

WESTERN AUSTRALIA.

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COMPANIES  
(CONSEQUENTIAL  
AMENDMENTS).

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No. 10 of 1982.

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AN ACT to make amendments to certain Acts consequential upon the enactment of the Companies (Application of Laws) Act 1981, to make certain other amendments to Acts and for other purposes.

[Assented to 14 May 1982.]

BE it enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and the Legislative Assembly of Western Australia, in this present Parliament assembled, and by the authority of the same, as follows:—

PART I.—PRELIMINARY.

1. This Act may be cited as the *Companies* Short title.  
(*Consequential Amendments*) Act 1982.

Commence-  
ment.

2. (1) Subject to subsections (2), (3), (4), (5), (6) and (7), this Act shall come into operation on the day on which the *Companies (Application of Laws) Act 1981* comes into operation.

(1 July 1981.)

(2) Sections 9, 14 and 19 shall be deemed to have come into operation on the day on which the *National Companies and Securities Commission (State Provisions) Act 1980* came into operation.

(1 July 1981.)

(3) Subsection (2) of section 11 shall be deemed to have come into operation on the day on which the *Companies (Acquisition of Shares) (Application of Laws) Act 1981* came into operation.

(1 July 1981.)

(4) Section 18 shall be deemed to have come into operation on the day on which the *Securities Industry (Application of Laws) Act 1981* came into operation.

(5) Section 20 shall be deemed to have come into operation on 1 October 1981.

(6) Sections 23 and 24 shall come into operation on a day to be proclaimed.

(7) Sections 25 and 26 shall be deemed to have come into operation on 5 December 1979.

Division  
into Parts.

3. This Act is divided into Parts as follows:

Part I.—Preliminary ss. 1-3.

Part II.—Amendments to *National Companies and Securities Commission (State Provisions) Act 1980* ss. 4-5.

Part III.—Amendments to *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act 1981* ss. 6-9.

Part IV.—Amendments to *Companies (Acquisition of Shares) (Application of Laws) Act 1981* ss. 10-14.

Part V.—Amendments to *Securities Industry (Application of Laws) Act 1981* ss. 15-22.

Part VI.—Amendments to *Companies (Application of Laws) Act 1981* ss. 23-24.

Part VII.—Amendments to *Company Take-overs Act 1979* ss. 25-26.

Part VIII.—Other amendments to Acts ss. 27-28.

PART II.—AMENDMENTS TO NATIONAL COMPANIES AND SECURITIES COMMISSION (STATE PROVISIONS) ACT 1980.

4. In this Part, the *National Companies and Securities Commission (State Provisions) Act 1980* is referred to as the principal Act. Citation of principal Act.

5. Section 12 of the principal Act is amended— Amendment of s. 12.

(a) in subsection (1), by inserting before “any functions” the following—

“ all or ” ;

(b) in subsection (3), by repealing paragraph (b) and substituting the following paragraph—

“ (b) the person for the time being holding a specified office under an Act, an Act of another State or a Commonwealth Act or the person for the time being occupying a position in the Public Service of the State, of another State or of the Commonwealth, being a position that is specified in the instrument of delegation. ” ; and

(c) in subsection (5), by repealing paragraph (b) and substituting the following paragraph—

“ (b) the person for the time being occupying a position in the Public Service of the State, of another

State or of the Commonwealth,  
being a position that is specified in  
the instrument by which the  
authority is given. ” .

PART III.—AMENDMENTS TO COMPANIES AND  
SECURITIES (INTERPRETATION AND MISCEL-  
LANEOUS PROVISIONS) (APPLICATION OF LAWS)  
ACT 1981.

Citation of  
principal  
Act.

6. In this Part, the *Companies and Securities  
(Interpretation and Miscellaneous Provisions)  
(Application of Laws) Act 1981* is referred to as the  
principal Act.

Amendment  
of s. 11.

7. Subsection (2) of section 11 of the principal  
Act is amended by inserting after “regulation,” the  
following—

“ clause, ” .

Amendment  
of  
Schedule 1.

8. Schedule 1 to the principal Act is amended—

(a) in clause 3, by repealing paragraph (g) and  
substituting the following paragraph—

“ (g) in paragraph (b) of the definition of  
“constituent documents” for the passage  
“(other than the *Companies Act 1981* or  
the corresponding law of a State or  
another Territory or of another country)”  
there were substituted the passage  
“(other than the *Companies (Western  
Australia) Code* or the corresponding law  
in force in another State or in a Territory  
or in another country); ” ;

(b) in clause 6, by deleting “three” and substi-  
tuting the following—

“ four ” ; and

(c) by inserting, after clause 16, the following clauses—

“ 17. In section 40 of the Commonwealth Act—

(a) in subsection (1) before the word “made” there were inserted the passage “applying,” ;

and

(b) in subsection (2), before the words “was made” there were inserted the words “applies or”.

18. For section 41 of the Commonwealth Act there were substituted the following section:

“ 41. (1) Where a provision of a law of another State or of a Territory, being a law by reason of which provisions of a relevant Act of the Commonwealth or regulations in force for the time being under a relevant Act of the Commonwealth apply as laws of that State or Territory, provides that a document published in accordance with that provision is *prima facie* evidence of the provisions of that Act or those regulations as so applying on a particular date, a document that is, or purports to be, a copy of a document so published is *prima facie* evidence of the provisions of that Act or those regulations as so applying on that date.

(2) In subsection (1), “relevant Act of the Commonwealth” means—

(a) the *Companies and Securities (Interpretation and Miscellaneous Provisions) Act 1980* of the Commonwealth;

(b) the *Companies (Acquisition of Shares) Act 1980* of the Commonwealth;

(c) the *Securities Industry Act 1980* of the Commonwealth; or

(d) the *Companies Act* 1981 of the Commonwealth,

as amended and in force for the time being. " .

Amendment of Schedule 1.

9. Paragraph (z) of clause 3 of Schedule 1 to the principal Act is repealed.

PART IV.—AMENDMENTS TO COMPANIES  
(ACQUISITION OF SHARES)  
(APPLICATION OF LAWS) ACT 1981.

Citation of principal Act.

10. In this Part, the *Companies (Acquisition of Shares) (Application of Laws) Act 1981* is referred to as the principal Act.

Amendment of s.s. 5 and 18.

11. (1) Section 5 of the principal Act is amended by repealing subsection (1) and substituting the following subsection—

“ (1) The provisions applying by reason of section 4, except as provided by section 17, operate to the exclusion of—

(a) Part VIB. of, and the Tenth Schedule to, the *Companies Act 1961*; and

(b) the *Company Take-overs Act 1979*. ” .

(2) Subsection (2) of section 18 of the principal Act is amended by deleting “1961-1980” and substituting the following—

“ 1961-1981 ” .

S.s. 7 and 8 repealed and substituted.

12. Sections 7 and 8 of the principal Act are repealed and the following sections substituted—

Incorporation in *Companies (Western Australia) Code*.

“ 7. (1) The provisions applying by reason of section 4 are incorporated with, and shall be read as one with, the *Companies (Western Australia) Code*.

(2) The provisions applying by reason of section 6 are incorporated with, and shall be read as one with, regulations applying under the *Companies (Western Australia) Code*.

8. For the purposes of the operation of the *Companies (Western Australia) Code* and regulations applying under that Code and the performance of functions and the exercise of powers under that Code or those regulations, with respect to the provisions of, or matters relating to or arising under, the applied provisions—

Operation of  
*Companies*  
(*Western*  
*Australia*)  
*Code*.

- (a) references in that Code or those regulations to documents submitted to, or lodged with, the Commission shall be construed as references to documents submitted to, or lodged with, the Commission under the applied provisions; and
- (b) references in those regulations to the *Companies (Western Australia) Code* shall, in accordance with subsection (1) of section 7, be construed as references to that Code with the incorporation of, and as read as one with, the provisions applying by reason of section 4. ” .

13. Schedule 1 to the principal Act is amended— Amendment of  
Schedule 1.

(a) in clause 1, by repealing paragraph (a) and substituting the following paragraph—

“ (a) for the passage “*Companies Act 1981*” in the Commonwealth Act (wherever occurring) there were substituted the passage “*Companies (Western Australia) Code*”; ” ; and

(b) by inserting, after clause 3, the following clause—

“ 3A. In subsection (4) of section 38 of the Commonwealth Act, for the words “law of the place” (where twice occurring) there were substituted the words “law in force in the place”. ” .

Amendment  
of  
Schedule 1.

14. Schedule 1 to the principal Act is amended—

(a) in clause 1, by repealing paragraph (e) and substituting the following paragraph—

“ (e) for the words “law of a State or another Territory” and “law of a State or another Territory” in the Commonwealth Act (wherever occurring) there were substituted the words “law in force in another State or in a Territory”. ” ;  
and

(b) by inserting, after clause 2, the following clause—

“ 2A. After section 6 of the Commonwealth Act there were inserted the following section:

“ 6A. In this Code—

(a) a reference to a previous law, or provision of a previous law, or previous enactment, of Western Australia or of the State corresponding to, or to a provision of, this Code includes a reference to, or to a provision of, the *Companies Act 1961*; and

(b) a reference to a previous law, or provision of a previous law, or previous enactment, of a State other than Western Australia or of another State corresponding to, or to a provision of, this Code includes a reference to, or to a provision of, that law of that State corresponding to the *Companies Act 1961*. ” . ” .

References  
to previous  
laws.

PART V.—AMENDMENTS TO SECURITIES INDUSTRY  
(APPLICATION OF LAWS) ACT 1981.

Citation of  
principal  
Act.

15. In this Part, the *Securities Industry (Application of Laws) Act 1981* is referred to as the principal Act.



16. The principal Act is amended by inserting after section 15 a new section as follows: New s. 15A inserted.

“ 15A. (1) Where the Ministerial Council approves an exemption of a right or interest, or a right or interest included in a class or kind of rights or interests, to be an exempt right or interest or a class or kind of exempt rights or interests for the purposes of paragraph (g) of the interpretation of “prescribed interest” in subsection (1) of section 4 of the *Securities Industry (Western Australia) Code*, the Governor may make regulations declaring that right or interest, or a right or interest included in that class or kind of rights or interests, to be an exempt right or interest or a class or kind of exempt rights or interests for the purposes of that paragraph. Exemptions from “prescribed interest”.

(2) Regulations under subsection (1) shall be read and construed as one with the *Securities Industry (Western Australia) Regulations*. ” .

17. Schedule 1 to the principal Act is amended— Amendment of Schedule 1.

(a) in clause 1, by repealing paragraph (a) and substituting the following paragraph—

“ (a) for the passage “*Companies Act 1981*” in the Commonwealth Act (wherever occurring) there were substituted the passage “*Companies (Western Australia) Code*”; ” ;

(b) in clause 2, by repealing subclause (2) and substituting the following subclause—

“ (2) In subsection (7) of section 4 of the Commonwealth Act, for the words “that Act” there were substituted the words “that Code”. ” ;

(c) by repealing clause 11 and substituting the following clause—

“ 11. In section 30 of the Commonwealth Act—

(a) in subsection (4)—

(i) at the end of paragraph (a), the word “and” were repealed; and

(ii) in paragraph (b), for the word “Commonwealth” there were substituted the following passage and paragraph:

“State; and

(c) the Commonwealth Minister may cause to be printed and published the whole or any part of a report under this Division that relates to an investigation the expenses of which are, under the Agreement, to be borne by the Commonwealth. ” ;

and

(b) in subsection (5), for the words “Ministerial Council or the Minister” (where three times occurring) there were substituted the passage “Ministerial Council, the Minister or the Commonwealth Minister”. ” ;

(d) by inserting, after clause 13, the following clause—

“ 13A. In paragraph (b) of section 48 of the Commonwealth Act, for the words “of a State or of another Territory” (where twice occurring) there were substituted the words “in force in another State or in a Territory”. ” ;

- (e) by repealing clause 17 and substituting the following clause—

“ 17. (1) In paragraph (e) of subsection (2) of section 75 of the Commonwealth Act, for the words “of a participating State or a” there were substituted the words “in force in a participating State or”.

(2) In paragraph (e) of subsection (3) of section 75 of the Commonwealth Act, for the passage “*Business Names Ordinance 1963*” there were substituted the passage “*Business Names Act 1962*”.

(3) In paragraph (f) of subsection (3) of section 75 of the Commonwealth Act, for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”.

(4) In subsection (19) of section 75 of the Commonwealth Act, for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”.

(5) In subsection (20) of section 75 of the Commonwealth Act, for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”. ” ;

and

- (f) by inserting after clause 17A the following clause—

“ 17B. In subsection (9) of section 76 of the Commonwealth Act, for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”. ” .

18. (1) Section 5 of the principal Act is amended by deleting “*applies to the*” and substituting the following—

“applies to the”.

(2) Schedule 1 of the principal Act is amended—

(a) in clause 10, by deleting “*Ordinance*” and substituting the following—

“*Ordinance*” ; and

(b) in clause 24, at subsection (6) of section 151A, by deleting “section 134” and substituting the following—

“section 133”.

Amendment  
of  
Schedule 1.

19. Schedule 1 to the principal Act is amended—

(a) in clause 1, by repealing paragraph (c) and substituting the following paragraph—

“ (c) for the words “law of a State or of another Territory” in the Commonwealth Act (wherever occurring) there were substituted the words “law in force in another State or in a Territory”; ” ;

(b) by inserting, after subclause (2) of clause 2, the following subclause—

“ (3) After subsection (9) of section 4 of the Commonwealth Act there were inserted the following subsection:

“ (10) In this Code—

(a) a reference to a previous law, or provision of a previous law, or previous enactment, of Western Australia or of the State corresponding to, or to a provision of, this Code includes a reference to, or to a provision of, the *Securities Industry Act 1975*; and

(b) a reference to a previous law, or provision of a previous law, or previous enactment, of a State other than Western Australia or of another State corresponding to, or to a provision of this Code includes a reference to, or to a provision of, the law of that State corresponding to the *Securities Industry Act 1975*. ” . ” ;

- (c) by inserting, after clause 4, the following clause—

“ (4A) In subsection (2) of section 9 of the Commonwealth Act, for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”. ” ; and

- (d) by repealing clause 16 and substituting the following clause—

“ 16. For subsection (5) of section 60 of the Commonwealth Act there were substituted the following subsection:

“ (5) A person disqualified or deemed to be disqualified, either permanently or for a period, from holding a licence—

(a) under the corresponding law in force in another State or in a Territory by reason of an order of a court under that corresponding law or by reason of a provision of that corresponding law; or

(b) by reason of an order of a court under section 47 of the *Securities Industry Act 1975* or under a corresponding provision of a previous law or under a provision of a law, or a previous law of another State,

shall, while he is so disqualified or deemed to be disqualified, be deemed to be disqualified from holding a licence under this Code. ” . ” .

20. After clause 17 of Schedule 1 to the principal Act there shall be inserted the following clause—

Amendment  
of  
Schedule 1.

“ 17A. In paragraph (a) of subsection (2) of section 81 of the Commonwealth Act, for the words “of a participating State or of a” there were substituted the words “in force in a participating State or” . ” .

Exempt  
interests  
under  
s. 76 (1) (g)  
of the  
*Companies  
Act 1961.*

21. Where, immediately before the commencement of this section, an interest or right was an exempt interest for the purposes of paragraph (g) of subsection (1) of section 76 of the *Companies Act 1961*, that interest or right shall be deemed to have been an exempt interest for the purposes of paragraph (g) of the interpretation of "prescribed interest" in subsection (1) of section 4 of the *Securities Industry (Western Australia) Code* during the period during which it was an exempt interest for the purposes of paragraph (g) of subsection (1) of section 76 of the *Companies Act 1961*.

Amendment  
of  
Schedule 2.

22. At the end of Schedule 2 to the principal Act there shall be inserted the following clause—

" 6. For the words "Securities Industry Regulations" (wherever occurring) there were substituted the passage "*Securities Industry (Western Australia) Regulations*". " .

PART VI.—AMENDMENTS TO COMPANIES  
(APPLICATION OF LAWS) ACT 1981.

Citation of  
principal  
Act.

23. In this Part, the *Companies (Application of Laws) Act 1981* is referred to as the principal Act.

Amendment  
of  
Schedule 1.

24. Schedule 1 of the principal Act is amended—

(a) by inserting, after clause 5, the following clause—

" 5A. In section 18 (7) (a) of the Commonwealth Act, after the words "Companies Auditors and Liquidators Disciplinary Board" there were inserted the passage "constituted under the *Companies (Administration) Act 1982*". " ;

(b) by inserting, after clause 6, the following clause—

“ 6A. In section 20 (8) (a) and (9) (a) of the Commonwealth Act, after the words “Companies Auditors and Liquidators Disciplinary Board” there were inserted the passage “constituted under the *Companies (Administration) Act 1982*”. ” ; and

(c) by inserting, after clause 8, the following clause—

“ 8A. At the end of section 27 (28) of the Commonwealth Act there were inserted the passage “constituted under the *Companies (Administration) Act 1982*”. ” ;

PART VII.—AMENDMENTS TO COMPANY TAKE-OVERS ACT 1979.

25. In this Part, the *Company Take-Overs Act 1979-1980* is referred to as the principal Act.

Citation of principal Act.

26. (1) Section 8 of the principal Act is amended, as to paragraph (a) of subsection (2), by deleting “subparagraph (1) of paragraph (a) of subsection (2) of section 16” and substituting the following—

Amendment of ss. 8, 9, 39, 42 and Schedule.

“ subparagraph (ii) of paragraph (a) of subsection (2) of section 16 ” .

(2) Section 9 of the principal Act is amended, as to subsection (7), by deleting “(7) a” and substituting the following—

“ (7) A ” .

(3) Section 39 of the principal Act is amended, as to subsection (2), by deleting paragraph (b) where it first appears.

(4) Section 42 of the principal Act is amended, in subparagraph (ii) of paragraph (d) of subsection (1), by deleting “by virtue of subparagraph (ii) of paragraph (e)” and substituting the following—

“ by virtue of subparagraph (ii) of paragraph (c) ” .

(5) The Schedule to the principal Act is amended, as to clause 7 of Part A—

- (a) by deleting “lists” and substituting the following—  
“ listed ” ; and
- (b) by deleting “exchanged” and substituting the the following—  
“ exchanges ” .

PART VIII.—OTHER AMENDMENTS TO ACTS.

Citation of amended Acts.

27. An Act amended by the provisions of this Act may be cited by reference to its short title and year of enactment followed by the suffix “-1982”.

Amendment of other Acts.

28. (1) The Acts referred to in the Schedule to this Act are amended to the extent indicated in that Schedule.

(2) In any Act or regulation, unless the context otherwise requires, a reference to—

- (a) a specific provision of the *Companies Act, 1961*—shall be read and construed as a reference to the corresponding provision of the *Companies (Western Australia) Code*;
- (b) the *Companies Act, 1961*, where no provision is specified—shall be read and construed as a reference to the *Companies (Western Australia) Code*;
- (c) “that Act”, where the reference relates to the *Companies Act, 1961*—shall be read and construed as a reference to “that Code”; and
- (d) the Registrar of Companies, or the Commissioner for Corporate Affairs, or a Deputy



or Assistant Registrar of Companies or a Deputy or Assistant Commissioner for Corporate Affairs—shall be read and construed as a reference to the Commissioner for Corporate Affairs appointed pursuant to section 4 of the *Companies (Administration) Act 1982*,

and on a reprint of the Act or regulation pursuant to statutory authority the reference may be altered accordingly.

#### SCHEDULE.

s. 28.

##### ARCHITECTS ACT 1921.

S. 2(1) Delete, substitute—  
definition of “corporation” “ “corporation” means any body corporate, whether formed or incorporated in or outside the State, and includes any company, any recognized foreign company, any recognized foreign company, and any foreign company within the meaning of the *Companies (Western Australia) Code*; ” .

S. 2 (1) Delete “section six of the Companies Act, definition of 1961,” substitute “section seven of the “foreign corporation” *Companies (Western Australia) Code*”.

S. 22 (1). Delete “section three hundred and eight of the Companies Act, 1961”, substitute “section four hundred and fifty-nine of the *Companies (Western Australia) Code*, or a corresponding provision of a corresponding law of any other State or Territory of the Commonwealth”.

##### ASSOCIATIONS INCORPORATION ACT 1895.

S. 2 definition of “Registrar”. Delete, substitute—  
“ “Registrar means the Commissioner for Corporate Affairs appointed pursuant to section 4 of the Companies (Administration) Act 1982, and includes a Deputy or Assistant Commissioner for Corporate Affairs appointed pursuant to that Act, or a person acting in any such office. ” .

S. 4A (e). Delete “Companies Act, 1943-1951,” substitute “*Companies (Western Australia) Code*”.



- S. 51. (a) Delete “company or other incorporated body”, substitute “incorporated body, other than a body to which the *Companies (Western Australia) Code* or any corresponding law of another State or Territory of the Commonwealth applies.”.
- (b) Delete “company or”, wherever it appears.

BUILDERS REGISTRATION ACT 1939.

S. 2 definition Delete, substitute—  
of “Company”.

“ “Company” means a company, a recognized company or a recognized foreign company within the meaning of the *Companies (Western Australia) Code* or a foreign company which is registered under Division 5 of Part XIII of that Code. ” .

BUILDING SOCIETIES ACT 1976.

S. 34 (1) (a). Delete “Companies Act, 1961”, substitute “*Companies (Western Australia) Code*”.

S. 40 (2) (b) Delete “section 38 of the Companies Act, 1961”, substitute “section 97 of the *Companies (Western Australia) Code*”.

S. 59 (3) (c). Delete, substitute—

“ (c) of any offence—

- (i) under section 108, 229, 555 or 556 of the *Companies (Western Australia) Code*, section 44 of the *Companies (Acquisition of Shares) (Western Australia) Code*, section 129 of the *Securities Industry (Western Australia) Code*, any provision of a law of another State or of a Territory of the Commonwealth that corresponds with any of those provisions, or any offence under a provision of a previous law of the State, of another State or of a Territory of the Commonwealth with which any of those provisions corresponds; or

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(ii) under subsection (3) of section 333 of the Companies Act 1961 as enacted before the 25th day of November 1969, or under any of the corresponding provisions of the law of another State or Territory of the Commonwealth; or”.

- S. 61 (4),  
S. 66 (4),  
S. 67.  
S. 70 (1).          Delete “Companies Act, 1961”, substitute “*Companies (Western Australia) Code*”.
- (a) Delete “Part VIII and Part IX of the Companies Act, 1961, ”, substitute “Part X and Part XI of the *Companies (Western Australia) Code*, subject to section 581B of that Code”.
- (b) Delete “extend”, substitute “apply, subject to subsection (2)”,.
- S. 70 (2).          (a) Delete “that extension”, substitute “the application of the provisions of the *Companies (Western Australia) Code* pursuant to subsection (1)”.
- (b) Delete “Commissioner for Corporate Affairs”, substitute “Commission”.
- S. 71 (2),  
S. 72.              Delete “Companies Act, 1961”, substitute “*Companies (Western Australia) Code*”.

BUSINESS FRANCHISE (TOBACCO) ACT 1975.

S. 2 definition of “corporation”.          Delete, substitute—  
“ “corporation” has the same meaning as it has under section 5 (1) of the *Companies (Western Australia) Code*, except that for the purposes of this Act the term includes the bodies that are for the purposes of that Code excluded by paragraphs (c) to (g) of that definition of the term; ” .

- S. 2 definition of “voting share”.          Delete “Companies Act 1961”, substitute “*Companies (Western Australia) Code*”.
- S. 2A (3),  
S. 2B,  
S. 2D (4).          Delete “section 6 (5) of the Companies Act 1961”, substitute “section 7 (5) of the *Companies (Western Australia) Code*”.

BUSINESS NAMES ACT 1962.

- S. 4 (1) Delete, substitute—  
definition of “Commissioner”. “ “Commissioner” means the Commissioner for Corporate Affairs appointed pursuant to section 4 of the Companies (Administration) Act 1982, and includes a Deputy or Assistant Commissioner for Corporate Affairs appointed pursuant to that Act, or a person acting in any such office. ” .
- S. 4 (1) Delete, substitute—  
definition of “corporation”. “ “corporation” has the same meaning as in section 5 of the *Companies (Western Australia) Code*; ” .
- S. 4 (1) Delete “Division 3 of Part XI of the Companies Act, 1961,” substitute “Division 5 of Part XIII of the *Companies (Western Australia) Code*”.
- S. 5A (1) (c). Delete “specified in paragraph (c) of subsection (1) of section one hundred and twenty-two of the Companies Act, 1961”, substitute “specified in paragraph (c) or referred to in paragraph (d) of subsection (1) of section 227 of the *Companies (Western Australia) Code*”.
- S. 19 (1) (d), Delete “Companies Act, 1961”, substitute 26 (2). “*Companies (Western Australia) Code*”.

COMPANIES (CO-OPERATIVE) ACT 1943.

- S. 3 definition of “Registrar”. Delete, substitute—  
“ “Registrar” means the Commissioner for Corporate Affairs appointed pursuant to section four of the Companies (Administration) Act 1982. ”

CO-OPERATIVE AND PROVIDENT SOCIETIES ACT 1903.

- S. 27. (a) In paragraph (e), delete “registered under the Companies Act, 1893:”, substitute “or recognized company within the meaning of the *Companies (Western Australia) Code*”.
- (b) Delete the last sentence.

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- S. 42 (1). (a) Delete "convert itself into", substitute "seek incorporation as".  
(b) Delete "Act", substitute "law".
- S. 42 (2). Delete.
- S. 42 (3). Delete "have priority as against the property of such company over all other rights or claims against or liabilities of such company", substitute "be enforceable as against the property of such company".
- S. 43 (1). (a) Delete "A company registered under any Act for the time being in force relating to the incorporation of companies", substitute "A company within the meaning of the *Companies (Western Australia) Code*".  
(b) Delete "convert itself into", substitute "seek registration as".
- S. 43 (2). (a) Delete "A resolution for the conversion of a company into", substitute "An application for the registration of a company as".  
(b) Delete "shall appoint", substitute "a copy of a special resolution referring to the proposed rules appointing".
- S. 43 (3). Delete "With the rules, a copy of the special resolution for conversion of the company into a registered society shall be sent to the Registrar, who", substitute "The Registrar".
- S. 43 (4). Delete, substitute—  
“ (4) Effect shall not be given by the Registrar to an application for the registration of a company as a registered society unless, after consultation with the Commissioner for Corporate Affairs, he is satisfied—  
(a) that provision is made for the voluntary winding up of the company;  
(b) as to the extent to which, and the manner in which, the constituent documents of the society provide for the affairs of the company, its members and creditors pending dissolution of the company; and

(c) that the Commissioner for Corporate Affairs is not aware of any failure of the company to comply with any requirement of the *Companies (Western Australia) Code* or the Companies Act 1961 that remains applicable to it. ”

- S. 43 (5). (a) Delete “Upon the conversion of a company into a registered society, the registry of the company shall become void, and shall be cancelled by the Registrar of Companies; but the”, substitute “The”.
- (b) Delete “society: And every such right or claim, and the liability to such penalty, shall have priority as against the property of such society over all other rights or claims against or liabilities of the society.”, substitute “society.”.

S. 46 (1). Delete, substitute—

“ (1) by order of the Court, or pursuant to a special resolution for the winding up of the society, in any mode applicable to a company under the *Companies (Western Australia) Code* the provisions whereof may be applied to and in relation to a registered society for the purpose of such winding up as though it were such a company; or ”

#### CREDIT UNIONS ACT 1979.

S. 4 Delete, substitute—

definition of “debenture”.

“ “debenture” has the same meaning as in subsection (1) of section 5 of the *Companies (Western Australia) Code*.”.

S. 4 Delete “subsection (7) of section 38 of the definition of Companies Act, 1961”, substitute “subsection “prescribed (7) of section 97 of the *Companies (Western corporation”* *Australia) Code*”.

S. 4 definition Delete “Companies Act, 1961”, substitute of “registered “*Companies (Western Australia) company auditor”* *Code*”.

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- S. 4 definition of "transparency". Delete "Companies Act, 1961", substitute "*Companies (Western Australia) Code*".
- S. 5 (1). Delete "the Companies Act, 1961", substitute "and to section 581B of that Code, the *Companies (Western Australia) Code*".
- S. 5 (2). (a) Delete "Companies Act, 1961", substitute "*Companies (Western Australia) Code*".
- (b) Delete "rules and regulations made under the Companies Act, 1961 under or", substitute "the Companies (Application of Laws) Act 1981 and any rules and regulations in force".
- (c) Insert "of that Act and" before "of those rules".
- S. 11 (1). (a) Insert ", and of any rules and regulations made under that Act applicable thereto, as in force immediately prior to the coming into operation of the Companies (Application of Laws) Act 1981" after "1961".
- (b) Delete "extend", substitute "apply, subject to subsection (2),".
- S. 11 (2). Delete "extension", substitute "application for the purposes of this Act".
- S. 11 (3). (a) Delete "Part VIII of the Companies Act, 1961", substitute "Part X of the *Companies (Western Australia) Code*".
- (b) Delete "extend", substitute "apply, subject to subsection (4),".
- S. 11 (4). (a) Delete "extension", substitute "application for the purposes of this Act".
- (b) Delete "Commissioner", substitute "Commission".
- S. 51 (1) (e). Delete "section 38 of the Companies Act, 1961", substitute "section 97 of the *Companies (Western Australia) Code*".
- S. 65 (2) (a) (iii). Delete, and substitute—  
" (iii) of any offence under subsection (3) of section 333 of the Companies Act 1961 as enacted before the 25th day of November 1969, or under any of





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a day were a reference to "the day upon which the inspector was appointed"; "

S. 135 (2) (e). (a) Delete "company to which this Act applies" and "The relevant day" ", substitute " and "relevant day" "

(b) Delete "subsection (1) of section 374E", substitute "subsection (3) of section 553".

S. 135 (2) (f). Delete, substitute—

" (f) the reference in paragraph (f) of the definition of "relevant day" in subsection (3) of section 553 to a day were a reference to "the day upon which the copies of documents required to be lodged under subsection (1) of section 183 were last lodged".

S. 142 (1). Delete "sections 367A, 367B and 367C of the Companies Act, 1961", substitute "sections 541, 542 and 543 of the *Companies (Western Australia) Code*".

S. 142 (2) (b). Delete "Commissioner", substitute "Commission".

S. 144 (3). Delete "section 257 of the Companies Act, 1961", substitute "section 395 of the *Companies (Western Australia) Code*".

DEATH DUTY ASSESSMENT ACT 1973.

S. 69 (3). Delete "section 362 of the Companies Act, 1961", substitute "section 528, 529 or 530 of the *Companies (Western Australia) Code*".

EVIDENCE ACT 1906.

S. 79 (2). Delete "Companies Act 1961", substitute "*Companies (Western Australia) Code*".

S. 79 (3) (a). (a) Delete "the State of New South Wales", substitute "any State or Territory of the Commonwealth".

(b) Delete "the State of New South Wales, Victoria or Queensland", substitute "any State or Territory of the Commonwealth".

S. 79 (3) (b). Delete "Companies Act 1961", substitute "Companies (Administration) Act 1982, the Companies Act 1961, or any corresponding previous enactment".

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FINANCE BROKERS CONTROL ACT 1975.

- S. 5 (1) (d) (a) Delete "Act, 1970", substitute "Western Australia) Code".  
(b) Delete "that Act", substitute "that Code".
- S. 52 (1), (2). Delete "Companies Act, 1961", substitute "*Companies (Western Australia) Code*".

HONEY POOL ACT 1978.

- S. 25 (2). Delete "Companies Act, 1961", substitute "*Companies (Western Australia) Code*".
- S. 27. Delete "an unregistered company for the purposes of Part X of the Companies Act, 1961", substitute "a body to which the provisions of Division 6 of Part XII of the *Companies (Western Australia) Code* apply".

HOUSING ACT 1980.

- S. 55 (4). Delete "section 291 and Division 5 of Part X of the Companies Act 1961", substitute "section 438 and Division 6 of Part XII of the *Companies (Western Australia) Code*".
- S. 55 (5). Delete "Part X of the Companies Act 1961", substitute "Part XII of the *Companies (Western Australia) Code* or a corresponding law".

HOUSING AGREEMENT (COMMONWEALTH AND STATE) ACT 1973.

- S. 6 (4). Delete "section 291 and Division 5 of Part X of the Companies Act, 1961", substitute "section 438 and Division 6 of Part XII of the *Companies (Western Australia) Code*".
- S. 6 (5). Delete "Division 5 of Part X of the Companies Act, 1961", substitute "Part XII of the *Companies (Western Australia) Code* or a corresponding law".

INDUSTRIAL ARBITRATION ACT 1979.

- S. 3 (2) (c). Delete "Companies Act, 1961", substitute "*Companies (Western Australia) Code*".

LAND TAX ASSESSMENT ACT 1976.

- Schedule. Delete "Companies Act, 1961", substitute Cl. 9 (a) (iii) "*Companies (Western Australia) Code*".  
and (iv).



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LOCAL GOVERNMENT ACT 1960.

S. 3 definition Delete, substitute—  
of “company”.

“ “company” means a company, recognized company, recognized foreign company or registered foreign company within the meaning of the *Companies (Western Australia) Code*; ” .

S. 638. Delete “Companies Act, 1961”, substitute “*Companies (Western Australia) Code*”.

METROPOLITAN (PERTH) PASSENGER TRANSPORT TRUST ACT 1957.

S. 25 (5) (b) (iv). (a) Insert “the *Companies (Acquisition of Shares) (Western Australia) Code* do not apply and the provisions of” before “section one hundred and sixty of the”.

(b) Delete “Companies Act, 1943”, substitute “Companies (Co-operative) Act 1943”.

(c) Insert, “as if the Trust were a company for the purposes of that Act” after “*mutatis mutandis*”.

MINING ACT 1978.

S. 101. Insert “*Companies (Western Australia) Code* or the” before “Companies Act 1961”.

S. 119 (9). Delete “Section 6A of the Companies Act 1961”, substitute “Section 8 of the *Companies (Western Australia) Code*”.

MINING DEVELOPMENT ACT 1902.

S. 3. Delete, substitute—

definition of “Company”.

“ “Company” means a company, a recognized company or a recognized foreign company within the meaning of the *Companies (Western Australia) Code* or a foreign company which is registered under Division 5 of Part XIII of that Code. ” .

PAY-ROLL TAX ASSESSMENT ACT 1971.

S. 3 (1) definition of “corporation”. Delete “Companies Act, 1961”, substitute “*Companies (Western Australia) Code*, except that for the purposes of this Act the term includes the bodies that are for the purposes of that Code excluded by paragraphs (c) to (g) of that definition of the term”.

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- definition of "voting share". Delete "Companies Act, 1961", substitute "*Companies (Western Australia) Code*".
- S. 16B, 16 D (4). Delete "subsection (5) of section 6 of the Companies Act, 1961, to be deemed, for the purposes of that Act", substitute "subsection (5) of section 7 of the *Companies (Western Australia) Code* to be deemed, for the purposes of that Code".
- S. 16 H. Delete "section 6 (5) of the Companies Act 1961, is to be deemed for the purposes of that Act", substitute "section 7 (5) of the *Companies (Western Australia) Code*, is to be deemed for the purposes of that Code".
- S. 25 (7). Delete "Companies Act, 1961.", substitute "*Companies (Western Australia) Code*".
- S. 47 (3). Delete "section 362 of the Companies Act, 1961", substitute "section 528, 529 or 530 of the *Companies (Western Australia) Code*".

PERPETUAL TRUSTEES W.A. LTD., ACT 1922.

- Preamble, definition of "The Company". (a) Insert "*Companies (Western Australia) Code*, formerly registered under the" before "Companies Act, 1961,".  
(b) Insert "registered under that Act and corresponding previous enactments and then" before "known".
- S. 21 (2). Delete "section six of the Companies Act, 1961", substitute "section 7 of the *Companies (Western Australia) Code*".
- S. 21 (7) (b). Delete "section six A of the Companies Act, 1961", substitute "section 8 of the *Companies (Western Australia) Code*".
- S. 21 (7) (c). Delete, substitute—  
" (c) a person shall be taken to be associated with another person if he would be taken to be so associated for the purposes of the *Companies (Acquisition of Shares) (Western Australia) Code*, and "an associate of a person" shall be construed accordingly;"
- S. 21C. Insert "Division 6 of Part IV of the *Companies (Western Australia) Code* and" at the commencement of the section.

PETROLEUM (REGISTRATION FEES) ACT 1967.

- S. 4 (5) (a). Delete "Companies Act, 1961", substitute "*Companies (Western Australia) Code*".

PHARMACY ACT 1964.

S. 5                    Insert "*Companies (Western Australia) Code*  
definition of        or to the" before "Companies Act, 1961".  
"Company".

REAL ESTATE AND BUSINESS AGENTS ACT 1978.

S. 4 (4) (b).        Delete, substitute—

“ (b) stockbrokers who are members of a stock exchange within the meaning of the *Securities Industry (Western Australia) Code* when dealing in securities within the meaning of that Code. ” .

S. 72 (1), (2).    Delete "Companies Act, 1961", substitute "*Companies (Western Australia) Code*".

ROAD TRAFFIC ACT 1974.

S. 19 (12)            Delete "company as defined in the Companies Act, 1961", substitute "company, a recognized company, a recognized foreign company or a foreign company, within the meaning of the *Companies (Western Australia) Code*".

S. 112 (5) (a).     Delete "the Companies Act, 1961", substitute "section 4 of the Companies (Administration) Act 1982".

S. 112 (5) (b).    (a) Insert "a person holding or acting in the office of a member of the Corporate Affairs Commission or who is or is acting as" before "the officer".

(b) Delete "Act or Ordinance", substitute "law relating to corporations".

RURAL HOUSING (ASSISTANCE) ACT 1976.

S. 15 (1) (b)        Delete "Companies Act, 1961", substitute (i).                "*Companies (Western Australia) Code*".

SALE OF LAND ACT 1970.

S. 19A (1)            Delete, substitute—

definition of        "Registrar".

“ "Registrar means the Commissioner for Corporate Affairs appointed pursuant to section 4 of the Companies (Administration) Act 1982, and includes a Deputy or Assistant Commissioner for Corporate Affairs appointed pursuant to that Act, or a person acting in any such office. ” .

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- S. 19A (2) (d) Delete “section 6 of the Companies Act, 1961”, substitute “section 7 of the *Companies (Western Australia) Code*”.
- S. 19B (1) (a). Delete “Division 5 of Part IV of the Companies Act, 1961”, substitute “Division 6 of Part IV of the *Companies (Western Australia) Code*”.

SECURITY AGENTS ACT 1976.

- S. 3 definition Delete “Companies Act, 1961”, substitute of “corpora- “*Companies (Western Australia) Code*”. tion”.

SECURITIES INDUSTRY (RELEASE OF SURETIES) ACT 1977.

- S. 2 definition Delete “the Companies Act, 1961”, substitute of “the Com- “section 4 of the Companies (Administration) missioner”. Act 1982”.

SETTLEMENT AGENTS ACT 1981.

- S. 4 (1) (b). Delete, substitute—

“ (b) stockbrokers who are members of a stock exchange within the meaning of the *Securities Industry (Western Australia) Code* when dealing in securities within the meaning of that Code. ” .

- S. 53 (1), (2). Delete “Companies Act 1961”, substitute “*Companies (Western Australia) Code*”.

STAMP ACT 1921.

- S. 4 (1) Delete “Division 5 of Part IV of the Companies Act, 1961”, substitute “Division 6 of Part IV of the *Companies (Western Australia) Code*”. definition of “marketable security”.

Delete “section fifty-four of the Companies Act, 1961,” substitute “section one hundred and thirteen of the *Companies (Western Australia) Code*”.

- S. 75B (2). Delete, substitute—

“ (2) In this section “company” means a company incorporated pursuant to the *Companies (Western Australia) Code* or the Companies Act 1961 or pursuant to any previous corresponding enactment, and “foreign com-



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pany" means a foreign company to which Division 5 of Part XIII of the *Companies (Western Australia) Code* applies. " .

- S. 92 Delete, substitute—  
definition of "person resident in the State". " "person resident in the State" includes any body corporate—  
(a) which is a corporation within the meaning of the *Companies (Western Australia) Code*; or  
(b) which carries on business in the State;" .
- S. 112B. Delete paragraph (b), substitute—  
" (b) the security or the right is listed for quotation on the stock market of, or permission to deal in the shares on a stock market has been granted by, any stock exchange. " .
- S. 112HA (4) Delete "section one hundred and fifty-seven definition of the Companies Act, 1961," substitute "branch "Section two hundred and sixty-two of the register" *Companies (Western Australia) Code*".
- S. 112HA (4) Delete, substitute— definition of "company". " "company" has the same meaning as is in section five of the *Companies (Western Australia) Code*; " .
- S. 112HA (4) Delete, substitute— definition of "principal register". " "principal register" has the same meaning as in section five of the *Companies (Western Australia) Code*. " .
- S. 121I (1) Delete "section six of the Companies Act, definition of 1961," substitute "section seven of the "discount transaction" *Companies (Western Australia) Code*".
- Third Schedule,  
Item 1 (4) Delete "company", substitute "corporation".  
(b).
- Item 7 (7) Delete section 38 of the Companies Act, 1961",  
(a). substitute "section 97 of the *Companies (Western Australia) Code*".

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SUITORS' FUND ACT 1964.

S. 3            Delete "Companies Act, 1961", substitute  
definition of "Companies (Western Australia) Code".  
"company".

S. 15A.        Delete "Companies Act, 1961," substitute  
"Companies (Western Australia) Code".

SUPREME COURT ACT 1935.

S. 25 (1).     Delete "Companies Act, 1893", substitute  
"Companies (Western Australia) Code, the  
Companies Act 1961 or any corresponding  
previous enactment".

S. 145 (3).    Delete "section two hundred and twenty-  
eight of the Companies Act, 1961", substitute  
"subsection (3) of section three hundred and  
sixty-eight of the *Companies (Western  
Australia) Code*".

THE CRIMINAL CODE.

S. 418.        Insert "or law" after "Act".

S. 489.        Delete "Joint stock".

S. 511.        Insert "or law" after "Act".

S. 548.        Delete "Joint stock".

TRADE UNIONS ACT 1902.

S 6.            (a) Delete ", the following Acts, that is to  
say,".

(b) Delete "The Companies Act, 1893,"  
substitute "the *Companies (Western  
Australia) Code*,".

(c) Delete "and any Acts amending the same  
respectively", substitute "or any amend-  
ment thereto".

(d) Delete "under any of the said Acts", sub-  
stitute "thereunder".

TRANSFER OF LAND ACT 1893.

S. 143 (1).    Delete "Registrar of Companies under his  
hand and seal to be a true copy of a power  
of attorney recorded pursuant to the pro-  
visions of the Companies Act, 1943-1949",  
substitute "Commissioner for Corporate  
Affairs to be a true copy of a power of at-  
torney recorded pursuant to the *Companies  
(Western Australia) Code*, the Companies Act  
1961, or any corresponding previous enact-  
ment".

