

Legislative Council.

47^o VICTORIÆ, 1884.

A BILL

To authorize Companies registered under the Companies Act to keep Local Registers of their Members in the United Kingdom of Great Britain and Ireland [and in any British Colonies].

[MR. ALEXANDER CAMPBELL;—3 *April*, 1884.]

WHEREAS many Companies registered under the Companies Act Preamble.
carry on business in the United Kingdom of Great Britain
and Ireland or in some part or parts thereof [and in British Colonies
besides the Colony of New South Wales] and dealings in their shares
5 are frequent in the United Kingdom [and in such Colonies] but delay
inconvenience and expense are occasioned by reason of the absence of
any legal provision for keeping local registers of members and it is
expedient that such provisions as this Act contains be made in that
behalf Be it therefore enacted by the Queen's Most Excellent Majesty
10 by and with the advice and consent of the Legislative Council and
Legislative Assembly of New South Wales in Parliament assembled
and by the authority of the same as follows:—

1. This Act may be cited for all purposes as the "Companies Short title and
construction.
(Extra-Colonial Registers) Act 1884" and this Act shall so far as is
15 consistent with the tenor thereof be construed as one with the
Companies Act and the Companies Act and this Act may be referred
to as the "Companies Act 1874 and 1884."

Definitions.

2. In this Act the term "company" means a company registered under the Companies Act and having a capital divided into shares the term "shares" includes stock the term "United Kingdom" means the United Kingdom of Great Britain and Ireland the Isle of Man and the Channel Islands [the term "British Colony" does not include the Colony of New South Wales nor any place within the United Kingdom but includes such territories as may for the time being be vested in Her Majesty by virtue of an Act of the Imperial Parliament for the Government of India and any plantation territory or settlement situate elsewhere within Her Majesty's dominions.] 5 10

Power for Companies to keep extra-colonial registers.

3. (I.) Any Company whose objects comprise the transactions of business in the United Kingdom or any part thereof [or in a British Colony] may if authorized so to do by its regulations as originally framed or as altered by special resolution cause to be kept in the United Kingdom and in any part or parts thereof [and in any British Colony] 15 in which it transacts business a branch register or registers of members resident in the United Kingdom [or in such part or parts thereof or in such Colony as the case may be.]

(II.) The Company shall give to the Registrar of Joint Stock Companies notice of the situation of the office where any such branch 20 register (in this Act called an extra-Colonial register) is kept and of any change therein and of the discontinuance of any such office in the event of the same being discontinued.

(III.) An extra-Colonial register shall as regards the particulars entered therein be deemed to be a part of the Company's register 25 of members and shall be *prima facie* evidence of all particulars entered therein Any such register shall be kept in the manner provided by the Companies Act with this qualification that the advertisement mentioned in section thirty-one of the Companies Act shall be inserted in some newspaper circulating in the district wherein the register to be 30 closed is kept but the Supreme Court or a Judge thereof shall have and exercise the same jurisdiction in relation to such extra-Colonial register of rectifying the same as is by section thirty-three of the Companies Act vested in such Court or Judge as respects a register in New South Wales and all offences under section thirty of the Companies 35 Act may as regards an extra-Colonial register be prosecuted summarily before two or more Justices of the Peace in New South Wales.

(IV.) The company shall transmit to its registered office a copy of every entry in its extra-Colonial register or registers as soon as may be after such entry is made and the Company shall cause to be 40 kept at its registered office duly entered up from time to time a duplicate or duplicates of its extra-Colonial register or registers The provisions of section thirty of the Companies Act shall apply to every such duplicate and every such duplicate shall for all the purposes of the Companies Act be deemed to be part of the register of members 45 of the Company.

(V.) Subject to the provisions of this Act with respect to the duplicate register the shares registered in an extra-Colonial register shall be distinguished from the shares registered in the principal register and no transaction with respect to any shares registered in an extra-Colonial 50 register shall during the continuance of the registration of such shares in such extra-Colonial register be registered in any other register.

(VI.) The Company may discontinue to keep any extra-Colonial register and thereupon all entries in that register shall be transferred to some other extra-Colonial register kept by the Company 55 in the United Kingdom [(if such discontinued register shall have been kept there) or in the same Colony where such discontinued register shall have been kept as the case may be] Colony or to the register of members kept at the registered office of the Company.

(VII.)

(VII.) In relation to stamp duties the following provisions shall have effect:—

- 5 (a) An instrument of transfer of a share registered in an extra Colonial register under this Act shall be deemed to be a transfer of property situated out of New South Wales and unless executed in any part of New South Wales shall be exempt from stamp duty leviable by the Government of New South Wales.
- 10 (b) Upon the death of a member registered in an extra-Colonial register under this Act the share or other interest of the deceased member shall for the purposes of this Act so far as relates to New South Wales duties be deemed to be part of his estate and effects situated in New South Wales for or in respect of which probate or letters of administration is or are to be granted or whereof an inventory is to be exhibited and recorded in like manner as if he were registered in the register of members kept at the registered office of the Company.

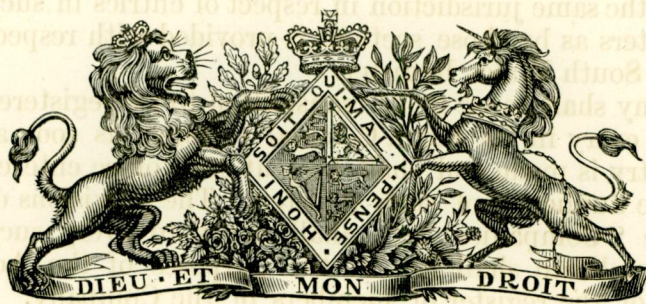
15 (VIII.) Subject to the provisions of this Act any Company
20 may by its regulations as originally framed or as altered by special resolution make such provisions as it may think fit respecting the keeping of extra-Colonial registers.

This PUBLIC BILL originated in the LEGISLATIVE COUNCIL, and, having this day passed, is now ready for presentation to the LEGISLATIVE ASSEMBLY for its concurrence.

Legislative Council Chamber,
Sydney, 7th May, 1884. }

JOHN J. CALVERT,
Clerk of the Parliaments.

New South Wales.



ANNO QUADRAGESIMO SEPTIMO

VICTORIÆ REGINÆ.

No.

An Act to authorize Companies registered under the "Companies Act" to keep Extra-Colonial Registers.

WHEREAS many Companies registered under the "Companies Act" carry on business in the United Kingdom and elsewhere out of New South Wales and dealings in their shares there are frequent but delay and expense are occasioned by reason of the absence of legal provision for keeping local registers of their members Be it therefore enacted by the Queen's Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows :—

10 1. This Act may be cited for all purposes as the "Companies Extra-Colonial Registers Act of 1884." Short title.

15 2. Any Company registered in New South Wales whose objects comprise the transaction of business in the United Kingdom or elsewhere may if authorized so to do by its regulations as originally framed or as altered by special resolution cause to be kept in the United Kingdom and in any place elsewhere within the Queen's Dominions in which it transacts business a branch register of the members there resident. Power to keep Extra-Colonial registers.

Companies Extra-Colonial Registers.

3. The Company shall give to the Registrar of Joint Stock Companies notice of the situation of every office where any such branch register (in this Act called an Extra-Colonial Register) is kept and of any change therein and of the discontinuance of any such office 5 in the event of the same being discontinued.

Notice to Registrar of Joint Stock Companies.

4. An Extra-Colonial register shall as regards the particulars entered therein be deemed to be part of the Company's register of members and shall be evidence of all particulars entered therein Every such register shall be kept in the manner provided by the "Companies Act" except that the advertisement mentioned in section thirty-one of 10 the Act shall be inserted in some newspaper circulating in the district wherein the register to be closed is kept.

Registers how kept or closed &c.

5. Sections thirty and thirty-three of the said Act shall equally apply to entries in Extra-Colonial Registers as to entries in the register 15 of the Company kept in New South Wales and the Supreme Court and its Judges shall have the same jurisdiction in respect of entries in such Extra-Colonial Registers as by those sections is provided with respect to entries in the New South Wales Register.

Ss. 30 and 33 of "Companies Act" extended.

6. The Company shall cause to be transmitted to its registered 20 office a copy of every entry in its Extra-Colonial registers as soon as may be after such entry is made and shall keep at such office entered up from time to time duplicates of such registers The provisions of section thirty of the "Companies Act" shall apply to every such duplicate and such duplicate shall for all the purposes of the Act 25 be deemed to be part of the register of members of the Company.

Duplicates of registers &c.

7. Subject to the provisions of this Act with respect to duplicate registers the shares registered in an Extra-Colonial register shall be distinguished from the shares registered in the principal register and no transaction with respect to a share registered in an Extra- 30 Colonial register shall during the continuance of the registration of such share therein be registered in any other register.

Extra-Colonial shares to be distinct.

8. The Company may discontinue any Extra-Colonial register and thereupon all entries in that register shall be transferred to some other register kept by the Company in the same place or district or to 35 the register of members kept at the registered office of the Company.

Discontinuance of any register.

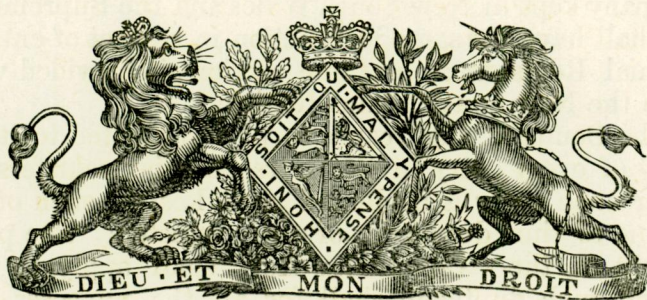
9. Subject to the provisions of this Act any registered Company may by special resolution make such provisions as it shall think fit respecting the keeping of Extra-Colonial registers.

Companies may make regulations.

[3d.]

Sydney : Thomas Richards, Government Printer.—1884.

New South Wales.



ANNO QUADRAGESIMO OCTAVO

VICTORIÆ REGINÆ.

No. XIV.

An Act to authorize Companies registered under the "Companies Act" to keep Extra-Colonial Registers. [Assented to, 24th September, 1884.]

WHEREAS many Companies registered under the "Companies Act" carry on business in the United Kingdom and elsewhere out of New South Wales and dealings in their shares there are frequent but delay and expense are occasioned by reason of the absence of legal provision for keeping local registers of their members Be it therefore enacted by the Queen's Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows :—

1. This Act may be cited for all purposes as the "Companies Extra-Colonial Registers Act of 1884." Preamble. Short title.

2. Any Company registered in New South Wales whose objects comprise the transaction of business in the United Kingdom or elsewhere may if authorized so to do by its regulations as originally framed or as altered by special resolution cause to be kept in the United Kingdom and in any place elsewhere within the Queen's Dominions in which it transacts business a branch register of the members there resident. Power to keep Extra-Colonial registers.

Companies Extra-Colonial Registers.

Notice to Registrar
of Joint Stock
Companies.

3. The Company shall give to the Registrar of Joint Stock Companies notice of the situation of every office where any such branch register (in this Act called an Extra-Colonial Register) is kept and of any change therein and of the discontinuance of any such office in the event of the same being discontinued.

Registers how kept
or closed &c.

4. An Extra-Colonial register shall as regards the particulars entered therein be deemed to be part of the Company's register of members and shall be evidence of all particulars entered therein. Every such register shall be kept in the manner provided by the "Companies Act" except that the advertisement mentioned in section thirty-one of the Act shall be inserted in some newspaper circulating in the district wherein the register to be closed is kept.

Ss. 30 and 33 of
"Companies Act"
extended.

5. Sections thirty and thirty-three of the said Act shall equally apply to entries in Extra-Colonial Registers as to entries in the register of the Company kept in New South Wales and the Supreme Court and its Judges shall have the same jurisdiction in respect of entries in such Extra-Colonial Registers as by those sections is provided with respect to entries in the New South Wales Register.

Duplicates of
registers &c.

6. The Company shall cause to be transmitted to its registered office a copy of every entry in its Extra-Colonial registers as soon as may be after such entry is made and shall keep at such office entered up from time to time duplicates of such registers. The provisions of section thirty of the "Companies Act" shall apply to every such duplicate and such duplicate shall for all the purposes of the Act be deemed to be part of the register of members of the Company.

Extra-Colonial shares
to be distinct.

7. Subject to the provisions of this Act with respect to duplicate registers the shares registered in an Extra-Colonial register shall be distinguished from the shares registered in the principal register and no transaction with respect to a share registered in an Extra-Colonial register shall during the continuance of the registration of such share therein be registered in any other register.

Discontinuance of
any register.

8. The Company may discontinue any Extra-Colonial register and thereupon all entries in that register shall be transferred to some other register kept by the Company in the same place or district or to the register of members kept at the registered office of the Company.

Companies may make
regulations.

9. Subject to the provisions of this Act any registered Company may by special resolution make such provisions as it shall think fit respecting the keeping of Extra-Colonial registers.