

AUSTRALIAN CAPITAL TERRITORY.

Regulations 1956. No. 14.

Regulations under the *Companies Ordinance* 1954.*

I, NEIL O'SULLIVAN, the Attorney-General of the Commonwealth, in pursuance of the powers conferred upon me by the *Companies Ordinance* 1954, hereby make the following Regulations.

Dated this twelfth day of December, 1956.

NEIL O'SULLIVAN

Attorney-General.

COMPANIES REGULATIONS.

1. These Regulations may be cited as the Companies Regulations. Citation.

2.—(1.) The Companies Regulations, 1936 of the State of New South Wales in their application to the Territory, including the amendments referred to in section 6 of the Ordinance, are repealed, and the prescribed time for the purposes of the definition of "the Companies Act" in that section is the time of the commencement of these Regulations. Repeal and saving.

(2.) The repeal effected by the last preceding sub-regulation shall be deemed to have the same effect as if the regulations repealed were regulations made under the Ordinance.

3. In these Regulations, unless the contrary intention appears— Definitions.
"document" includes a notice, statutory declaration, statement, return, copy, consent, list, abstract and particulars;
"the Act" means the Companies Act, 1936 of the State of New South Wales in its application to the Territory;
"the Companies Regulations, 1936" means the Companies Regulations, 1936 of the State of New South Wales as in force in the State immediately before the date of commencement of these Regulations;
"the Ordinance" means the *Companies Ordinance* 1954.

4.—(1.) The forms set out in Schedule Two to the Companies Regulations, 1936 in relation to the corresponding purposes of the law of the State of New South Wales are, subject to this regulation and to the modifications set out in the First Schedule to these Regulations, the prescribed forms for the purposes of the Act. Forms.

(2.) Where a form to be used for the purposes of the Act or of these Regulations contains a form of declaration in accordance with the Oaths Act, 1900 of the State of New South Wales, the declaration may be made in accordance with the *Statutory Declarations Act* 1911-1950, and the form may be altered accordingly.

* Notified in the *Commonwealth Gazette* on 24th December, 1956.
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(3.) Expressions in a form to be used for the purposes of the Act or of these Regulations have the same meaning as those expressions have in the Act.

(4.) Strict compliance with the prescribed forms is not necessary and substantial compliance is sufficient.

(5.) A reference in these Regulations to a form by number is a reference to the prescribed form so numbered in Schedule Two to the Companies Regulations, 1936 as modified in accordance with these Regulations.

Fees.

5.—(1.) The fees specified in the Second Schedule to these Regulations are, in respect of the matters in that Schedule opposite to which they are so specified, the prescribed fees for the purposes of the Act.

(2.) Payment of fees shall be made to the Registrar in such manner as the Registrar directs.

Documents for filing.

6.—(1.) The Registrar may refuse to receive a document for filing unless the document—

- (a) is accompanied by the prescribed fee;
- (b) is legibly and clearly written or printed;
- (c) is prepared on paper of medium weight and good quality;
- (d) has a margin of one and a half inches or more;
- (e) is in a clean and unmutilated condition;
- (f) except in the case of the memorandum and articles of a company, is on paper of foolscap folio size or a multiple of that size; and
- (g) in the case of a document comprising two or more sheets, is secured together to the satisfaction of the Registrar.

(2.) The Registrar may refuse to receive the memorandum and articles of a company for filing unless they are—

- (a) in book form, saddle stitched, on paper of quality not less than 60 pounds Double Demy, machine finished or offset, with a cover of 40 pounds Demy cover stock and of a size not less than 8½ inches in length by 5½ inches in width and not more than foolscap folio size; and
- (b) printed in 8 or 10 point light face type with margins of not less than three-quarters of an inch in width, with headings and numbers or letters of articles or other divisions in 8 or 10 point bold face type and with marginal notes, printed in 6 point type, not more than 5 pica ems wide.

Certified copy of an instrument constituting a foreign company.

7. A copy of the charter, statute or memorandum and articles of a foreign company or other instrument constituting or defining its constitution may be certified for the purposes of section 62 of the Act—

- (a) by the government official to whose custody the original is committed;
- (b) by a notary public; or
- (c) by a director, the manager or the secretary of the company before a notary public or before a person authorized to administer an oath under the law of the place in which the copy is so certified.

8. A copy of the certificate or other document of incorporation of a foreign company may be certified for the purposes of section 62 of the Act by an official of the government of the place in which the company is incorporated who occupies an office corresponding to that of the Registrar or a Deputy Registrar.

Certified copy of the certificate of incorporation of a foreign company.

9. A copy of an instrument conferring and defining the powers of the local directors of a foreign company may be certified for the purposes of section 62 of the Act—

Certified copy of instrument defining powers of local directors.

- (a) by a notary public; or
- (b) by a director or the manager or secretary of the company before a notary public or before a person authorized to administer an oath under the law of the place in which the copy is so certified.

10. The copy of a memorandum of appointment or a power of attorney of an agent of a foreign company filed under section 62 of the Act shall be verified—

Declaration verifying appointment of agent of a foreign company.

- (a) by a statutory declaration made in Australia; or
- (b) by a declaration made outside Australia before a notary public or before a person authorized to administer an oath under the law of the place in which the declaration is made,

being a declaration made by the agent appointed by the memorandum of appointment or power of attorney or a director or the manager or secretary of the company in or to the effect of Form 16.

11. A translation into the English language of the charter, statute, memorandum and articles or other instrument constituting or defining the constitution of a company, or a balance-sheet, prospectus or other document, which is not in the English language may be certified as a translation for the purposes of section 62, 68, 90 or 342 of the Act—

Certified translations of documents.

- (a) where it is certified in the Territory—
 - (i) by a notary public;
 - (ii) by a legal practitioner practising in the Territory;
 - or
 - (iii) by a person approved by the Registrar, either generally or in the particular case; or
- (b) where it is certified outside the Territory—
 - (i) by an official having, or purporting to have, the custody of the original; or
 - (ii) by a notary public.

12.—(1) Where the register of members of a company referred to in section 78 of the Act is kept according to a loose-leaf system—

Loose-leaf register.

- (a) each leaf of the register shall, before its insertion in the register, be numbered with a consecutive number; and
- (b) a record of the number and date of insertion of each leaf inserted in the register shall, at the time of the insertion of that leaf, be entered on a leaf kept for that purpose at the end of the register.

(2.) Where a register of members of a company has been kept, before the commencement of these Regulations, according to a loose-leaf system—

- (a) each leaf inserted in the register before that commencement shall be numbered in consecutive order;
- (b) a record of the number of leaves so inserted in the register shall be entered on a leaf kept for that purpose at the end of the register; and
- (c) the register shall be kept, after the commencement of the Regulations, in accordance with the requirements of the last preceding sub-regulation.

(3.) Where any act required by the last preceding sub-regulation has been performed before the commencement of these Regulations, that sub-regulation does not apply so as to require that act to be performed again.

(4.) Subject to the next succeeding sub-regulation, each leaf inserted in the register shall be signed or initialled in the top right-hand corner of the leaf, and each entry in the record kept at the end of the register shall be signed or initialled, by—

- (a) the secretary and a director of the company; or
- (b) the secretary and another officer of the company who is appointed for that purpose by the company or by its Board of Directors.

(5.) If the secretary of the company is not permanently resident in the Territory or is absent from duty, the company or its Board of Directors may appoint another officer of the company to sign or initial under the last preceding sub-regulation in lieu of the secretary and that officer may so sign or initial, in place of the secretary, while the secretary is not so resident or is absent from duty.

Information as
to liquidation.

13.—(1.) Subject to the succeeding provisions of this regulation, the accounts and statements to be filed with the Registrar under section 316 of the Act shall be made in respect of the proceedings in, and the position of, the liquidation for the period of six months from the commencement of the winding up and in respect of each succeeding period of six months and shall be filed within a period of thirty days after the expiration of each of those periods of six months.

(2.) Where the assets of the company have been fully realized and distributed before the expiration of such a period of six months, a final statement shall be filed forthwith.

(3.) Each account and statement shall be in accordance with Form 59 with such variations as the circumstances require and the directions specified in the Form shall be observed.

Signing of
documents to
be filed.

14. Documents to be filed or lodged by a company with the Registrar shall, except when otherwise required or permitted by the Act or these Regulations, be signed or authenticated by a director or the secretary or manager of the company.

THE SCHEDULES.

FIRST SCHEDULE.

Regulation 4.

MODIFICATIONS OF SCHEDULE TWO TO THE COMPANIES REGULATIONS, 1936.

Item No.	Modifications.
1	Omit from the headings to forms "COMPANIES ACT, 1936" (wherever occurring), insert— "AUSTRALIAN CAPITAL TERRITORY—COMPANIES ORDINANCE 1954. COMPANIES ACT, 1936 (NEW SOUTH WALES)".
2	Omit "Registrar-General" (wherever occurring), insert "Registrar".
3	Omit "Sydney" (wherever occurring), insert "Canberra".
4	Omit Form 1.
5	Omit from Form 5 "a solicitor of the Supreme Court of New South Wales", insert "a legal practitioner".
6	Omit from the heading to Form 7 "Section 32 (3)", insert "Section 32 (2)".
7	Omit from Form 8 "the Governor of the State of New South Wales, with the advice of the Executive Council", insert "the Attorney-General of the Commonwealth".
8	In paragraph (a) of Form 43, after "provisions of", insert "the <i>Real Property Ordinance 1925-1951</i> ".
9	Omit from paragraph (h) of Form 43 "the Liens on Crops and Wool and Stock Mortgages Act of 1898", insert "the <i>Instruments Ordinance 1933-1949</i> ".
10	Omit from Form 59 "into the Liquidator's Unclaimed Moneys Account", insert "to the Treasurer in accordance with section four of the <i>Companies (Unclaimed Assets and Moneys) Ordinance 1950-1954</i> ".
11	Omit from Form 59 "to the Liquidator's Unclaimed Moneys Account", insert "to the Treasurer in accordance with section four of the <i>Companies (Unclaimed Assets and Moneys) Ordinance 1950-1954</i> ".
12	Omit Form 60.
13	Omit from Form 62 " <i>re Unclaimed Moneys Act, 1917</i> ", insert " <i>relating to compliance with the Companies (Unclaimed Assets and Moneys) Ordinance 1950-1954</i> ".
14	Omit from Form 62 "the Unclaimed Moneys Act, 1917.", insert "the <i>Companies (Unclaimed Assets and Moneys) Ordinance 1950-1954</i> ".

SECOND SCHEDULE.

Regulation 5.

FEES.

COMPANIES INCORPORATED OR REGISTERED UNDER PART III.
OF THE ACT.

	£	s.	d.
1. (1) For the registration of a company with a share capital not exceeding £2,000	10	0	0
(2) For the registration of a company with a share capital exceeding £2,000—			
For the first £2,000	10	0	0
Additional fees for each £1,000, or part of £1,000, by which the share capital—			
exceeds £2,000 but does not exceed £50,000 ..	0	10	0
exceeds £50,000 but does not exceed £100,000 ..	0	5	0
exceeds £100,000	0	2	6

SECOND SCHEDULE—continued.

	£	s.	d.
2. For the recording of an increase in share capital—			
For each £1,000, or part of £1,000, of increase by which the share capital—			
exceeds £2,000 up to the first £50,000	0	10	0
exceeds £50,000 up to £100,000	0	5	0
exceeds £100,000	0	2	6
3. (1) For the registration of a company not having a share capital the number of registered members of which does not exceed 20	5	0	0
(2) Subject to paragraph 5 of this Schedule, for the registration of a company not having a share capital the number of registered members of which exceeds 20—			
For the first 20 registered members	5	0	0
For the number of registered members in excess of 20 up to 100	2	10	0
For each 50 (or part of 50) by which the number of registered members exceeds 100	0	10	0
4. For the recording of an increase in the number of registered members of a company not having a share capital (subject to paragraph 5 of this Schedule)—			
Where the number of registered members is increased from a number not exceeding 20 to a number exceeding 20 but not exceeding 100	2	10	0
Where the number of registered members is increased from a number not exceeding 100 to a number exceeding 100—			
For the first 100 registered members	2	10	0
For each 50, or part of 50, by which the increased number of registered members exceeds 100	0	10	0
5. Maximum fee for the matters specified in paragraphs 3 and 4 of this Schedule	30	0	0
6. For the registration of a company the number of registered members of which is stated in the articles to be unlimited ..	30	0	0
7. For the re-registration of a company in pursuance of section 31 of the Act, the same fees as would be payable on the first registration of the company.			

COMPANIES OR SOCIETIES REGISTERED UNDER PART IV.
OF THE ACT (NO-LIABILITY COMPANIES).

8. For the registration of a no-liability company	10	0	0
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COMPANIES REGISTERED UNDER PART V. OF THE ACT.

9. For the registration of a company under Part V. of the Act, the same fees as would be payable if the company were registered under Part III. of the Act.

COMPANIES OR SOCIETIES REGISTERED UNDER PART VI.
OF THE ACT (FOREIGN COMPANIES).

10. For the registration of a company or society under Part VI. of the Act, the same fees as are prescribed in respect of a company registered or incorporated under Part III. of the Act
But with a maximum fee of 50 0 0

or

Where the fees so prescribed are not applicable	25	0	0
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SECOND SCHEDULE—*continued*.

		£	s.	d.
REGISTRATION UNDER PART IX. OF THE ACT (REGISTRATION OF CHARGES).				
11.	For registering an instrument by which a charge by a company is created or evidenced, or a copy of that instrument, under section 186 of the Act—			
	Where the amount of the charge does not exceed £300 ..	0	15	0
	Where the amount of the charge exceeds £300 ..	1	10	0
12.	For registering particulars of a series of debentures—			
	If a covering deed has been registered under the Act ..	0	15	0
	In any other case—			
	Where the amount does not exceed £300 ..	0	15	0
	Where the amount exceeds £300 ..	1	10	0
13.	For registering particulars of each issue of debentures where there are more than one issue in the series ..	0	15	0
14.	For entering a memorandum of satisfaction of a registered charge on the register under section 189 of the Act ..	0	15	0
15.	For furnishing a copy of a memorandum of satisfaction of a registered charge entered on the register, under section 189 of the Act ..	0	15	0
16.	For a search and inspection of the register of charges ..	0	2	6

OTHER FEES.

17.	On filing an application to be certified as a proprietary company ..	3	0	0
18.	On filing an application to be registered as having ceased to be a proprietary company ..	3	0	0
19.	On filing a notice specifying the name of a proposed company ..	0	15	0
20.	For each certificate issued by the Registrar under the Act ..	0	15	0
21.	On filing the prospectus of a company under section 136 of the Act or a statement in lieu of a prospectus ..	2	0	0
22.	On filing the prospectus of a company incorporated, or to be incorporated, outside the Territory under section 341 of the Act ..	2	0	0
23.	On filing evidence of the approval of the Attorney-General under paragraph (b) of sub-section (1) of section 32 of the Act ..	3	0	0
24.	On filing evidence of the approval of the Governor-General under paragraph (c) of sub-section (1) of section 32 of the Act ..	3	0	0
25.	On filing evidence of the approval of the Attorney-General under section 35 of the Act ..	3	0	0
26.	Subject to the next succeeding paragraph, on filing a document other than a document for the filing of which a fee has been elsewhere prescribed—			
	If filed within the period prescribed by the Act or these Regulations or if no period is prescribed ..	0	15	0
	If filed within one month after the expiration of such a period ..	1	10	0
	If filed after one month after the expiration of such a period ..	5	0	0
27.	The Registrar may, if he is satisfied that just cause exists for so doing, reduce the fee prescribed under the last preceding paragraph for the filing, after the expiration of the period prescribed by the Act, of a document to which that paragraph applies to an amount not less than—			
	In the case of a document filed within one month after the expiration of such a period ..	0	15	0
	In the case of a document filed after one month after the expiration of such a period ..	2	0	0

SECOND SCHEDULE—continued.

	£	s.	d.
28. For each certified copy of or extract from a document—			
If the copy or extract is prepared by the applicant, per folio of 72 words	0	0	9
If the copy or extract is prepared by the Registrar, per folio of 72 words	0	1	4
If the copy or extract is prepared by the Registrar by photographic process, per page	0	2	6
29. For the examination and certification of a printed copy of a document submitted by the applicant, per folio of 72 words	0	0	9
30. For a search for, and inspection of, a document filed by or in relation to a company—			
For one document	0	2	6
For each subsequent document	0	2	0
But with a maximum fee of	0	10	0
31. For each inquiry by letter involving a search for, and extract from, a document filed by or in relation to a company—			
For one document	0	5	0
For each subsequent document	0	2	6
For each folio of 72 words or part of such a folio after the first of an extract from such a document, an additional fee of	0	1	0
32. For each extract taken or made from any document filed—			
For each folio of 72 words or part of such a folio	0	0	6
But with a minimum fee of	0	1	0
33. For each search as to whether a name proposed to be adopted by a company, or a proposed company, is available	0	10	0
34. For a search for which a fee is not elsewhere prescribed.. .. .	0	5	0
35. For any other act by the Registrar which he is required or authorized to do under the Act and for which a fee is not elsewhere prescribed	2	0	0

By Authority: A. J. ARTHUR, Commonwealth Government Printer, Canberra.