

## Regulations 1974 No. 9

### Regulations under the *Companies Ordinance 1962-1974*.\*

I, LIONEL KEITH MURPHY, the Attorney-General of Australia, hereby make the following Regulations under the *Companies Ordinance 1962-1974*.

Dated this twenty-fourth day of April, 1974.

LIONEL MURPHY  
Attorney-General.

#### AMENDMENTS OF THE COMPANIES REGULATIONS†

1. Regulation 8 of the Companies Regulations is amended by omitting paragraph (a) and substituting the following paragraph:—

General requirements for documents lodged with the Registrar.

“(a) the document shall be on paper of medium weight and good quality and—

- (i) in the case of a document on paper of less than foolscap folio size—not less than 8½ inches deep by 5½ inches wide; and
- (ii) in any other case—of foolscap folio size or a multiple of that size;”.

2. Regulation 9 of the Companies Regulations is amended by omitting from sub-regulation (6) the words “one of the persons” and substituting the words “each of the persons”.

Verification and certification of documents.

3. Regulation 10 of the Companies Regulations is amended—

Security by official liquidator.

- (a) by omitting from sub-regulation (1) the words “sub-section (1) of section 11” and substituting the word and figures “section 231”; and
- (b) by omitting from paragraph (1) (a) the word and figure “Form 3” and substituting the word and figures “Form 62”.

4. Regulation 16 of the Companies Regulations is amended by omitting from paragraph (1) (c) the words “sub-section (3)” and substituting the words “sub-section (3A)”.

Certified copies of statements of affairs.

5. Regulation 24A of the Companies Regulations is amended—

Lodging of prescribed documents given under Part VIA.

- (a) by omitting from sub-regulation (3) the words “shall lodge, as required by sub-regulation (8) of this regulation, a signed copy of the statement” and substituting the words “shall lodge a signed copy of the statement with the Registrar and”;

\* Notified in the *Australian Government Gazette* on 1 May 1974.

† Regulations 1962, No. 4, as amended by Regulations 1962, No. 10; 1970, No. 1; and 1972, No. 3.

- (b) by omitting from sub-regulation (9) the words “that is required to be lodged by sub-regulation (5) or (7) of this regulation” and substituting the words “that is required by sub-regulation (3), (5) or (7) of this regulation to be lodged”; and
- (c) by inserting in sub-paragraph (a) (i) of sub-regulation (9), after the word “is”, the word “given”.

Stock  
Exchanges.

6. Regulation 74 of the Companies Regulations is amended by omitting from sub-regulation (3) the words “sub-clause (iii) of clause (h) of sub-paragraph (1) of paragraph 2” and substituting the words “sub-clause 7 (5)”.

First  
Schedule.

7. The First Schedule to the Companies Regulations is amended—

(a) by omitting the words and figures—

“ 9 (4) (a) ..	Return of partners of firm of auditors .. .. .	2
11 (1) ..	Official liquidator's bond (with surety) .. .. .	3

and substituting the words and figures—

“ 12 (5) (e) (iii)	Supplementary document .. .. .	3A”;
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(b) by inserting after the words and figures—

“ 22 (7) ..	Application for reservation of name .. .. .	10”
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the words and figures—

“ 25 (2) ..	Application by a company to convert to a different status .. .. .	10A
25 (5) ..	Certificate of incorporation on conversion of company .. .. .	10B
25 (7) (c) (i)	Consent by members to application by a limited company to convert to an unlimited company .. .. .	10C”;

(c) by inserting after the words and figures—

“ 160 (1) ..	Certificate for inclusion in public company's annual return that does not include list of members .. .. .	50”
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the words and figures—

“ 161A (6) ..	Notice of place at which accounting records kept .. .. .	50A
165 (2) (f) ..	Return of members of firm of auditors .. .. .	50B
166B (12) ..	Notice of retirement, resignation or removal of auditor .. .. .	50C”;

(d) by inserting after the words and figures—

“ 214 (3) ..	Notice by deputy official manager of cessation of office	61”
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the words and figures—

“ 231 ..	Official liquidator's bond (with surety) .. .. .	62”;
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and

(e) by inserting after the words and figures—

“ 354 (6), (7) ..	Notice of situation of office where branch register of members kept, or of change in situation or discontinuance .. .. .	48”
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the words and figures—

“ 364 (3) ..	Statutory declaration in respect of disposal of shares of shareholder whose whereabouts is unknown .. .. .	90B”.
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- 8. The Second Schedule to the Companies Regulations is amended—
  - (a) by omitting Forms 2 and 3 and substituting the following form:—

Second Schedule.

FORM 3A  
 AUSTRALIAN CAPITAL TERRITORY  
*Companies Ordinance* Section 12 (5) (e) (iii)  
 SUPPLEMENTARY DOCUMENT

.....Limited

This document is intended to be read with and form part of (*description of document*) lodged with the Registrar of Companies on or about (*date*) which is to be supplemented in the manner following:—

(*Here set out particulars of the manner in which the document is to be supplemented.*)

Dated this.....day of....., 19

.....  
*(Signature of each person who signed the document that is to be supplemented)*

- (b) by inserting in Form 10, after the words—
  - “the name of an intended company.”,
  - the words
  - “the name of an intended foreign company which is proposed to be registered.”;
- (c) by inserting after Form 10 the following forms:—

FORM 10A  
 AUSTRALIAN CAPITAL TERRITORY  
*Companies Ordinance* Section 25 (2)

APPLICATION BY A COMPANY FOR A CHANGE OF STATUS PURSUANT TO SECTION 25 OF THE COMPANIES ORDINANCE.

To the Registrar of Companies.

- .....\*(1) an unlimited company,
- \*(2) a no-liability company,
- \*(3) a company limited by guarantee,
- \*(4) a limited company,

hereby applies to convert to

- \*(1)\*(a) a company limited by shares.
- \*(b) a company limited by guarantee.
- \*(c) a company limited by both shares and guarantee.
- \*(2) a company limited by shares.
- \*(3) a company limited by both shares and guarantee.
- \*(4) an unlimited company.

\* Strike out whichever is inapplicable. The remaining numbers must, however, correspond.

Companies Regulations

FORM 10A—continued

Attached hereto are—

- (a) a printed copy of the special resolution which--
  - (i) resolves to change the status of the company;
  - (ii) makes appropriate alterations or additions to the memorandum of association;
  - \*(iii) makes appropriate alterations to the articles of association;
  - \*(iv) adopts appropriate articles of association;
  - \* (v) changes the name of the company;
- (b) a printed copy of the memorandum as altered;
- \*(c) a printed copy of the articles as altered;
- †(d) the prescribed form of consent by all members and the verifying statutory declaration.

Dated this ..... day of ....., 19....

.....

Director/Secretary ‡

\* Strike out if inapplicable.  
 † Strike out if inapplicable. This item only applies in the case of a conversion of a limited company to an unlimited company.  
 ‡ Strike out whichever is inapplicable.

FORM 10B

AUSTRALIAN CAPITAL TERRITORY

Companies Ordinance

Section 25 (5)

No. of company

.....

CERTIFICATE OF INCORPORATION ON CONVERSION OF COMPANY  
 ISSUED PURSUANT TO SECTION 25 OF THE  
 COMPANIES ORDINANCE.

This is to certify that .....  
 which was on the ..... day of ....., 19....,  
 incorporated under the Companies Ordinance as .....  
 ....., did on the ..... day of .....,  
 19...., convert to \* ....., and that the name of the  
 company now is .....

Given under my hand and seal, at ....., this  
 ..... day of ....., 19....

.....

Registrar of Companies

\* Insert whether company is—  
 an unlimited company.  
 a company limited by shares.  
 a company limited by guarantee.  
 a company limited both by shares and guarantee.

*Companies Regulations*

FORM 10C

AUSTRALIAN CAPITAL TERRITORY

*Companies Ordinance*

Section 25 (7) (c) (i)

**CONSENT BY MEMBERS TO APPLICATION BY A LIMITED COMPANY TO CONVERT TO AN UNLIMITED COMPANY.**

..... LIMITED.

To the Registrar of Companies.

\*I/We the undermentioned member(s) of .....  
 Limited hereby consent to the application by .....  
 Limited to convert to an unlimited company.

Full Name of Member	Address	Signature of Member (or person lawfully authorized to sign on his behalf)
.....	.....	.....
.....	.....	.....
.....	.....	.....

\* Strike out if inapplicable.

*Statutory Declaration*

I, ..... of .....  
 ....., do solemnly and sincerely declare that:

1. I am \*a director/secretary of ..... Limited.

2. The persons by or on whose behalf the above form of consent has been subscribed constitute the whole membership of the company. †In those cases where the form has not been subscribed by the member himself, I have taken all reasonable steps to satisfy myself that the person who subscribed the form was lawfully empowered so to do.

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959-1966, and subject to the penalties provided by that Act for the making of false statements in declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

‡.....

Declared at ..... this ..... day of ....., 19.....

Before me—

§.....

||.....

- \* Strike out whichever is inapplicable.
- † Strike out if inapplicable.
- ‡ Signature of person making the declaration.
- § Signature of person before whom the declaration is made.
- || Here insert title of person before whom the declaration is made.

(d) by inserting in Form 18, after the words—

“ \* in satisfaction of a dividend declared in favour of, but not payable in cash to, the shareholders.”,

the words—

“ \* in pursuance of the application of moneys held by the company in an account or reserve in paying up or partly paying up unissued shares to which the shareholders have become entitled.”;



(j) by inserting after Form 50 the following forms:—

FORM 50A

AUSTRALIAN CAPITAL TERRITORY

Companies Ordinance Section 161A (6)

NOTICE OF PLACE AT WHICH ACCOUNTING RECORDS KEPT.

..... LIMITED.

To the Registrar of Companies.

..... Limited  
 hereby gives notice that the statements and records referred to in sub-section 161A (4) of the above Ordinance (being statements and records with respect to the matters dealt with in the accounting records of the company kept outside the Territory) are kept at the following place:—

.....  
 which is not the registered office of the company.

Dated this..... day of ....., 19....

.....  
 Director.\*

Secretary.\*

\* Strike out whichever is inapplicable.

FORM 50B

AUSTRALIAN CAPITAL TERRITORY

Companies Ordinance Section 165 (2) (f)

RETURN OF MEMBERS OF FIRM OF AUDITORS.

Name of firm:

Address of firm:\*

The full names and addresses of all the members of the firm are—

Surname	Other names in full	Address in full of usual residence

Dated this..... day of ....., 19 . . .

† .....

(Signature)

\* Give the address of each place of business of the firm; if there is more than one place of business, indicate the principal place of business.

† To be signed by one of the members of the firm.

Companies Regulations

FORM 50c

AUSTRALIAN CAPITAL TERRITORY

Companies Ordinance Section 166b (12)

NOTICE OF RESIGNATION OR REMOVAL OF AUDITOR.

.....LIMITED.

To the Registrar of Companies.

..... Limited hereby gives notice that on the ..... day of ..... 19.....

\*notice was received of the resignation of ..... as auditor/s of the Company to take effect from ..... 19.....

....., the auditor/s of the Company, \*were \*was

removed from office by resolution of the company at \*a general \*an annual general meeting held on that date.

\*....., the auditor/s of the company \*were \*was removed from office, by resolution of the Company at an annual general meeting held on that date appointing.....

as auditor/s in \*their \*his place.

Dated this..... day of ..... 19.....

\*Director.

\*Secretary.

\* Strike out whichever is inapplicable.

NOTE. If the company is a borrowing corporation a copy of this notice must be given to the trustee for the holders of debentures of the borrowing corporation.

†: Where an auditor is removed from office, notice must be forthwith given to the Companies Auditors Board (section 166 (11)).

(k) by omitting Form 60c and substituting the following form:—

FORM 60C

AUSTRALIAN CAPITAL TERRITORY

Companies Ordinance Section 202B (1), 214 (3)

NOTICE OF CHANGE IN SITUATION OF OFFICE OF OFFICIAL MANAGER\*/DEPUTY OFFICIAL MANAGER\*

.....LIMITED.

To the Registrar of Companies.

I,....., the official manager\*/deputy official manager\* of ..... Limited, hereby give notice that,

on the ..... day of ..... 19....., the situation of my office was changed to †.....

Dated this..... day of ..... 19.....

(Signature)

\* Strike out whichever is inapplicable.

† Insert full address, including floor and room number if applicable.

(l) by omitting from Form 61 the word and figures "Section 214 (3)" and substituting the word and figures "Section 214 (3A)";

(m) by inserting after Form 61C the following form:—

FORM 62

AUSTRALIAN CAPITAL TERRITORY

Companies Ordinance

Section 231

Companies Regulations

Regulation 10 (1)

OFFICIAL LIQUIDATOR'S BOND (WITH SURETY).

Know all men by these presents that I,\*.....  
of....., being an official liquidator for the purposes of the  
Companies Ordinance, and†..... Limited,  
of....., jointly and severally bind ourselves to  
the Commonwealth for the payment to the Registrar of the Supreme Court of the  
Australian Capital Territory of the sum of Ten thousand dollars.

Sealed with our seals this ..... day of ....., 19 .....

The condition of this obligation is such that if the said\*.....  
shall duly fulfil his duties as an official liquidator under the Companies Ordinance,  
then this obligation shall be void and of no effect; otherwise this obligation shall  
remain in full force and effect.

Signed, sealed and delivered by  
the above-named\*.....  
.....  
in the presence of:

The common seal of†.....  
..... Limited,  
the above-named surety, was  
hereunto affixed in the presence  
of:

\* Insert full name of official liquidator.  
† Insert name of surety corporation.

and

(n) by inserting after Form 90A the following form:—

FORM 90B

AUSTRALIAN CAPITAL TERRITORY

Companies Ordinance

Section 364 (3)

STATUTORY DECLARATION IN RESPECT OF DISPOSAL OF SHARES OF  
SHAREHOLDERS WHOSE WHEREABOUTS IS UNKNOWN.

..... LIMITED.

I, .....  
of .....  
..... do hereby solemnly and sincerely declare  
that—

1. I am\* ..... of ..... Limited  
(hereinafter referred to as "the company")
2. On the ..... day of .....,  
19....., ..... (hereinafter called "the  
shareholder") of ..... was entered in the register  
of members as the holder of †..... †shares/†stock units  
numbered ..... to ..... of the company and has continued  
to remain so registered.
3. The whereabouts of the shareholder has been unknown to the company  
for a period of not less than ten years.
4. The company has reasonable grounds for believing that the shareholder  
has not during that last-mentioned period resided at the address shown in the  
register as his address.

Companies Regulations

FORM 90B—continued

5. The company has, on each occasion during that last-mentioned period when it has sought to communicate with the shareholder, been unable after the exercise of reasonable diligence so to do.

6. The annexure marked with the letter "A" is a true copy of the advertisement which the company caused to be published in ||..... on the ..... day of ....., 19....., being a newspaper circulating in the place shown in the register of members as the address of the shareholder.

And I make this solemn declaration by virtue of the Statutory Declarations Act 1959-1966, and subject to the penalties provided by that Act for the making of false statements in declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

Declared at ..... this ..... day of ....., 19.....

Before me,

\*\* .....

†† .....

- \* Insert "the director", "the secretary" or "the manager".
- † Insert number and class of shares or stock units.
- ‡ Strike out whichever is inapplicable.
- § Strike out if inapplicable.
- || Insert name of daily newspaper in which advertisement published.
- ¶ Signature of person making the declaration.
- \*\* Signature of person before whom the declaration is made.
- †† Here insert title of person before whom the declaration is made.