

Regulations 1972 No. 3

Regulations under the *Companies Ordinance* 1962-1971.*

I IVOR JOHN GREENWOOD, the Attorney-General of the Commonwealth, hereby make the following Regulations under the *Companies Ordinance* 1962-1971.

Dated this second day of May, 1972.

IVOR J. GREENWOOD
Attorney-General.

AMENDMENTS OF THE COMPANIES REGULATIONS†

1. Regulation 2 of the Companies Regulations is amended by inserting after **Part 3.**
the words and figures—

“Part III.—General Provisions relating to Forms and other Documents (Regulations 8-21).”

the words and figures—

“Part IV.—Substantial Shareholdings and Take-overs (Regulations 22-24A).”

2. Regulations 14 and 15 of the Companies Regulations are repealed.

Repeal of
regulations
14 and 15.

3. After Part III. of the Companies Regulations the following Part is inserted:—

“PART IV.—SUBSTANTIAL SHAREHOLDINGS AND TAKE-OVERS.

“22. For the purposes of paragraph (c) of sub-section (9.) of section 6A
of the Ordinance, the following offices are prescribed offices:—

Prescribed
offices
for purposes of
section 6A
(9.) (c).

(a) Registrar of Companies;

(b) Curator of Estates of Deceased Persons under the *Administration and Probate Ordinance* 1929-1970;

(c) Registrar of the Supreme Court;

(d) an office in or of a State or another Territory that is, by regulations as in force for the time being under, and for the purposes of, the provisions of the law of that State or other Territory that correspond to the provisions of paragraph (c) of sub-section (9.) of section 6A of the Ordinance, a prescribed office for the purposes of those corresponding provisions;

* Notified in the *Commonwealth Gazette* on 4 May 1972.

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

- (e) a trustee of the estate of a bankrupt under the *Bankruptcy Act* 1966-1969 or a trustee of the estate of a bankrupt under the *Bankruptcy Act* 1924-1965 continued in office under the first-mentioned Act;
- (f) the Controller of Enemy Property appointed under the National Security (Enemy Property) Regulations.

Prescribed interest in share for purposes of section 6A (9.) (d).

“ 23. For the purposes of paragraph (d) of sub-section (9.) of section 6A of the Ordinance, an interest of The Official Receiver in Bankruptcy in a share is a prescribed interest in a share.

Prescribed Stock Exchanges for purposes of Part VIA. and Tenth Schedule to Ordinance.

“ 24. For the purposes of Part VIA. of the Ordinance and of the Tenth Schedule to the Ordinance, the following Stock Exchanges are prescribed Stock Exchanges:—

- Brisbane Stock Exchange;
- Hobart Stock Exchange;
- Stock Exchange of Adelaide;
- Stock Exchange of Melbourne;
- Stock Exchange of Perth;
- Sydney Stock Exchange.

Lodging of prescribed documents given under Part VIA.

“ 24A.—(1.) Expressions that are defined in section 180A of the Ordinance for the purposes of Part VIA. of, and of the Tenth Schedule to, the Ordinance have, in this regulation, the same respective meanings as they have for the purposes of that Part and of that Schedule.

“ (2.) For the purposes of this regulation, each of the following documents, being a document made or given in pursuance of Part VIA. of the Ordinance, is a prescribed document:—

- (a) a Part A statement;
- (b) a Part B statement;
- (c) a take-over offer;
- (d) a notice under sub-section (2.) of section 180N of the Ordinance; and
- (e) a notice under sub-section (3.) of section 180N of the Ordinance.

“ (3.) An offeror who gives, in accordance with paragraph (b) of sub-section (1.) of section 180C of the Ordinance, a Part A statement to an offeree company shall lodge, as required by sub-regulation (8.) of this regulation, a signed copy of the statement with each of the Stock Exchanges specified in the last preceding regulation on the official list of which shares in the offeree company are listed for quotation.

“ (4.) An offeree company which, having received a Part A statement, gives, in accordance with section 180G of the Ordinance, to the offeror, or to each holder of shares to which that statement refers a Part B statement shall lodge, as required by sub-regulation (8.) of this regulation, a signed copy of the Part B statement with each of the Stock Exchanges specified in the last preceding regulation on the official list of which shares in the offeree company are listed for quotation.

“ (5.) An offeror who has dispatched a take-over offer shall lodge, as required by sub-regulation (9.) of this regulation, with the Registrar a signed copy of the notice given in pursuance of paragraph (b) of sub-section (1.) of section 180H of the Ordinance.

“(6.) An offeror who has dispatched the first take-over offer under a take-over scheme shall lodge, as required by sub-regulation (8.) of this regulation, a copy of that take-over offer with each of the Stock Exchanges specified in the last preceding regulation on the official list of which shares in the offeree company are listed for quotation.

“(7.) An offeror who has caused to be published, in accordance with sub-section (2.) or (3.) of section 180N of the Ordinance, a notice in a newspaper referred to in sub-section (5.) of that section shall lodge, as required by sub-regulation (9.) of this regulation, with the Registrar, a signed copy of the notice.

“(8.) A signed copy of a prescribed document that is required by sub-regulation (3.), (4.) or (6.) of this regulation to be lodged with a Stock Exchange shall be so lodged—

- (a) by delivering the signed copy to the office of the Stock Exchange—
 - (i) on the day on which the prescribed document is given or dispatched; or
 - (ii) if that office is not open for business on the day on which the prescribed document is given or dispatched or has on that day closed for business before the time at which the prescribed document is given or dispatched, on the next day on which that office is open; or
- (b) by posting, on the day on which the document is given or dispatched, the signed copy as a letter under pre-paid post in an envelope addressed to the Stock Exchange at its address.

“(9.) A signed copy of a prescribed document that is required to be lodged by sub-regulation (5.) or (7.) of this regulation with the Registrar shall be so lodged—

- (a) by delivering the signed copy to the office of the Registrar—
 - (i) on the day on which the prescribed document is dispatched or published; or
 - (ii) if the office of the Registrar is not open for business on the day on which the prescribed document is dispatched or published or has, on that day, closed for business before the time at which the prescribed document is dispatched or published, on the next day on which the office is open for business; or
- (b) by posting, on the day on which the document is dispatched or published, the signed copy as a letter under pre-paid post in an envelope addressed to the Registrar at his office.

“24B. For the purposes of Form 51A, Form 51B, Form 52 or Form 53, where the shares in the company referred to in that form are not divided into two or more classes, the form may be appropriately altered to refer to those shares.”

Modification of Form 51A, 51B, 52 or 53.

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

First Schedule.

(a) by inserting after the words and figures—

“ 64 (6.) .. | Certificate of Judgment of order of Supreme Court |
 confirming reduction of share capital | 22 ”

the words and figures—

“ 69B (1.) .. | Notice by substantial shareholder holding voting |
 shares as trustee for non-resident | 22A ”;

(b) by inserting after the words and figures—

“ 171 (3.) . . . | Notice by inspector | 51 ”

the words and figures—

“ 180x (3.) . . .		Notice by offeror of take-over offers to dissenting offeror		51A
180y (2.) . . .		Notice by offeror of take-over offers to remaining shareholders		51b ”;

and

(c) by omitting the figures “ 185 (4.) ” and inserting in their stead the figures “ 185 (6.) ”.

Second
Schedule—
Form 22A.

5. The Second Schedule to the Companies Regulations is amended by inserting after Form 22 the following Form:—

FORM 22A.

AUSTRALIAN CAPITAL TERRITORY.

Companies Ordinance.

Section 69H (1.).

NOTICE BY SUBSTANTIAL SHAREHOLDER HOLDING VOTING SHARES AS TRUSTEE FOR NON RESIDENT.

To:..... of

WHEREAS I,, am the holder of voting shares [or voting shares included in class of shares] in

AND WHEREAS you are a person who is not resident in Australia [or a body corporate that is not incorporated in Australia] and you have an interest in those shares within the meaning of section 6A of the Companies Ordinance 1962-1971:

NOW THEREFORE I hereby give you notice under sub-section (1.) of section 69H of that Ordinance as to the requirements of Division 3A of Part IV. of that Ordinance, that is to say:

1. A substantial shareholder in a company incorporated under that Ordinance (that is to say, a person who has an interest within the meaning of section 6A of that Ordinance in one or more voting shares [or voting shares included in that class] in the company the nominal value of which, or the aggregate of the nominal values of which, is not less than one-tenth of the nominal value of all the voting shares [or voting shares included in that class] in the company) is required under section 69p of that Ordinance to give notice in writing to the company within the period prescribed by that section or as extended by section 69j of that Ordinance stating his name and address and full particulars of those voting shares, of each such interest and of the circumstances (including circumstances described in section 69g of that Ordinance) by reason of which he has that interest.

2. Where there is a change within the meaning of section 69e of that Ordinance in such an interest or interests of such a substantial shareholder, he is required under that section to give notice in writing to the company stating his name and full particulars of the change within the period prescribed by that section or as extended by section 69j of that Ordinance.

3. A person who ceases to be such a substantial shareholder is required under section 69f of that Ordinance to give notice in writing to the company within the period of fourteen days after ceasing to be a substantial shareholder or within that period as extended by section 69j of that Ordinance stating his name and the date on which he ceased to be a substantial shareholder and full particulars of the circumstances (including circumstances described in section 69g of that Ordinance) by reason of which he so ceased to be a substantial shareholder.

* I know [or have reasonable grounds for believing] that the interest you hold in the voting shares is held for another person [or other persons] and I direct you in pursuance of section 69H of that Ordinance to give this notice, or a copy of it, to that other person [or to each of those other persons].

Dated this day of, 19

[Signature of
substantial
shareholder]

* Strike out if inapplicable.

6. The Second Schedule to the Companies Regulations is amended by omitting Forms 52 and 53 and inserting in their stead the following Forms:—

Second
Schedule—
Forms 51A,
51B, 52 and 53.

FORM 51A.

AUSTRALIAN CAPITAL TERRITORY.

Companies Ordinance.

Section 180x (3.).

NOTICE BY OFFEROR OF TAKE-OVER OFFERS TO DISSENTING OFFEREE.

To: of

WHEREAS take-over offers that constituted a take-over scheme within the meaning of Part VIA. of the *Companies Ordinance* 1962-1971 (not being take-over offers constituted by invitations within the meaning of that Part) have been made by (in this notice called "the offeror" [or, where two or more persons constitute the offeror, in this notice together called "the offeror"]) in respect of certain shares, that is to say, all the shares included in class of shares in (other than shares to which the offeror [or any of the persons constituting the offeror] is entitled as provided by that Part):

AND WHEREAS the last day (disregarding any extension under sub-section (3.) of section 180L of that Ordinance) upon which a take-over offer under the take-over scheme was open for acceptance was the day of, 19.....:

AND WHEREAS you are a dissenting offeree, that is to say, you are [or are entitled to be registered as] the holder of shares included in that class but have not accepted the take-over offers in respect of the outstanding shares included in that class held by you:

AND WHEREAS the take-over offers in respect of shares included in that class and representing not less than nine-tenths of the nominal amount of the shares subject to acquisition have been accepted [or representing less than nine-tenths of the nominal amount of all shares included in that class have been accepted by not less than three-quarters of the offerees];

NOW THEREFORE the offeror hereby gives you notice under sub-section (3.) of section 180x of that Ordinance that the offeror desires to acquire as provided by that section the outstanding shares included in that class held by you.

You are entitled under sub-section (9.) of section 180x of that Ordinance, by notice in writing served on the offeror within one month after the date on which this notice is given, to ask the offeror for a statement in writing of the names and addresses of all other dissenting offerees.

Unless, on application made by you within one month after the date on which this notice is given, or within fourteen days after the statement asked for by you is supplied to you under sub-section (9.) of section 180x of that Ordinance, whichever is the later, the Supreme Court of the Australian Capital Territory orders otherwise, the offeror will be entitled and bound to acquire the outstanding shares held by you on the terms applicable under the take-over offers.

* You are entitled by notice in writing given to the offeror within one month after the date on which this notice is given, or within fourteen days after the statement asked for by you is supplied to you under sub-section (9.) of section 180x of that Ordinance, whichever is the later, to specify which of the terms offered under the take-over offers you prefer, and the terms so specified will apply to the acquisition of the outstanding shares held by you.

Dated this day of, 19

{Signature(s) of
offeror(s) or
of director(s) or
secretary or
secretaries of
offeror company
or companies]

* Strike out if alternative terms were not offered under the take-over offers.

Companies Regulations

FORM 51B.

AUSTRALIAN CAPITAL TERRITORY.

Companies Ordinance.

Section 180Y (2.).

NOTICE BY OFFEROR OF TAKE-OVER OFFERS TO REMAINING SHAREHOLDERS.

To: of

WHEREAS take-over offers under a take-over scheme within the meaning of Part VIA. of the Companies Ordinance 1962-1971 have been made by (in this notice, called "the offeror" [or, where two or more persons constitute the offeror, together called the "offeror"]) in respect of shares included in class of shares in

NOW THEREFORE the offeror hereby gives you notice under sub-section (2.) of section 180Y of that Ordinance that, on the day of, 19....., the aggregate nominal value of shares included in that class to which the offeror [or any of the persons constituting the offeror] became entitled in consequence of the take-over offers, and any other shares included in that class to which the offeror [or any of the persons constituting the offeror] was entitled before the take-over offers were despatched, became not less than nine-tenths of the nominal value of the issued shares included in that class.

Unless you have been given notice under sub-section (3.) of section 180X of that Ordinance in accordance with Form 51A of the Second Schedule to the Companies Regulations, you, as the holder of remaining shares included in that class, are entitled, within three months after the giving of this notice, to require the offeror to acquire shares included in that class of which you are the holder.

Unless otherwise agreed or as the Supreme Court of the Australian Capital Territory, on your application or on the application of the offeror, otherwise thinks fit to order, if you so require the offeror to acquire those remaining shares held by you, the offeror will also be and bound to acquire those shares on the terms on which shares were acquired under the take-over scheme.

* You are entitled, within three months after the date on which this notice is given, to elect which of the alternative terms you were offered in respect of those remaining shares in take-over offers under the take-over scheme you will accept.

* Unless otherwise agreed or as the Supreme Court of the Australian Capital Territory, on your application or on the application of the offeror, otherwise thinks fit to order, if you so require the offeror to acquire those remaining shares held by you, the offeror will also be entitled and bound to acquire those shares on the terms for which you have elected or, where you have not so elected, for whichever of the terms the offeror determines.

Dated this day of, 19

[Signature(s) of
offeror(s) or of
director(s) or
secretary or
secretaries of
offeror company
or companies]

* Strike out if alternative terms were not offered under the take-over offers.

FORM 52.

AUSTRALIAN CAPITAL TERRITORY.

Companies Ordinance.

Section 185 (1.).

NOTICE TO DISSENTING SHAREHOLDER.

To: of

WHEREAS (in this notice called "the transferee") on the day of, 19, made an offer to the holders of shares included in class of shares in for the transfer of those shares to the transferee;

AND WHEREAS the scheme or contract involving that transfer of those shares to the transferee was, up to the day of, 19, approved by the holders of not less than nine-tenths in nominal value of the shares included in that class (other than shares already held at the date of the offer by the transferee or by a nominee for the transferee [or, where the transferee is a company, by its subsidiary]):

AND WHEREAS you are a dissenting shareholder of shares included in that class, that is to say, a shareholder who has not assented to that scheme or contract [or has failed or refused to transfer those shares to the transferee in accordance with that scheme or contract]:

NOW THEREFORE the transferee hereby gives you notice under sub-section (1.) of section 185 of the *Companies Ordinance* 1962-1971 that the transferee desires to acquire those shares held by you.

You are entitled under sub-section (5.) of that section to require the transferee, by demand in writing served on the transferee within one month after the date on which this notice is given, to furnish to you a statement in writing of the names and addresses of all other dissenting shareholders as shown in the register of members.

Unless on application made by you within one month after the date on which this notice is given or within fourteen days after the date on which the statement is supplied to you under sub-section (5.) of that section, whichever is the later, the Supreme Court of the Australian Capital Territory orders otherwise, the transferee will be entitled and bound, subject to that section, to acquire those shares on terms on which, under that scheme or contract, the shares of the approving shareholders are to be transferred to the transferee.

* You are entitled, not later than the expiration of one month after the date on which this notice is given or fourteen days after the date on which the statement is supplied to you under sub-section (5.) of that section, whichever is the later, to elect which of the alternative terms offered to approving shareholders under the scheme or contract you prefer and, if you fail to make the election within the time allowed, the transferee will be entitled, unless the Supreme Court of the Australian Capital Territory otherwise orders, to determine which of those terms is to apply to the acquisition of the shares held by you.

Dated this _____ day of _____, 19 _____

[Signature of
transferee]

* Strike out if alternative terms were not offered under the scheme or contract.

FORM 53.

AUSTRALIAN CAPITAL TERRITORY.

Companies Ordinance.

Section 185 (6.).

NOTICE TO NON-ASSENTING SHAREHOLDER.

To:..... of

WHEREAS (in this notice called "the transferee") on the day of, 19, made an offer to the holders of shares included in class of shares..... for the transfer of those shares to the transferee:

AND WHEREAS the scheme or contract involving that transfer of those shares to the transferee was, up to the day of, 19, approved by not less than nine-tenths in nominal value of the shares included in that class (other than shares already held at the date of the offer by the transferee or by a nominee for the transferee [or, where the transferee is a company, by its subsidiary]):

AND WHEREAS you are one of the holders of remaining shares included in that class and have not, at the date on which this notice is given, assented to the scheme or contract or been given notice in respect of those shares by the transferee in accordance with Form 52 of the Second Schedule to the Companies Regulations:

NOW THEREFORE the transferee hereby gives you notice under sub-section (6.) of section 185 of the *Companies Ordinance* 1967-1971 that, in pursuance of that scheme or contract, the transferee, on the day of, 19, became beneficially entitled to shares in that company, and those shares, together with any other shares in that company to which the transferee [or, where the transferee is a company, the transferee or its subsidiary] is entitled, comprise or include nine-tenths in nominal value of the shares included in that class.

You are entitled under sub-section (6.) of that section, within three months after the date on which this notice is given, to require the transferee to acquire your shares.

* You are also entitled under sub-section (6.) of that section, within three months after the date on which this notice is given, to elect which of the alternative terms offered to approving shareholders under the scheme or contract you will accept.

If you so require the transferee to acquire the shares held by you, the transferee will be entitled and bound to acquire those shares on the terms on which, under the scheme or contract, the shares of the approving shareholders were transferred to the transferee [or, where alternative terms were offered to those shareholders, on the terms on which, under the scheme or contract, the shares of the approving shareholders were transferred to the transferee and on the terms for which you have elected or, where you do not so elect, for whichever of the terms the transferee determines] or on such other terms as are agreed or as the Supreme Court of the Australian Capital Territory, on your application or that of the transferee, thinks fit to order.

Dated this _____ day of _____, 19 _____.

[Signature of
transferee]

* Strike out if alternative terms were not offered under the scheme or contract.

Decimal
Currency
amendments.

7. The Companies Regulations are amended—

- (a) by omitting from sub-regulation (1.) of regulation 10 the words “Five thousand pounds” and inserting in their stead the words “Ten thousand dollars”;
- (b) by omitting from regulation 75 the words “Twenty pounds” and inserting in their stead the words “Forty dollars”;
- (c) by omitting from Form 3 in the Second Schedule the words “Five thousand dollars” and inserting in their stead the words “Ten thousand dollars”;
- (d) by omitting from Forms 15, 17, 18, 28, 29, 30, 31, 39, 45, 49, 56 and 58 in that Schedule the symbols “£” (wherever occurring) and “£ s. d.” (wherever occurring) and inserting in their stead the symbol “\$”; and
- (e) by omitting from Forms 21 and 34 in that Schedule the word “pounds” (wherever occurring) and inserting in its stead the word “dollars”.

Transitional
application of
existing
Companies
Regulations.

8. For the purposes of the application of the *Companies Ordinance* 1962-1969 as provided by sub-section (2.) of section 12 of the *Companies Ordinance* 1971, the Companies Regulations as in force immediately before the commencement of this regulation continue, notwithstanding these Regulations, to apply to and in relation to a take-over scheme referred to in that sub-section.