquire into the case, and, after hearing any witnesses who may be produced against or on behalf of the alleged offender and after hearing any statement that may be offered in defence, punish the offender in like manner as if he had been guilty of contempt of the Court.

(4.) If an inspector thinks it necessary for the purpose of his investigation that a person whom he has no power to examine on oath should be so examined, he may apply to the Court for an order under this sub-section, and the Court may, if it sees fit, order that person to attend and be examined on oath before it on any matter relevant to the investigation.

(5.) On an examination in pursuance of an order under the last preceding sub-section—

- (a) the inspector may take part in the proceedings either personally or by solicitor or counsel;
- (b) the Court may put such questions to the person being examined as the Court thinks fit;
- (c) the person being examined shall answer all such questions as the Court may put or allow to be put to him; and
- (d) the person being examined may be represented by solicitor or counsel who may put to him such questions as the Court allows for the purpose of enabling him to explain or qualify any answers given by him,

and notes of the examination shall be taken down in writing, and shall be read over to or by, and signed by, the person examined, and may thereafter be used in evidence against him.

16.—(1.) A person shall not, with intent to defeat the purposes of this Part, or with intent to delay or obstruct an investigation under this Part— Destruction of books, &c.

- (a) destroy or alter a record, book or document of, or relating to, a company; or
- (b) send, attempt to send, or conspire with another person to send, out of the Territory such a record, book or document.

Penalty: Five hundred pounds or imprisonment for two years.

(2.) In a prosecution for an offence against the last preceding sub-section, if it is proved that the person charged has destroyed or altered a record, book or document, or has sent or attempted to send or conspired to send out of the Territory a record, book or document, the onus of proving that, in so doing, he did not act with intent to defeat the purposes of this Part or to delay or obstruct an investigation under this Part is upon the person charged.

Reports.

17.—(1.) An inspector may, and, if so directed by the Attorney-General, shall, make interim reports to the Attorney-General, and on the conclusion of the investigation shall make a final report to the Attorney-General.

(2.) The Attorney-General shall—

- (a) cause a copy of each report made by the inspector to be forwarded to the registered office of the company;
- (b) if he thinks fit, cause a copy of a report made by an inspector to be furnished on request and on payment of the prescribed fee to a person who is a member of the company or whose interests as a creditor of the company appear to the Attorney General to be effected;
- (c) where an inspector appointed under section twelve of this Ordinance has made a report, furnish, upon request, a copy of the report to the applicants for the investigation; and
- (d) where an inspector appointed under section thirteen of this Ordinance in pursuance of an order of the Court has made a report, furnish a copy of the report to the Court.

(3.) The Attorney-General may, if he thinks fit, cause the report of an inspector to be printed and published.

Prosecutions based on report.

18.—(1.) If, after considering a report of an inspector, the Attorney-General considers—

- (a) that a person has been guilty of an offence in relation to a company for which that person is criminally liable; and
- (b) that the case is one in which a prosecution should be instituted,

the Attorney-General shall cause proceedings for that prosecution to be instituted accordingly.

(2.) It shall be the duty of all officers and agents of the company (other than the defendant in the proceedings) to give all assistance in connexion with the prosecution that they are reasonably able to give.

19.—(1.) The costs and expenses of, and incidental to, an investigation of a company under this Part shall be defrayed— Costs of investigation.

- (a) where, as a result of the investigation, the Attorney-General causes a prosecution to be instituted—by the Commonwealth or by a person who is convicted as a result of the prosecution, as the Attorney-General directs;
- (b) where the inspector was appointed under section twelve of the Ordinance and the last preceding paragraph does not apply—by the applicants for the investigation, by the company, or in part by the applicants and in part by the company, as the Attorney-General directs; and
- (c) in any other case—by the company, by the Commonwealth, or in part by the company and in part by the Commonwealth, as the Attorney-General directs.

(2.) The costs and expenses to be defrayed by a company or person under this section, as certified by the Attorney-General, are a debt due to the Crown in right of the Commonwealth and may be recovered from the company or person in a court of competent jurisdiction.

(3.) An inspector appointed otherwise than of the Attorney-General's own motion may, if the inspector thinks fit, and shall, if the Attorney-General so directs, make a recommendation as to the directions, if any, which the inspector thinks appropriate, in the light of his investigation, to be given under paragraph (b) or (c) of sub-section (1.) of this section.

20. For the purposes of an investigation under this Part, an inspector may employ such assistance as he considers necessary and may, by writing under his hand, authorize a person to do any act or thing, except to examine a person on oath, which the inspector may do in relation to an investigation. Inspector may employ assistance.

21. A copy of the report of an inspector appointed under this Ordinance, certified as correct by the Secretary, Attorney-General's Department, is admissible in any legal proceeding as evidence of the opinion of the inspector in relation to any matter contained in the report. Copy of report to be evidence.

PART V.—MISCELLANEOUS.

22.—(1.) The Ordinances specified in the first column of the Fourth Schedule to this Ordinance are amended as respectively set out in the second column of that Schedule. Amendments of Ordinances.

(2.) An Ordinance specified in the first column of the Fifth Schedule to this Ordinance, as amended by this Ordinance, may be cited in the manner specified in the second column of that Schedule opposite to the reference to that Ordinance in the first column.

Registration of
Orders affecting
and.

23. An order relating to land made under the Companies Act in its application in the Territory is not effective until—

- (a) where the land is subject to the *Real Property Ordinance* 1925-1951—all entries which are necessary to give effect to such an order under that Ordinance have been made in the register book kept under that Ordinance; or
- (b) where the land is not so subject—the order has been registered in the office of the Registrar-General of the State.

Regulations.

24.—(1.) The Attorney-General may make regulations, not inconsistent with this Ordinance, for prescribing all matters which are necessary or convenient to be prescribed for carrying out or giving effect to this Ordinance or the Companies Act in its application in the Territory.

(2.) The Regulations may repeal or amend any of the provisions of the Companies Regulations, 1936 of the State in their application to the Territory by virtue of this Ordinance.

THE SCHEDULES.

FIRST SCHEDULE.

Section 4 (1.).

ORDINANCES REPEALED.

Companies Ordinance 1931.
Companies Ordinance 1932.
Companies Ordinance 1935.
Companies Ordinance 1938.
Companies Ordinance 1949.
Companies (Investigation of Affairs) Ordinance 1934.
Companies (Investigation of Affairs) Ordinance 1936.
Companies (Investigation of Affairs) Ordinance (No. 2) 1936.
Companies (Liquidation) Ordinance 1935.
Companies (Liquidation) Ordinance 1936.
Companies (Liquidation) Ordinance 1938.
Companies (Receiver and Manager) Ordinance 1934.

SECOND SCHEDULE.

Section 5.

ACTS OF THE STATE OF NEW SOUTH WALES WHICH CEASE TO APPLY TO THE TERRITORY.

Companies Act, 1899.
 Companies Act Amendment Act, 1900.
 Companies (Amendment) Act, 1906.
 Companies (Amendment) Act, 1907.
 Companies (Registration of Securities) Act, 1918.

THIRD SCHEDULE.

Section 9.

MODIFICATIONS OF THE COMPANIES ACT, 1936 IN ITS APPLICATION IN THE TERRITORY.

Item No.	Provisions Modified.	Modifications.
1	Section 1 ..	Omit sub-sections (2) and (3).
2	Section 2 ..	<p>(a) Omit— “PART II.—ADMINISTRATION OF ACT—s. 7.”</p> <p>(b) Omit— “DIVISION 7.—<i>Inspection</i>—ss. 116-119.”</p> <p>(c) Omit— “SCHEDULES 1-13.”, insert— “SCHEDULES 2-13.”</p>
3	Section 3 ..	Omit.
4	Section 4 ..	Omit.
5	Section 5 ..	<p>(a) Omit from sub-section (2) “Act” (second and third occurring), insert “law”.</p> <p>(b) Omit from sub-section (3) “, or of section forty-three of the Public Trustee Act, 1913”.</p>
6	Section 6 ..	<p>(a) Omit from sub-section (1) the definition of “Administrator”, insert— “‘Administrator’ means an administrator within the meaning of the <i>Administration and Probate Ordinance 1929-1953</i>, and includes the Curator of Estates of Deceased Persons acting as a collector of an estate under Part VI. of that Ordinance.”</p> <p>(b) Omit from the definition of “Foreign company” the words “, and includes a company incorporated under the law for the time being in force in the Territory for the Seat of Government of the Commonwealth of Australia”.</p> <p>(c) Omit the definitions of “General rules” and “Judge”.</p> <p>(d) Omit the definition of “Prescribed”, insert— “‘Prescribed’ means prescribed by— (a) this Act; (b) the Companies Regulations, 1936 as in force in the Territory by force of the <i>Companies Ordinance 1954</i>; (c) regulations under the <i>Companies Ordinance 1954</i>; (d) rules of court of the Supreme Court; or (e) rules of court that are applicable to the Supreme Court by virtue of section twenty-seven of the <i>Australian Capital Territory Supreme Court Act 1933-1950</i>. “‘Printed’ includes type-written, lithographed, or reproduced by other mechanical means.”</p> <p>(e) Omit the definition of “State”.</p> <p>(f) Omit the definition of “The Companies Acts”, insert— “‘The Companies Acts’ means the Acts of the State specified in the Second Schedule to the <i>Companies Ordinance 1954</i>, in their application in the Territory before the date of commencement of that Ordinance.”</p>

THIRD SCHEDULE—*continued.*

Item No.	Provisions Modified.	Modifications.
6	Section 6— <i>contd.</i>	<p>(g) Omit the definition of “The Registrar-General”, insert— “ ‘The Registrar’ or ‘The Registrar-General’ means the Registrar of Companies appointed under the <i>Companies Ordinance 1954</i>, and includes an Acting Registrar of Companies or Deputy Registrar of Companies so appointed.”</p> <p>(h) Omit from sub-section (6) “or any Act which was repealed or replaced by any such Act”.</p>
7	Part II. ..	Omit.
8	Section 10 ..	In paragraph (a) of sub-section (1), after “ ‘ Limited ’ ”, insert “or the abbreviation ‘ Ltd.’ ”.
9	Section 11 ..	In paragraph (a) of sub-section (1), after “ ‘ Limited ’ ”, insert “or the abbreviation ‘ Ltd.’ ”.
10	Section 25 ..	<p>(a) After “Act of Parliament”, in sub-section (1), insert “or Ordinance”.</p> <p>(b) After “an Act”, in that sub-section, insert “or Ordinance”.</p>
11	Section 30 ..	Omit from sub-section (2) “solicitor of the court”, insert “legal practitioner”.
12	Section 32 ..	<p>Omit and insert— “32.—(1) A company shall not be registered by, or change its name to, a name— (a) which is the same as, or, in the opinion of the Registrar, is likely to be mistaken for— (i) the name of another company or of a foreign company registered under this Act unless that other company or foreign company is in the course of dissolution and consents, by notice to the Registrar, to the use of its name by the company to be registered or the name of which is to be changed; (ii) the name reserved under the next succeeding sub-section for a company proposed to be registered; (iii) the name of an association incorporated under the <i>Associations Incorporation Ordinance 1953-1954</i>; (iv) the name of a firm or person registered under the <i>Business Names Ordinance 1933-1953</i>, other than a firm or person the business of which is being taken over by the company; (v) the name of a co-operative trading society registered under the <i>Co-operative Trading Societies Ordinance 1939-1954</i>; or (vi) the name of a friendly society registered under the Friendly Societies Act, 1899, the Friendly Societies (Amendment) Act, 1900, the Friendly Societies (Further Amendment) Act, 1901 and the</p>

THIRD SCHEDULE—*continued.*

Item No.	Provisions Modified.	Modifications.
12	Section 32— <i>contd.</i>	<p>Friendly Societies (Amendment) Act, 1906, or, if the company is a friendly society, the name of another friendly society so registered ;</p> <p>(b) which, unless the name has been approved by the Attorney-General for use by the company—</p> <p>(i) contains the words, or an abbreviation of the words, 'building society' or the word, or an abbreviation of the word, 'chartered', 'co-operative', 'municipal', 'trust' or 'trustee'; or</p> <p>(ii) in the opinion of the Registrar is likely to suggest to members of the public connexion with the Government of the Commonwealth, of a State or of any other part of Her Majesty's dominions ;</p> <p>(c) which contains the words 'Chamber of Commerce' or 'Chamber of Manufactures' unless the company has been licensed under section thirty-four of this Act to be registered without the addition of the word 'Limited' to its name ;</p> <p>(d) which contains the word, or an abbreviation of the word, 'limited', 'no-liability' or 'proprietary' unless the company is to be, or is, registered as a limited company, a no-liability company or a proprietary company, as the case may be ;</p> <p>(e) which, unless the name has been approved by the Governor-General for use by the company, contains the word 'Royal', 'King', 'Queen' or 'Imperial' or, in the opinion of the Registrar, is likely to suggest to members of the public the patronage of Her Majesty or of a member of the Royal Family ;</p> <p>(f) which, in the opinion of the Registrar, is blasphemous or is likely to be offensive to members of the public ; or</p> <p>(g) which, in the opinion of the Registrar, is likely to mislead members of the public as to the nature, or the objects or purposes, of the company.</p> <p>“(2) Where—</p> <p>(a) a company that has resolved to change its name, or a person on behalf of such a company, lodges a notice with the Registrar specifying the proposed new name of the company ; or</p> <p>(b) a legal practitioner engaged in the formation of a company, or the person named in the proposed articles as a director or the secretary of a proposed company, lodges a notice with the Registrar specifying the name by which it is proposed that that company be registered,</p>

THIRD SCHEDULE—*continued.*

Item No.	Provisions Modified.	Modifications.
12	Section 32— <i>contd.</i>	<p>the Registrar may, unless that name is a name referred to in the last preceding sub-section, reserve that name for the company or proposed company for a period of thirty days after the day on which the notice is so lodged.</p> <p>“(3) For the purposes of this Part, it is lawful to use—</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; or</p> <p>(e) any of those words in lieu of an abbreviation of, or symbol representing, that word contained in the name of a company.”</p>
13	Section 34 ..	Omit “Governor” (wherever occurring), insert “Attorney-General”.
14	Section 35 ..	<p>(a) Omit from sub-section (1) “Governor”, insert “Attorney-General”.</p> <p>(b) Omit sub-section (2), insert—</p> <p>“(2) Where a company has been registered under a name referred to in sub-section one of section thirty-two of this Act, the Registrar may, by notice in writing, require the company to change its name to a name which is not a name referred to in that sub-section.</p> <p>“(2A) A company to which a notice under the last preceding sub-section is given which does not change its name as required by the notice within the time specified in the notice is 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.</p> <p>“(2B) A company which has been required under this section to change its name may change its name, for the purpose of complying with the requirement, without obtaining the approval of the Attorney-General.”.</p>
15	Section 37 ..	<p>(a) Omit from the proviso to paragraph (b) of sub-section (3) “Governor”, insert “Attorney-General”.</p> <p>(b) After sub-section (4) insert the following sub-section :—</p> <p>“(4A) An existing company, being a company limited by shares and not being a no-liability company—</p> <p>(a) whose name includes the word ‘proprietary’ or an abbreviation of that word; and</p> <p>(b) whose memorandum or articles of association conform to the provisions of paragraph (a) of sub-section one of this section,</p>

THIRD SCHEDULE—*continued.*

Item No.	Provisions Modified.	Modifications.
15	Section 37— <i>contd.</i>	shall, within six months after the commencement of this Act, file with the Registrar a statutory declaration by a director or manager of the company that the memorandum or articles of association of the company so conform, and the Registrar may thereupon issue a certificate of incorporation altered so as to certify that the company is a proprietary company.”.
16	Section 40 ..	Omit from sub-section (4) “Governor”, insert “Attorney-General”.
17	Section 44 ..	<p>(a) Omit from sub-paragraph (i) of paragraph (d) of sub-section (1) “in at least two newspapers circulating in the town or district in which the company’s registered office is to be situated”, insert “in a newspaper published and circulating in the Territory”.</p> <p>(b) Omit from sub-paragraph (ii) of paragraph (d) of sub-section (1) “newspapers”, insert “newspaper”.</p> <p>(c) Omit sub-paragraph (iii) of paragraph (i) of sub-section (1), insert— “(iii) When a call has been made, not less than fourteen days’ notice of the day on which the call will fall due and of the place for payment of the call shall be given in a newspaper published and circulating in the Territory.”.</p> <p>(d) Omit sub-paragraph (ii) of paragraph (k) of sub-section (1), insert— “(ii) When a share has been forfeited under the last preceding sub-paragraph, that share shall be sold by public auction the date of which has been advertised, not less than seven days before that date, in a newspaper published and circulating in the Territory.”.</p>
18	Section 45 ..	<p>(a) Omit from sub-section (1) “Act or Imperial Act” (wherever occurring), insert “Act, Imperial Act or Ordinance”.</p> <p>(b) Omit sub-section (3), insert— “(3) Nothing in this Part affects the operation of section thirty-eight A of the <i>Co-operative Trading Societies Ordinance 1939-1954</i>.”.</p>
19	Section 48 ..	After the words “Imperial Act,” in paragraph (b), insert “Ordinance,”.
20	Section 49 ..	After “Imperial Act,” in paragraph (b), insert “Ordinance,”.
21	Section 57 ..	<p>(a) After “Imperial Act,” in sub-sections (2) and (6) insert “Ordinance”.</p> <p>(b) Omit from paragraph (c) of sub-section (3) “any Act or Imperial Act”, insert “any Act, Imperial Act or Ordinance”.</p> <p>(c) After “Imperial Act,” in sub-section (4), insert “Ordinance,”.</p>
22	Section 58 ..	Omit from sub-section (4) “Act” (first occurring), insert “Ordinance”.

THIRD SCHEDULE—continued.

Item No.	Provisions Modified.	Modifications.
23	Section 67 ..	Omit sub-section (2), insert— “(2) The Registrar shall, at the cost of the company, advertise the return referred to in paragraph (d) or (e) of the last preceding sub-section in the Gazette and in a newspaper published and circulating in the Territory.”.
24	Section 70 ..	Omit and insert— “70.—(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. “(2) A foreign company the registration of which is refused or cancelled under this section shall not carry on business or establish or keep a place of business in the Territory. “(3) A company which contravenes the provisions of this section, and every officer or agent of the company knowingly concerned in the contravention of this section, shall be guilty of an offence punishable by a fine not exceeding Fifty pounds and, in the case of a continuing offence, Five pounds for every day during which the offence continues.”.
25	Section 72 ..	After sub-section (1), insert— “(1A) At the expiration of twelve months after the filing by a company of a notice under sub-section one of this section the Registrar may, unless cause to the contrary is shown by the company, strike its name off the register. “(1B) Until removal of the name of the company from the register any process or notice may be served on the company as provided by section sixty-six of this Act. “(1c) The provisions of sub-sections one, two, three and six of section three hundred and twenty-three apply, so far as applicable, to a company to which this Part applies, where the Registrar has reasonable cause to believe that the company is not carrying on business in the Territory.”.
26	Section 82 ..	Omit and insert— “82. A company may, in each period of twelve months commencing on the first day of January, close the register of members for a time or times not exceeding in the aggregate thirty days, if the company gives at least fourteen days' notice of that time or those times by advertisement in a newspaper published and circulating in the Territory.”.
27	Division 7, Part VII.	Omit.
28	Section 134 ..	Omit the second paragraph from sub-section (2).
29	Section 182 ..	Omit paragraph (a), insert— “(a) an advertisement shall be inserted in a newspaper published and circulating in the Territory and in the Gazette containing particulars of the lost document and giving notice of the intention of the company, at the expiration of a period of twenty-one days from the date of the publication of the advertisement, to issue a duplicate of the lost document;”.

THIRD SCHEDULE—continued.

Item No.	Provisions Modified.	Modifications.
30	Section 185 ..	<p>(a) After "the Real Property Act, 1900," in paragraph (a) of sub-section (1), insert "the <i>Real Property Ordinance 1925-1951</i>".</p> <p>(b) Omit from paragraph (h) of sub-section (1) "the Liens on Crops and Wool and Stock Mortgages Act of 1898", insert "the <i>Instruments Ordinance 1933-1949</i>".</p> <p>(c) Omit from sub-section (3) "Act" (first occurring), insert "law".</p> <p>(d) Omit from sub-section (3) "the Bills of Sale Act of 1898 or the Liens on Crops and Wool and Stock Mortgages Act of 1893", insert "the <i>Instruments Ordinance 1933-1949</i>".</p> <p>(e) Omit from sub-section (3) "either of the last-mentioned Acts", insert "that Ordinance".</p>
31	Section 210 ..	<p>Omit sub-section (2), insert—</p> <p>"(2) When an investigation of the affairs of a company has been made by an inspector appointed in pursuance of Part IV. of the <i>Companies Ordinance 1954</i> and it appears to the Attorney-General from the report that it is expedient that the company should be wound up, a petition for the winding up of the company may be presented to the court by the Attorney-General."</p>
32	Section 215 ..	<p>Omit "and shall be subject to the provisions of Division I of Part XXIII of the Conveyancing Act, 1919-1932".</p>
33	Section 227 ..	<p>(a) Omit "Governor" (wherever occurring), insert "Attorney-General".</p> <p>(b) Omit from sub-section (2) "The provisions of the Public Service Act, 1902, shall not apply to such appointments or to such persons."</p>
34	Section 254 ..	<p>Omit from sub-section (10) "and subject to general rules,".</p>
35	Section 257 ..	<p>Omit from sub-section (2) "general rules", insert "order of the court".</p>
36	Section 258 ..	<p>Omit.</p>
37	Section 271 ..	<p>Omit from sub-section (2) "circulating in the district where the registered office or the principal place of business of the company is situate", insert "published and circulating in the Territory".</p>
38	Section 273 ..	<p>Omit from sub-section (2) "circulating in the district where the registered office or principal place of business of the company is situate", insert "published and circulating in the Territory".</p>
39	Section 275 ..	<p>Omit from sub-section (2) "the general rules", insert "rules of the court".</p>
40	Section 280 ..	<p>Omit from sub-section (2) "circulating in the district where the registered office or the principal place of business of the company is situate", insert "published and circulating in the Territory".</p>
41	Section 297 ..	<p>(a) Omit from sub-sections (1) and (2) "the Workers' Compensation Act, 1926-1929, or any Act replaced by that Act", insert "the <i>Workmen's Compensation Ordinance 1951-1952</i>".</p> <p>(b) Omit from the proviso to paragraph (c) of sub-section (1) "any such Act", insert "that Ordinance".</p> <p>(c) Omit from paragraph (d) of sub-section (1) "Act or".</p> <p>(d) Omit from sub-section (2) "any such Act", insert "that Ordinance".</p>
42	Section 299 ..	<p>Omit the second paragraph.</p>

THIRD SCHEDULE—continued.

Item No.	Provisions Modified.	Modifications.
43	Section 300 ..	Omit from sub-section (6) all the words from and including “, and on any such vesting order being made” to “that Act as are necessary”.
44	Section 302 ..	Omit from the definition of “Goods” in sub-section (3) “by virtue of Part III of the Judgment Creditors Remedies Act, 1901, or of any other Act”.
45	Section 315 ..	(a) Omit from sub-section (3) “general rules”, insert “the regulations”. (b) Omit from sub-section (4) “general rules”, insert “regulations”.
46	Section 317 ..	Omit.
47	Section 324 ..	After “in substitution for that Act,” in sub-section (1), insert “or under the <i>Real Property Ordinance 1925-1951</i> ,”.
48	Section 326 ..	Omit sub-section (3), insert— “ (3) The Registrar shall apply any moneys received by him in the exercise of a power or function conferred on him under this Act— (a) in defraying the costs and expenses of and incidental to the exercise of that power or function; and (b) in making, out of the moneys remaining after those costs and expenses have been defrayed, any payment authorized by this Act, and shall pay the remainder, if any, of the moneys to the Treasurer. “ (4) The Treasurer shall pay all moneys paid to him under this section into the Consolidated Revenue Fund of the Commonwealth. “ (5) A person claiming to be entitled to any money paid to the Treasurer under this section may apply to the court for an order for payment to him of a sum due to him and the court, if satisfied that the person claiming is entitled to the payment of that sum, shall make an order for the payment accordingly. “ (6) Upon the making of an order under the last preceding sub-section for payment of any money to a person, or where he is otherwise satisfied that a person is entitled to any money paid to the Treasurer under this section, the Treasurer shall pay an amount equal to that money to that person. “ (7) The provisions of this section do not deprive a person of another right or remedy to which he is entitled against the liquidator or another person.”.
49	Section 328 ..	Omit “Auditor-General”, insert “Auditor-General of the Commonwealth”.
50	Section 335 ..	Omit sub-section (3).
51	Section 339 ..	Omit from sub-section (4) “A reference in such section to the Registrar shall be deemed to refer to the Registrar-General.”.

THIRD SCHEDULE—continued.

Item No.	Provisions Modified.	Modifications.
52	Section 343 ..	Omit from the definition of "Shares" in sub-section (8) "the Co-operation Act, 1923-1935," insert "the <i>Co-operative Trading Societies Ordinance 1939-1954</i> ".
53	Section 346 ..	Omit "Act or Imperial Act" in the definition of "Company", insert "Act, Imperial Act or Ordinance".
54	Section 365 ..	Omit sub-section (2).
55	Section 366 ..	Omit.
56	Section 367 ..	Omit from sub-section (1) "the Unclaimed Moneys Act, 1917", insert "the <i>Companies (Unclaimed Assets and Moneys) Ordinance 1950-1954</i> ".
57	Section 368 ..	Omit "by regulations made by the Governor under the provisions of this Act".
58	Section 371 ..	After "any Act" (wherever occurring), insert "or Ordinance".
59	Section 375 ..	After "any Act", insert "or Ordinance".
60	Section 379 ..	(a) Omit from sub-section (1) "or in compliance with section fifty-seven of the Companies Act, 1874, thereby repealed,". (b) Omit from sub-section (4) "or of section fifty-seven of the Companies Act, 1874, as the case may be,". (c) Omit the second paragraph of sub-section (4).
61	Section 380 ..	(a) Omit from sub-section (1) the words "The Governor may make regulations not inconsistent with this Act", insert "The power of the Attorney-General under the <i>Companies Ordinance 1954</i> to make regulations shall be deemed to include power to make regulations, not inconsistent with this Act". (b) Omit from sub-section (4) "Governor", insert "Attorney-General". (c) Omit sub-sections (2), (3), (5) and (6).
62	Schedule One ..	Omit.
63	Schedule Six ..	Omit "as to compliance with the Unclaimed Moneys Act, 1917", insert "under section three hundred and sixty-seven of the Companies Act, 1936".
64	Schedule Eleven	Omit "Sec. 7.—Administration of Act."
65	Schedule Twelve	Omit "relating to the Unclaimed Moneys Act, 1917", insert "under section three hundred and sixty-seven of the Companies Act, 1936".
66	Schedule Thirteen	(a) Omit from Part I.— "Sec. 7 (3) (6).—Relating to administration of Act by Registrar-General and returns to be made to Minister." (b) Omit from that Part "relating to Unclaimed Moneys Act, 1917", insert "under section three hundred and sixty-seven of the Companies Act, 1936". (c) Omit Part II.

FOURTH SCHEDULE.

Section 22 (1).

First Column. Ordinances Amended.	Second Column. Amendments.
<i>Associations Incorporation Ordinance 1953</i>	Section 2— Omit the definition of “ the Companies Acts ” and “ the Registrar ”, insert— “ the Companies Acts ’ means the Companies Act, 1936 of the State of New South Wales in its application in the Territory, as modified by the <i>Companies Ordinance 1954</i> ; ‘ the Registrar ’ has the same meaning as in the <i>Companies Ordinance 1954</i> ; ”.
<i>Australian Mutual Provident Society Ordinance 1945</i>	Section 10— Omit from sub-section (3.) “ section seven of the Companies (Amendment) Act 1906 ”, insert “ section sixty-two of the Companies Act, 1936 ”.
<i>Companies (Unclaimed Assets and Moneys) Ordinance 1950</i>	Section 3— Omit from paragraph (b) “ section sixteen of the <i>Companies Ordinance 1931-1949</i> ”, insert “ sub-section (6.) of section four of the <i>Companies Ordinance 1954</i> ”.
<i>Co-operative Trading Societies Ordinance 1939-1950</i>	Section 4— Omit the definition of “ the Companies Act ”, insert— “ the Companies Act ’ means the Companies Act, 1936 of the State of New South Wales in its application in the Territory, as modified by the <i>Companies Ordinance 1954</i> ; ”.
<i>Trustee Companies Ordinance 1947</i>	Section 24— Omit from sub-section (1.) “ the <i>Companies Ordinance 1931-1938</i> ”, insert “ the <i>Companies Ordinance 1954</i> ”.

FIFTH SCHEDULE.

Section 22 (2.).

CITATION OF ORDINANCES AMENDED.

First Column.	Second Column.
<i>Associations Incorporation Ordinance 1953</i>	<i>Associations Incorporation Ordinance 1953-1954</i>
<i>Australian Mutual Provident Society Ordinance 1945</i>	<i>Australian Mutual Provident Society Ordinance 1945-1954</i>
<i>Companies (Unclaimed Assets and Moneys) Ordinance 1950</i>	<i>Companies (Unclaimed Assets and Moneys) Ordinance 1950-1954</i>
<i>Co-operative Trading Societies Ordinance 1939-1950</i>	<i>Co-operative Trading Societies Ordinance 1939-1954</i>
<i>Trustee Companies Ordinance 1947</i>	<i>Trustee Companies Ordinance 1947-1954</i>

Dated this twenty-sixth day of July, 1954.

W. J. SLIM
Governor-General.

By His Excellency's Command,

J. A. SPICER
for and on behalf of the
Minister of State for the Interior.Printed for the GOVERNMENT of the COMMONWEALTH by A. J. ARTHUR
at the Government Printing Office, Canberra.