



ANNO VICESIMO QUINTO

## ELIZABETHAE II REGINAE

A.D. 1976

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### No. 91 of 1976

An Act to provide that conditionally upon Emu Wine Holdings Limited, The Emu Wine Company Limited, P. J. Howes Limited and Stephen Smith & Company Limited, companies incorporated in the United Kingdom, being authorized under the law of the United Kingdom to become companies incorporated under the law of this State, they may become companies so incorporated; and for purposes incidental and ancillary thereto:

[Assented to 16th December, 1976]

WHEREAS Emu Wine Holdings Limited (hereinafter called "the holding company") and its subsidiary companies, The Emu Wine Company Limited, P. J. Howes Limited and Stephen Smith & Company Limited (hereinafter together called "the United Kingdom subsidiaries"), are companies incorporated under the law of the United Kingdom: Preamble.

AND WHEREAS the holding company conducts substantially the whole of its business through a number of subsidiary companies which are incorporated in Australia namely, The Emu Wine Company Proprietary Limited Morphett Vale Cellars Proprietary Limited P. J. Howes (Australia) Limited Wheatsheaf (Morphett Vale) Pty. Limited Valencia Vineyards Pty. Limited and Western Australian Winegrowers Association Pty. Limited (hereinafter together called "the Australian subsidiaries") and are engaged in the making distribution or selling of wine in Australia:

AND WHEREAS the assets of the holding company and the United Kingdom subsidiaries, apart from their shareholdings in the Australian subsidiaries, comprise principally cash or deposits readily convertible into cash:

AND WHEREAS the holding company is now a wholly owned subsidiary company of Thomas Hardy and Sons, Proprietary Limited a proprietary company incorporated in South Australia and carrying on business as a wine-maker in Australia:

AND WHEREAS the holding company and the United Kingdom subsidiaries propose to seek statutory authorization from the Parliament of the United Kingdom to become companies incorporated under the law of this State:

AND WHEREAS it is in the interest of Thomas Hardy and Sons, Proprietary Limited, the holding company, the United Kingdom subsidiaries and the Australian subsidiaries and not inconsistent with the public interest that the holding company and the United Kingdom subsidiaries should become companies so incorporated:

BE IT THEREFORE ENACTED by the Governor of the State of South Australia, with the advice and consent of the Parliament thereof, as follows:

Short title.

1. This Act may be cited as the "Emu Wine Companies (Transfer of Incorporation) Act, 1976".

Interpretation.

2. In this Act—

"the companies" means Emu Wine Holdings Limited, The Emu Wine Company Limited, P. J. Howes Limited and Stephen Smith & Company Limited being some of the companies referred to in the preamble to this Act:

"the Registrar" means the Registrar of Companies appointed under the Companies Act, 1962, as amended.

Transfer of  
Incorporation.

3. (1) Each of the companies may, at any time after it has been authorized by the law of the United Kingdom to become a company incorporated under the law of this State lodge with the Registrar—

(a) a copy of the Act of the Parliament of the United Kingdom authorizing that company to become a company incorporated under the law of this State;

(b) a copy of the memorandum and articles of association of that company amended into a form appropriate to a public company or a proprietary company (as the case may be) limited by shares incorporated under the Companies Act, 1962, as amended;

and

(c) a statement specifying—

(i) the nominal share capital of that company expressed in Australian currency, the classes of shares into which it is divided, and the proportion of the nominal share capital represented by each class of shares;

and

(ii) the number of shares issued in each class and the amount paid up on each share.

(2) The documents lodged under subsection (1) of this section must be verified by the statutory declaration of at least two directors of the company by which the documents were lodged.

(3) Upon lodgement of the documents referred to in subsection (1) of this section by any of the companies, duly verified as required by subsection (2) of this section, the Registrar shall issue a certificate of incorporation in respect of that company and thereupon that company shall become a company incorporated under the Companies Act, 1962, as amended.

(4) A certificate of incorporation issued under subsection (3) of this section shall be conclusive evidence that the requirements of this section have been complied with and the company to which it relates is duly incorporated under the Companies Act, 1962, as amended.

(5) The incorporation of the companies under the law of the State shall not affect the identity or juristic capacity of any of the companies.

(6) A fee of—

(a) thirteen hundred dollars in respect of the incorporation of Emu Wine Holdings Limited;

(b) one hundred dollars in respect of the incorporation of The Emu Wine Company Limited;

(c) two hundred and fifty dollars in respect of the incorporation of P. J. Howes Limited;

and

(d) six hundred dollars in respect of the incorporation of Stephen Smith & Company Limited,

pursuant to the laws of this State, shall be paid to the Registrar and the companies shall be exempt from any other fees under the Companies Act, 1962, as amended, in respect of incorporation.

(7) The provisions of the Companies Act, 1962, as amended, shall apply to the companies with such modifications as are necessary in view of the pre-existing incorporated character of the companies and the provisions of this Act.

In the name and on behalf of Her Majesty, I hereby assent to this Bill.

D. NICHOLLS, Governor