



Western Australia

Companies (Application of Laws) Act 1981

This Act was repealed by the *Statutes (Repeals and Miscellaneous Amendments) Act 2009* s. 4(c) (No. 8 of 2009) as at 22 May 2009 (see s. 2(b))

Companies (Application of Laws) Act 1981

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Western Australia

Companies (Application of Laws) Act 1981

AN ACT to make Provision for the Formation of Companies in Western Australia, the Regulation of Companies formed in Western Australia, the Registration in Western Australia of certain other Bodies and certain other Matters, and for other purposes.

Part I — Preliminary

1. Short title

This Act may be cited as the *Companies (Application of Laws) Act 1981*.

2. Commencement

This Act shall come into operation on a day to be fixed by proclamation.

3. Division into Parts

This Act is divided into Parts as follows:

PART I-PRELIMINARY ss. 1-5.

PART II-APPLICATION OF LAWS ss. 6-16.

PART III-TRANSITIONAL PROVISIONS ss. 17-45.

4. Interpretation

- (1) In this Act, unless the contrary intention appears —

Agreement means the agreement made on 22 December 1978 between the Commonwealth and the States in relation to a proposed scheme for the co-operative regulation of companies and the securities industry or, if that agreement is or has been amended or affected by another agreement, that agreement as so amended or affected;

Commission means the National Companies and Securities Commission established by the *National Companies and Securities Commission Act 1979* of the Commonwealth;

Commissioner for Corporate Affairs means the Commissioner for Corporate Affairs for Western Australia and includes any Deputy or Assistant Commissioner for Corporate Affairs;

Ministerial Council means the Ministerial Council for Companies and Securities established by the Agreement;

the applied provisions means the provisions applying by reason of section 6 and 7;

the Commonwealth Act means the *Companies Act 1981* of the Commonwealth.

- (2) In this Act, a reference to a Commonwealth Act shall be construed as including a reference to that Act as amended and in force for the time being and to an Act passed in substitution for that Act.

[Section 4 amended by No. 48 of 1988 s.14.]

5. Interpretation of *Companies (Western Australia) Code*

The *Companies and Securities (Interpretation of and Miscellaneous Provisions) (Application Laws) Act 1981* applies to the *Companies (Western Australia) Code*.

Part II — Application of Laws

6. Application of Commonwealth Act

Subject to this Act, the provisions of the Commonwealth Act as in force on 31 December 1990 (other than sections 1, 2, 3 and 4) apply —

- (a) as if amended as set out in Schedule 1; and
- (b) subject to and in accordance with the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act 1981*,

as laws of Western Australia.

[Section 6 amended by No. 8 of 2001 s.26(1).]

7. Application of company regulations

Subject to this Act, the provisions of regulations in force on 31 December 1990 under the Commonwealth Act (other than provisions providing for the citation or commencement of the regulations) apply —

- (a) as if amended as set out in Schedule 2; and
- (b) subject to and in accordance with the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act 1981*,

as regulations made under the provisions applying by reason of section 6.

[Section 7 amended by No. 8 of 2001 s.26(2).]

8. Fees payable

- (1) There shall be paid to the Commissioner for Corporate Affairs, for and on behalf of the State, for or in respect of —
 - (a) the lodgment of documents with the Commission under the applied provisions;

- (b) the registration of documents under the applied provisions or the inspection or search of registers kept by, or documents in the custody of, the Commission under the applied provisions;
- (c) the production by the Commission, pursuant to a subpoena, of any register kept by, or documents in the custody of, the Commission under the applied provisions;
- (d) the issuing of documents or copies of documents, the granting of licences, consents or approvals or the doing of other acts or things by the Ministerial Council or the Commission under the applied provisions;
- (e) the making of inquiries of, or applications to, the Ministerial Council or the Commission in relation to matters arising under the applied provisions; and
- (f) the submission to the Commission of documents for examination by the Commission,

such fees (if any) as are prescribed by regulations in force for the time being under the *Companies (Fees) Act 1981* of the Commonwealth and specified in the Schedule to those regulations as if amended as set out in Schedule 3 and as if, unless the contrary intention appears, the expressions used had the same respective meanings as in the applied provisions.

(1A) Where —

- (a) by virtue of section 265A of the *Companies (Western Australia) Code*, a company is to be deemed, for the purposes of that Code, to lodge a document with the Commission at a particular time; and
- (b) a fee would, if the company had lodged the document with the Commission at that time, have been payable to the Commissioner for Corporate Affairs under subsection (1) for or in respect of the lodgement,

then —

- (c) the company shall pay to the Commissioner for Corporate Affairs, for and on behalf of the State, a fee (in this subsection referred to as “the relevant fee”) of an amount equal to the amount of the fee referred to in paragraph (b); and
 - (d) as from that time, the relevant fee is a debt due to the State and may be recovered by the Commissioner for Corporate Affairs in a court of competent jurisdiction.
- (2) Where a fee is payable to the Commissioner for Corporate Affairs for and on behalf of the State under subsection (1) for or in respect of the lodgment of a document with the Commission and the document is submitted for lodgment without payment of the fee, the document shall be deemed not to have been lodged until the fee has been paid.
- (3) Where a fee is payable to the Commissioner for Corporate Affairs for and on behalf of the State under subsection (1) for or in respect of any matter involving the doing of any act or thing by the Ministerial Council or the Commission, the Ministerial Council or the Commission shall not do that act or thing until the fee has been paid.
- (4) This section has effect notwithstanding anything contained in the applied provisions.
- (5) Nothing in this section prevents the Commissioner for Corporate Affairs for and on behalf of the State from —
 - (a) waiving or reducing, in a particular case or classes of cases, fees that would otherwise be payable pursuant to this section; or
 - (b) refunding, in whole or in part, in a particular case or class of cases, fees paid pursuant to this section.
- (6) In this section, unless the contrary intention appears, expressions used have the same respective meanings as in the applied provisions.

[Section 8 amended in Gazette 27 June 1986 p. 2164.]

9. Amendment of regulations pursuant to Agreement

- (1) Where, under the Agreement, the Ministerial Council approves a proposed amendment of regulations in force for the time being under the Commonwealth Act or the *Companies (Fees) Act 1981* of the Commonwealth and, upon the expiration of 6 months after the date on which the Ministerial Council so approved, the amendment has not been made or has been made and is subject to disallowance or has ceased to be in force by disallowance or for any other reason, the Governor may make regulations in accordance with the proposed amendment approved by the Ministerial Council amending the provisions of regulations applying by reason of section 7 or the regulations referred to in section 8, as the case may be.
- (2) Regulations made by the Governor under subsection (1) may amend Schedule 2 or 3, as the case may be, and that Schedule as so amended shall be Schedule 2 or 3, as the case may be, to this Act.
- (3) In this Act —
 - (a) a reference to provisions of regulations applying by reason of section 7 includes a reference to provisions as so applying as amended in accordance with this section; and
 - (b) a reference to fees prescribed by regulations under the *Companies (Fees) Act 1981* of the Commonwealth includes a reference to those regulations as amended in accordance with this section.

10. Publications of *Companies (Western Australia) Code*

- (1) The Minister may from time to time authorize the publication by the Government Printer of the provisions of the Commonwealth Act (other than sections 1, 2, 3 and 4), amended as set out in

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Schedule 1 and in operation, or to come into operation, in Western Australia.

- (2) A document published under subsection (1) —
 - (a) shall include the headings and sections set out in Schedule 4;
 - (b) shall include a notification of the date, or dates, on which the several provisions set out in the document came, or come, into operation in Western Australia;
 - (c) shall include a statement of the date on which the Minister authorized the publication; and
 - (d) may be cited as the *Companies (Western Australia) Code*.
- (3) A document that is, or purports to be, a copy of the Companies (Western Australia) Code that has been, or purports to have been, published in accordance with this section is prima facie evidence of the provisions of the Commonwealth Act applying by reason of section 6 as in operation, or to come into operation, in Western Australia as notified in the document in accordance with paragraph (b) of subsection (2).

11. Publication of *Companies (Western Australia) Regulations*

- (1) The Minister may from time to time authorize the publication by the Government Printer of the provisions of regulations under the Commonwealth Act (other than provisions providing for the citation or commencement of the regulations) amended as set out in Schedule 2 and in operation, or to come into operation, in Western Australia.
- (2) A document published under subsection (1) —
 - (a) shall include the headings and provisions set out in Schedule 5;

- (b) shall include a notification of the date, or dates, on which the several provisions set out in the document came, or come, into operation in Western Australia;
 - (c) shall include a statement of the date on which the Minister authorized the publication; and
 - (d) may be cited as the *Companies (Western Australia) Regulations*.
- (3) A document that is or purports to be a copy of the Companies (Western Australia) Regulations that has been, or purports to have been, published in accordance with this section is prima facie evidence of the provisions applying by reason of section 7 as in operation, or to come into operation, in Western Australia as notified in the document in accordance with paragraph (b) of subsection (2).

12. Publication of Companies (Fees) (Western Australia) Regulations

- (1) The Minister may from time to time authorize the publication by the Government Printer of the Schedule to regulations prescribing fees under the Companies (Fees) Act 1981 of the Commonwealth amended as set out in Schedule 3 and in operation, or to come into operation, in Western Australia.
- (2) A document published under subsection (1) —
 - (a) shall include the headings and provisions set out in Schedule 6;
 - (b) shall include a notification of the date, or dates, on which the several provisions set out in the document came, or come, into operation in Western Australia;
 - (c) shall include a statement of the date on which the Minister authorized the publication; and
 - (d) may be cited as the *Companies (Fees) (Western Australia) Regulations*.

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- (3) A document that is, or purports to be, a copy of the *Companies (Fees) (Western Australia) Regulations* that has been, or purports to have been, published in accordance with this section is prima facie evidence of the provisions of the Schedule to regulations referred to in section 8 as in operation, or to come into operation, in Western Australia as notified in the document in accordance with subsection (2)(b).

13. Publication of provisions of amended Code or regulations

- (1) The Minister may from time to time authorize the publication by the Government Printer of a document setting out —
- (a) provisions that by reason of —
 - (i) the enactment of an Act of the Commonwealth amending the Commonwealth Act; and
 - (ii) the operation of section 6 (including the operation, if applicable, of Schedule 1),apply, or will apply, as laws of Western Australia;
 - (b) provisions that by reason of —
 - (i) regulations under the Commonwealth Act; and
 - (ii) the operation of section 7 (including the operation, if applicable, of Schedule 2),apply, or will apply, as regulations made under the provisions applying by reason of section 6; or
 - (c) fees that by reason of —
 - (i) regulations under the *Companies (Fees) Act 1981* of the Commonwealth; and
 - (ii) the operation of section 8 (including the operation, if applicable, of Schedule 3),are, or will be, payable under that section.
- (2) A document published under subsection (1) shall include a notification of the date, or dates, on which the provisions or fees

set out in the document came, or come, into operation in Western Australia.

- (3) A document that has been or purports to have been published in accordance with this section is *prima facie* evidence of provisions or fees referred to in subsection (1) set out in the document.

14. Interpretation of references to the applied provisions

- (1) Unless the contrary intention appears, in this or any other Act or in a regulation or other instrument made under this or any other Act or in any other document made by or under the authority of, or for the purposes of, a law of Western Australia —
- (a) a reference to the *Companies (Western Australia) Code* is a reference to the provisions of the Commonwealth Act applying by reason of section 6;
 - (b) a reference to a provision of that Code is a reference to the corresponding provision of the Commonwealth Act as so applying;
 - (c) a reference to the *Companies (Western Australia) Regulations* is a reference to the provisions of regulations in force under the Commonwealth Act applying by reason of section 7;
 - (d) a reference to a provision of those regulations is a reference to the corresponding provision of the regulations in force under the Commonwealth Act as so applying;
 - (e) a reference to the *Companies (Fees) (Western Australia) Regulations* is a reference to the Schedule to regulations prescribing fees in force under the *Companies (Fees) Act 1981* of the Commonwealth as referred to in section 8; and
 - (f) a reference to a provision of that Schedule is a reference to the corresponding provision of the Schedule to

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regulations prescribing fees in force under that Act as referred to in section 8.

- (2) In subsection (1) “provision” includes Part, Division, section, subsection, paragraph, subparagraph, Schedule, form, regulation, clause, subclause or other division.

15. Amendment of certain provisions in accordance with approval of Ministerial Council

Where, under the Agreement, the Ministerial Council —

- (a) approves —
- (i) a proposed amendment of the Commonwealth Act;
 - (ii) regulations proposed to be made under the Commonwealth Act (whether or not amending other regulations);
 - (iii) a proposed amendment of the *Companies (Fees) Act 1981* of the Commonwealth; or
 - (v) regulations proposed to be made under that Act (whether or not amending other regulations); and
- (b) approves proposed regulations to be made under this Act in connection with the operation of the proposed amendment or regulations referred to in paragraph (a),

the Governor may make regulations amending Schedule 1, 2, or 3 or section 8, as the case may be, in accordance with that approval and that Schedule or section as so amended shall be Schedule 1, 2 or 3 or section 8, as the case may be, of this Act.

16. Regulations in respect of Part IV of the *Companies (Western Australia) Code*

- (1) Where the Ministerial Council approves the exemption of a company from complying with all or any of the provisions of Division 6 of Part IV of the *Companies (Western Australia) Code* in relation to any prescribed interest, or class of prescribed

interests, specified by the Ministerial Council, the Governor may make regulations exempting that company, subject to such terms and conditions as are specified in the regulations, from so complying.

- (2) Where the Ministerial Council approves the declaration of a right or interest, or a right or interest included in a class or kind of rights or interests, as an exempt right or interest, or a class or kind of exempt rights or interests, for the purposes of Division 6 of Part IV of the *Companies (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, subject to such terms and conditions as are specified in the regulations, an exempt right or interest, or a class or kind of exempt rights or interests, for the purposes of that Division.
- (3) Where, immediately before the commencement of this Act, a right or interest was, under regulations made under the *Companies Act 1961*, an exempt right or interest for the purposes of section 76(1)(g) or of Division 5 of Part IV of that Act, that right or interest shall be deemed to have been declared by regulations under this section to be an exempt right or interest for the purposes of Division 6 of Part IV of the *Companies (Western Australia) Code*.
- (4) A right or interest to which subsection (3) applies ceases to be an exempt right or interest for the purposes of Division 6 of Part IV of the *Companies (Western Australia) Code* if the Governor makes regulations declaring that it so ceases.
- (5) Where the Ministerial Council approves —
 - (a) a body corporate incorporated in the State, not being a company within the meaning of the *Companies (Western Australia) Code*; or
 - (b) an unincorporated society, association or other body, formed or established in the State, that has been

admitted to the official list of a stock exchange that is a prescribed stock exchange for the purposes of that Code and has not been removed from that official list,

as a prescribed corporation for the purposes of Division 8 of Part IV of that Code, the Governor may make regulations prescribing that body corporate, unincorporated society, association or other body as a prescribed corporation for the purposes of that Division.

- (6) Regulations under this section shall be read and construed as one with the *Companies (Western Australia) Regulations*.

16A. Regulations for penalty notices

- (1) The Governor may make regulations that —
- (a) prescribe offences against the *Companies (Western Australia) Code* (not being offences the penalties applicable to which include a term of imprisonment that exceeds 6 months or a pecuniary penalty that exceeds \$2 500), or offences against the *Companies (Western Australia) Regulations*, for the purposes of section 570A of the *Companies (Western Australia) Code*; and
 - (b) in relation to each offence that is prescribed pursuant to this subsection —
 - (i) prescribe the particulars of that offence that are to be given in a notice served on a person under section 570A of the *Companies (Western Australia) Code* in relation to the offence; and
 - (ii) prescribe the amount of the penalty (being an amount that does not exceed half the amount of the penalty applicable to the offence) that is payable in respect of the offence pursuant to a notice served on the person under section 570A of the *Companies (Western Australia) Code* in relation to the offence.

- (2) In subsection (1), a reference to a penalty applicable to an offence is a reference to the penalty that is applicable to that offence by virtue of any of the provisions of section 570 of the *Companies (Western Australia) Code*.
- (3) The particulars of an offence required to be prescribed by subsection (1)(b)(i) may be prescribed by being set out in the form prescribed by the *Companies (Western Australia) Regulations* for the purposes of section 570A of the *Companies (Western Australia) Code* in relation to the offence.
- (4) A provision of the *Companies (Western Australia) Regulations* that is inconsistent with a provision of regulations made under this section has not effect.
- (5) Except as provided in subsection (4), regulations under this section shall be read and construed as one with the *Companies (Western Australia) Regulations*.

[Section 16A inserted by No. 48 of 1988 s.15.]

Part III — Transitional Provisions.

17. Interpretation

Expressions used in this Part that are defined by section 5 of the *Companies (Western Australia) Code* or in the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Western Australia) Code* have in this Part, unless the contrary intention appears, the respective meanings given to those expressions by that section or in that Code.

18. Exclusion of *Companies Act 1961*, etc.

- (1) The provisions applying by reason of section 6 operate to the exclusion of the provisions of the *Companies Act 1961*, the *Marketable Securities Transfer Act 1970* and the *Securities Industry Act 1975* in relation to acts, matters and things in relation to which the first-mentioned provisions apply.

Savings Provision

- (2) The provisions of subsection (1) do not, unless the contrary intention appears —
 - (a) revive anything not in force or existing at the time at which the exclusion of the provisions of the *Companies Act 1961*, the *Marketable Securities Transfer Act 1970* and the *Securities Industry Act 1975* takes effect;
 - (b) affect the previous operation of any of those Acts or anything duly done or suffered under any of those Acts;
 - (c) affect any right, privilege, obligation or liability acquired or incurred under any of those Acts;
 - (d) affect any penalty, forfeiture or punishment incurred in respect of any offence committed against any of those Acts; or
 - (e) affect any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment,

and any such investigation, legal proceeding or remedy may be instituted, continued or enforced and any such penalty, forfeiture or punishment may be imposed as if subsection (1) had not been enacted.

- (3) For the purposes of the operation of subsection (2) —
- (a) the provisions of section 7(6) to (13) of the *Companies Act 1961*, of the Second Schedule to that Act and of any regulations prescribing fees for the purposes of section 7(11)(b) of that Act; and
 - (b) any other provisions of that Act that are necessary for the effectual operation of the provisions mentioned in paragraph (a),

continue in force as if this Act had not been enacted, but it is not a contravention of section 7(8) of the *Companies Act 1961* as so continuing in force to divulge or communicate information to the Commission or to a person authorized by the Commission to receive that information.

[Section 18 amended by No. 48 of 1988 s.14.]

19. Interstate Corporate Affairs Agreement

The State of Western Australia withdraws from the Interstate Corporate Affairs Agreement and the operation of that agreement is terminated so far as relates to the State.

20. General provisions

Unless the contrary intention appears in this Act or in the *Companies (Western Australia) Code* all person, things and circumstances appointed or created by or under the *Companies Act 1961* or existing or continuing under that Act immediately before the commencement of this Act shall, under and subject to this Act and to the *Companies (Western Australia) Code*, continue to have the same status, operation and effect as they respectively would have had if this Act had not been enacted.

21. Particular provisions

Without affecting the generality of section 20, unless the contrary intention appears in this Act, or in the *Companies (Western Australia) Code*, neither this Act nor the *Companies (Western Australia) Code* disturbs the continuity of status, operation or effect of any order, rule, regulation, scale of fees, appointment, conveyance, mortgage, charge, deed, agreement, resolution, direction, approval, application, requisition, instrument, document, memorandum, articles, incorporation, nomination, affidavit, call, forfeiture, minute, assignment, register, registration, transfer, list, licence, certificate, security, notice, compromise, arrangement, right, priority, liability, duty, obligation, proceeding, matter or thing made, done, effected, given, issued, passed, taken, validated, entered into, executed, lodged, filed, accrued, incurred, existing, pending or acquired by or under the *Companies Act 1961* before the commencement of this Act.

22. Proceedings by or against Commissioner to be proceedings by or against Commission

- (1) Where, before the commencement of this Act, a proceeding under the *Companies Act 1961* had been commenced by or against the Commissioner for Corporate Affairs, the proceeding may be continued by or against the Commission.
- (2) Where, but for the enactment of this Act, a proceeding under the *Companies Act 1961* could have been commenced by or against the Commissioner for Corporate Affairs, the proceeding may be commenced by or against the Commission.

23. Property vested in Commissioner vests in Commission

Where, immediately before the commencement of this Act, property was vested in the Commissioner for Corporate Affairs by reason of the operation of section 310 of the *Companies Act 1961*, the property vests by force of this section in the

Commission and sections 462, 463 and 464 of the *Companies (Western Australia) Code* apply in relation to the property in like manner as they would apply if the property had vested in the Commission pursuant to section 461 of that Code.

24. Registers, funds and accounts

Any register, fund or account kept immediately before the commencement of this Act under any provision of the *Companies Act 1961* shall be deemed to be part of a register, fund or account kept under the corresponding provision of the *Companies (Western Australia) Code*.

25. Acts of Minister under *Companies Act 1961* deemed to be acts of Ministerial Council or Commission, etc

(1) In this section —

the Gazette means the *Commonwealth of Australia Gazette*.

the Act means the *Companies Act 1961*.

the Code means the *Companies (Western Australia) Code*.

(2) Where the Minister had given consent under section 22 (1) of the Act to the registration of a company or an intended company by a specified name and the company had not been registered by that name before the commencement of this Act, the consent shall be deemed to have been a consent to the reservation or registration of that name in respect of that company or intended company given by the Ministerial Council under section 38 (2) of the Code.

(3) A licence issued under section 24 of the Act or the corresponding provision of a previous enactment and in force immediately before the commencement of this Act continues in force as if —

(a) it were a licence issued by the Commission under section 66 of the Code; and

- (b) where the company was exempt from complying with provisions of the Act-the licence exempted the company from complying with the corresponding provisions of the Code,

and a reference in the Code to a licence under section 66 of the Code shall be construed as including a reference to a licence to which this subsection applies.

- (4) A declaration under section 38 (7) (b) or (c) of the Act and in force immediately before the commencement of this Act shall be deemed to be a declaration made by the Commission under section 97(7) (b) or (c), as the case may be, of the Code.
- (5) A notice under section 38 (8) of the Act and in force immediately before the commencement of this Act shall be deemed to be a notice by the Commission published under section 97 (9) of the Code.
- (6) Where under section 44 (3) of the Act, an allotment of shares or debentures had been exempted from the operation of section 44 of the Act, and that exemption was in force immediately before the commencement of this Act, that allotment of shares or debentures shall be deemed to have been exempted by the Commission, under section 105 (3) of the Code, from the operation of section 105 of the Code.
- (7) A declaration under section 69A (2) (b) or (c) of the Act and in force immediately before the commencement of this Act shall be deemed to be a declaration made by the Ministerial Council by order published in the *Gazette* under section 134 (2) (b) or (c), as the case may be, of the Code.
- (8) An approval under section 74 (1) (e) of the Act and in force immediately before the commencement of this Act shall be deemed to be an approval given by the Commission under section 152 (1) (h) of the Code.

- (9) An order under section 74D (2) of the Act and in force immediately before the commencement of this Act shall be deemed to be an order made by the Commission under section 156(2) of the Code.
- (10) Where, under section 74D (2) of the Act, the trustee for the holders of debentures had been directed to apply to the Court for an order under section 74D (4) of the Act and at the commencement of this Act the trustee had not complied with that direction, the trustee shall be deemed to have been directed by the Commission under section 156 (2) of the Code to apply to the Court for an order under section 156 (4) of the Code.
- (11) A declaration under section 74F (4) (d) of the Act and in force immediately before the commencement of this Act shall be deemed to be a declaration made by the Commission under section 158 (10) of the Code.
- (12) A notice under section 74F (4) (e) of the Act and in force immediately before the commencement of this Act shall be deemed to be a notice published by the Commission under section 158 (11) (a) of the Code.
- (13) A declaration under section 80 (1a) of the Act and in force immediately before the commencement of this Act shall be deemed to be declaration made by the Commission under section 168 (2) of the Code.
- (14) Where, before the commencement of the *Companies Act Amendment Act (No. 2) 1972*, a notice was published under section 88 of the Act purporting to exempt a company, subject to such terms and conditions as were specified in the notice, from complying with the provisions of section 80 (1) of the Act in respect of a deed specified in the notice, the notice —
 - (a) shall, notwithstanding any provision of the Act or the Code, have effect and be deemed always to have had effect according to its tenor; and

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- (b) may, notwithstanding any provision of the Code, be varied or revoked by the Commission by notice published in the *Gazette*.
- (15) A direction given under section 84 (3) of the Act and in force immediately before the commencement of this Act shall be deemed to be a direction given by the Commission under section 172 (5) of the Code.
- (16) A declaration under section 84 (3a) of the Act and in force immediately before the commencement of this Act shall be deemed to be a direction given by the Commission under section 172 (6) of the Code.
- (17) Where a company had been exempted by notice under section 88 of the Act from complying, in relation to an interest, or class of interests, specified in the notice, with all or any of the provisions of Division 5 of Part IV. of the Act and that exemption was in force immediately before the commencement of this Act, that company is, subject to such terms and conditions (if any) as were specified in that notice, deemed to have been exempted from complying, in relation to that interest or class of interests, with the provisions of Division 6 of Part IV of the Code that correspond with the provisions specified in that notice and, for the purposes of section 176 of the Code, the notice shall be deemed to have been a notice published in the *Gazette* under section 176 (1) of the Code.
- (18) An order under section 160 (2) of the Act and in force immediately before the commencement of this Act shall be deemed to be an order made by the Commission published under section 265 (2) of the Code requiring the company to comply with the provisions of Division 5 of Part V of the Code and of the regulations made for the purposes of that Division that correspond with the provisions of the Act specified in the order.

- (19) An order under section 162C (1) of the Act and in force immediately before the commencement of this Act shall be deemed to be an order made by the Commission under section 273 (1) of the Code relieving the directors of the company named in the order from compliance with the requirements of the Code that correspond with the requirements of the Act specified in the order and shall be deemed —
- (a) where the order required the directors to comply with other requirements relating to the form and content of accounts, group accounts or reports to have been made on condition that the directors comply with those requirements; and
 - (b) where the order was limited to a specified period be limited to the same period.
- (20) An order under section 162C (2) of the Act in respect of a specified class of companies and in force immediately before the commencement of this Act shall be deemed to be an order made by the Commission under section 273 (5) of the Code relieving the directors of companies included in the specified class of companies from compliance with the requirements of the Code that correspond with the requirements of the Act specified in the order and shall be deemed —
- (a) where the order required the directors of companies included in the specified class of companies to comply with other requirements relating to the form and content of accounts, group accounts or reports — to have been made on condition that the directors comply with those requirements; and
 - (b) where the order was limited to a specified period — to be limited to the same period.
- (21) A proclamation by the Governor or a declaration made by the Minister by order published in the *Government Gazette* under section 334 (2) of the Act and in force immediately before the commencement of this Act shall be deemed to be a declaration

made by the Commission by order published in the *Gazette* under section 490 (3) of the Code.

- (22) A proclamation by the Governor or an order by the Minister published in the *Government Gazette* under section 339 (b) of the Act and in force immediately before the commencement of this Act shall be deemed to be a declaration made by the Commission by order published in the *Gazette* under section 495 (2) of the Code.
- (23) A declaration under section 348 (5) (b) or (c) of the Act and in force immediately before the commencement of this Act shall be deemed to be a declaration made by the Commission by order published in the *Gazette* under section 516 (7) (b) or (c), as the case may be, of the Code.
- (24) Where the Minister had given consent under section 353 (1) of the Act to the registration of a foreign company by a specified name and the foreign company had not been registered by that name before the commencement of this Act, the consent shall be deemed to be a consent given by the Ministerial Council under section 38 (2) of the Code.
- (25) Where the Minister had given consent under section 353 (2) of the Act to the registration of a change in the name of a foreign company to a specified new name and the change of name had not been registered before the commencement of this Act, the consent shall be deemed to be a consent to the reservation or registration of that name in respect of that foreign company given by the Ministerial Council under section 38 (2) of the Code.
- (26) Where, under section 374 (2) of the Act, a corporation had been exempted from the provisions of section 374 (1) of the Act, and that exemption was in force immediately before the commencement of this Act, that corporation shall be deemed to have been exempted by the Commission by instrument in

writing published in the Gazette under section 552 (2) of the Code from the provisions of section 552(1) of the Code.

26. Names

- (1) A name under which a company was registered under the *Companies Act 1961* immediately before the commencement of this Act shall, for the purposes of Division 2 of Part III of the *Companies (Western Australia) Code* be deemed to be registered under that Division in respect of that company unless and until the registration of the name is cancelled, or ceases to be in force, under that Division.
- (2) A reference in subsection (1) to a company shall be construed as including a reference to a corporation that, immediately before the commencement of this Act, was registered under the *Companies Act 1961* as a foreign company, whether that corporation is, for the purposes of the *Companies (Western Australia) Code*, a recognized company or a foreign company.
- (3) Where, immediately before the commencement of this Act, a name was reserved in respect of a recognized company under section 22(8e) of the *Companies Act 1961*, that name shall be deemed to be registered under section 60 of the *Companies (Western Australia) Code* in respect of that recognized company.
- (4) Where, within the period of 2 months immediately preceding the date of commencement of this Act
 - (a) a name was reserved under section 22 (8) of the *Companies Act 1961*; or
 - (b) the period for which a name was reserved under that Act was extended by the Commissioner under section 22(9) of that Act,

the name shall, for the purposes of the *Companies (Western Australia) Code* be deemed to be reserved under Division 2 of

Part III of that Code until the date on which the reservation of that name under the *Companies Act 1961* would have ceased.

27. Continued application of Table A and Table B in certain circumstances

- (1) Nothing in this Act or in the *Companies (Western Australia) Code* affects —
 - (a) Table A, or any part of Table A, of the Fourth Schedule to the *Companies Act 1961* (either as originally enacted or as amended from time to time) or the corresponding Table, or any part of the corresponding Table, in any corresponding previous law of the State (either as originally enacted or as so amended) so far as it applies to a company existing immediately before the commencement of this Act; or
 - (b) Table B, or any part of Table B, of the Fourth Schedule to the *Companies Act 1961* (either as originally enacted or as amended from time to time) or the corresponding Table, or any part of the corresponding Table, in any corresponding previous law of the State (either as originally enacted or as so amended) so far as it applies to a company existing immediately before the commencement of this Act.
- (2) This section does not prevent the articles of a company adopting, in accordance with section 75 (1) of the *Companies (Western Australia) Code*, all or any of the regulations contained in Table A or Table B of Schedule 3 to that Code.

28. Existing prospectuses and section 82 statements

- (1) Where a prospectus was registered under the *Companies Act 1961* within the period of 6 months before the commencement of this Act, the prospectus shall, for the purposes of the *Companies (Western Australia) Code*, until the expiration of the

period of 6 months after the date on which it was registered, be deemed to be a prospectus registered under that Code.

- (2) Where a statement under section 82 of the *Companies Act 1961* was registered under that Act within the period of 6 months before the commencement of this Act, the statement shall, for the purposes of the *Companies (Western Australia) Code*, until the expiration of the period of 6 months after the date on which it was registered, be deemed to be a statement that has been registered under Division 1 of Part IV of the *Companies (Western Australia) Code* as required by section 170 (1) of that Code.

29. Interests in partnership agreements

Section 169 of the *Companies (Western Australia Code)* does not apply to or in relation to an issue to the public of an interest, an offer to the public for purchase of an interest, or an invitation to the public to purchase an interest, that —

- (a) is an interest in a partnership agreement; and
- (b) was subscribed for or first purchased before 15 April 1974.

30. Registration of charges

- (1) In this section “company” includes a foreign company that is registered as a foreign company under the *Companies (Western Australia) Code*.
- (2) Where, before the commencement of this Act, a company created a relevant charge, or acquired property subject to a relevant charge —
- (a) if the charge was, immediately before the commencement of this Act, registered under Division 7 of Part IV. of the *Companies Act 1961* —
 - (i) the charge shall be deemed to be duly registered under Division 9 of Part IV of the *Companies*

- (*Western Australia*) Code from and including the commencement of this Act; and
- (ii) the Commission shall cause to be entered in the Register of Company Charges kept under section 203 (1) of the *Companies (Western Australia) Code* in relation to the charge, the time and date determined in accordance with subsection (6) of this section and the particulars mentioned in section 203 (2) of that Code; or
- (b) if the charge was, immediately before the commencement of this Act, registered under the provisions of a law of another State or of a Territory that corresponded with Division 7 of Part IV. of the *Companies Act 1961* but was not registered under Division 7 of Part IV of that Act —
- (i) the charge shall be deemed to be duly registered under Division 9 of Part IV. of the *Companies (Western Australia) Code* from and including the commencement of this Act; and
- (ii) the Commission shall cause to be entered in the Register of the Company Charges kept under section 203 (1) of the *Companies (Western Australia) Code*, in relation to the charge, the time and date determined in accordance with subsection (6) of this section and such of the particulars mentioned in section 203 (2) of that Code as it is able to ascertain.
- (3) Where all the documents relating to a relevant charge on property of a company that were required Division 7 of Part IV of the *Companies Act 1961* or the provisions of a law of another State or of a Territory that corresponded with that Division to be lodged for registration under that Division or those provisions, as the case may be, were duly lodged not later than 30 days before the date of commencement of this Act but the charge had

not been registered under that Division or those provisions before that date and registration had not been refused —

- (a) the charge shall be deemed to be duly registered under Division 9 of Part IV of the *Companies (Western Australia) Code* from and including the commencement of this Act; and
 - (b) the Commission shall cause to be entered in the Register of Company Charges kept under section 203 (1) of the *Companies (Western Australia) Code*, in relation to the charge, the time and date determined in accordance with subsection (6) of this section and the particulars mentioned in section 203 (2) of that Code.
- (4) A charge is a relevant charge for the purposes of subsection (2) or (3) where —
- (a) in the case of a charge created by the company — if the charge had been created after the commencement of this Act, the charge would have been required to be registered under Division 9 of Part IV of the *Companies (Western Australia) Code*; or
 - (b) in the case of a charge on property acquired by the company-if the company had acquired the property after the commencement of this Act, the charge would have been required to be registered under Division 9 of Part IV of the *Companies (Western Australia) Code*.
- (5) Where two or more charges on the same property of a company are deemed by subsection (2) or (3) to be duly registered under Division 9 of Part IV of the *Companies (Western Australia) Code* from and including the commencement of this Act, those charges have, as between themselves, the respective priorities that they would have had if this Act had not been enacted.
- (6) The time and date to be entered in the Register of Company Charges in relation to a charge pursuant to subsection(2) or (3) is 9.00 a.m. on the date of commencement of this Act.

- (7) Nothing in section 205 of the *Companies (Western Australia) Code* operates to render a charge to which subsection(2) or (3) applies void as a security on property of the company as against a liquidator or official manager of the company.
- (8) Where —
- (a) before the commencement of this Act a company created a charge or acquired property subject to a charge, being in either case a charge that was required to be registered under Division 7 of Part IV of the *Companies Act 1961*;
 - (b) at the commencement of this Act —
 - (i) the charge had not been registered under Division 7 of Part IV. of the *Companies Act 1961*;
 - (ii) the charge had not become void under section 100 (1) of the *Companies Act 1961*; and
 - (iii) the property was still subject to the charge;
 - (c) if the charge had been created or the property had been acquired, after the commencement of this Act, the charge would have been required to be registered under Division 9 of Part IV of the *Companies (Western Australia) Code*; and
 - (d) subsection (3) does not apply in relation to the charge,

Division 9 of Part IV of, and Schedule 5 to, the *Companies (Western Australia) Code* apply as if the company had created the charge, or had acquired the property, as the case may be, at the commencement of this Act, but, where 2 or more charges on the same property of a company, being charges to which this subsection applies, are registered under Division 9 of Part IV of the *Companies (Western Australia) Code* then, notwithstanding Schedule 5 to that Code, those charges have, as between themselves, the respective priorities that they would have had if they had not been registered under that Division.

- (9) Notwithstanding the enactment of this Act, the provisions of Division 7 of Part IV. of the *Companies Act 1961* as in force immediately before the commencement of this Act continue in force as if this Act had not been enacted in relation to —
- (a) any charge created by a company before the commencement of this Act; or
 - (b) any charge to which property acquired by a company before the commencement of this Act was subject when the property was so acquired,

where —

- (c) the charge was required to be registered under Division 7 of Part IV. of the *Companies Act 1961*; and
 - (d) if the charge had been created by the company, or the property subject to the charge had been acquired by the company, after the commencement of this Act, the charge would not have been required to be registered under Division 9 of Part IV of the *Companies (Western Australia) Code*.
- (10) Where a charge referred to in paragraph (a) of subsection (8) had, before the commencement of this Act, become void under section 100 (1) of the *Companies Act 1961* and the Court, being satisfied that it is just and equitable to do so, makes an order that subsection (8) is to apply in relation to that charge —
- (a) subsection (8) has effect as if the charge had not become void; and
 - (b) section 100 (1) of the *Companies Act 1961* shall be deemed not to have rendered the charge void in any respect.

31. Certificate that person is an executive officer of a company

Where it appears from a return lodged with or the Registrar of Companies or the Commissioner for Corporate Affairs pursuant to a previous law of the State with which the *Companies*

(Western Australia) Code corresponds that a person was at a particular time a manager of a company, the Commission may give a certificate under section 238 (10) of that Code that the person was at that time a principal executive officer of the company.

32. Application of *Companies (Western Australia) Code* to financial years ending before commencement of this Act

- (1) The provisions of Division 2 of Part VI of *the Companies (Western Australia) Code* (other than sections 267, 268, 273 and 275) apply in relation to a company, being a company incorporated under the *Companies Act 1961* or a corresponding previous enactment, and to the directors of such a company, in relation to a financial year or financial years of the company that ended before the commencement of this Act and so apply as if —
 - (a) a requirement in any of those provisions (other than section 274) that an act or thing be done not less than 14 days before an annual general meeting of a company or, if no annual general meeting is held within the period within which it is required by section 240 to be held, not less than 14 days before the end of that period were a requirement that that act or thing be done within the period of 5 months (or, in the case of an exempt proprietary company, the period of 6 months) after the commencement of this Act;
 - (b) a reference in those provisions to the last financial year of a company were a reference to each financial year of the company that ended before the commencement of this Act;
 - (c) the reference in section 274 (1) to each annual general meeting of the company were a reference to the annual general meeting at which accounts or group accounts are required by subsection (2) of this section to be laid before the company;

- (d) a reference in those provisions to accounts or group accounts required by section 275 to be laid before a company at its annual general meeting were a reference to accounts or group accounts, as the case may be, required by subsection (2) of this section to be laid before a company at an annual general meeting; and
 - (e) reference in section 276 (1) to the preceding provisions of Division 2 included a reference to the provisions of subsection (2) of this section.
- (2) The directors of a company to which subsection (1) applies shall cause to be laid before the first annual general meeting of the company held after the expiration of the period of 5 months or 6 months, as the case requires, referred to in paragraph (a) of subsection (1), in respect of each financial year of the company that ended before the commencement of this Act —
- (a) a copy of the profit and loss account made out in accordance with section 269 (1) of the *Companies (Western Australia) Code*;
 - (b) a copy of the balance sheet made out in accordance with section 269 (2) of that Code;
 - (c) in the case of a company that, at the end of the relevant financial year, was not a holding company — a copy of the directors' report made out in accordance with section 270(1) of that Code;
 - (d) in the case of a company that, at the end of the relevant financial year, was a holding company — a copy of the group accounts made out in accordance with section 269(3) of that Code and a copy of the directors' report made out in accordance with section 270 (2) of that Code in respect of the profit or loss and the state of affairs of the group of companies of the holding company as at the end of that financial year;

- (e) a copy of any auditor's report required by section 269(5) of that Code to be attached to the accounts or group accounts of the company; and
 - (f) a copy of the statement by the directors required by section 269(9) or (10) of that Code to be attached to the accounts or group accounts of the company.
- (3) A reference in subsection (2) to a provision of the *Companies (Western Australia) Code* shall be read as a reference to that provision of that Code as it applies by virtue of subsection (1).
- (4) For the purposes of this section, an order under section 162C (1) or (2) of the *Companies Act 1961* in relation to the directors of a company or the directors of companies included in a specified class of companies that is, by section 25 (19) of this Act, deemed to be an order made by the Commission under section 273(1) or (5), as the case may be, of the *Companies (Western Australia) Code* has the same effect in relation to accounts, group accounts and reports required, by the provisions of Division 2 of Part VI of the *Companies (Western Australia) Code* as applied by subsection (1) of this section, to be made out by those directors as the order has, by virtue of section 25(19) of this Act, in relation to accounts, group accounts and reports made out in accordance with the provisions of that Division.
- (5) In this section, "financial year", in relation to a company in relation to which this section applies, has the same meaning as it has in relation to such a company under the *Companies (Western Australia) Code* by virtue of paragraph (a) of the definition of "financial year" in section 5 (1) of that Code.

33. Annual general meeting held before commencement of this Act

Where, before the commencement of this Act, an annual general meeting of a company was held and at the commencement of this Act the company had not complied with section 158 or 159 of the *Companies Act 1961* in relation to that annual general

meeting, that section continues to apply in relation to that company in relation to that annual general meeting as if this Act had not been enacted.

34. Special investigations

- (1) Part VII of the *Companies (Western Australia) Code* applies to and in relation to an investigation to which Part VIA. of the *Companies Act 1961* applied immediately before the commencement of this Act and so applies as if —
 - (a) where an inspector was appointed to carry out the investigation pursuant to an application under section 169(1) of the *Companies Act 1961* — the inspector was appointed, and the investigation is being carried out, pursuant to a direction given pursuant to section 290 (4) of that Code; and
 - (b) where an inspector was appointed under section 170(1) of the *Companies Act 1961* to carry out the investigation — the inspector was appointed, and the investigation is being carried out, pursuant to a direction given in the exercise of a power under section 291(1) of that Code otherwise than in response to a request made by the Commission under section 291 (4) of that Code.
- (2) Where, before the commencement of this Act, an act, matter or thing had been done or had arisen in the course of an investigation to which Part VIA. of the *Companies Act 1961* applies immediately before that commencement, that act, matter or thing shall have the same status, operation and effect in relation to the investigation after that commencement as if that act, matter or thing had been done or had arisen after that commencement.
- (3) In particular and without affecting the generality of subsection (2), an order, application, examination, deposition, writ, summons, proceeding, record, note or report made, effected, issued or given in relation to an investigation to which Part VIA.

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of the *Companies Act 1961* applied immediately before the commencement of this Act shall have the same status, operation and effect in relation to the investigation after that commencement as if the order, application, examination, deposition, writ, summons, proceeding, record, note or report had been made, effected, issued or given after that commencement.

35. Lodging of accounts by person administering compromise or arrangement

Where —

- (a) section 330 of the *Companies (Western Australia) Code* applies, by virtue of section 315 (11) of that Code, in relation to a person or persons appointed to administer a compromise or arrangement; and
- (b) that person or those persons was or were so appointed before the commencement of this Act,

references in section 330 of that Code to the date of appointment of that person or of those persons shall be deemed to be references to the date of commencement of this Act.

36. Winding up

- (1) The provisions of the *Companies (Western Australia) Code* with respect to winding up other than the provisions of Subdivision F of Division 4 of Part XII do not apply to any company the winding up of which was commenced before the commencement of this Act and any such company shall be wound up in the same manner and with the same incidents as if this Act had not been enacted and, for the purposes of the winding up, the provisions of the *Companies Act 1961* shall apply.
- (2) In this section, “company” includes an unregistered company within the meaning of Division 5 of Part X. of the *Companies Act 1961*.

37. Registered auditors and liquidators

- (1) For the purposes of the *Companies (Western Australia) Code*, a person who was, immediately before the date of commencement of this Act, registered as an auditor or as a liquidator or appointed as an official liquidator under the *Companies Act 1961* shall, subject to section 27 of that Code, be deemed to be registered under Division 2 of Part II of that Code as an auditor, as a liquidator or as an official liquidator, as the case may be, for the period of 6 months commencing on the date of commencement of this Act.
- (2) Where —
- (a) a person who is deemed by reason of subsection (1) to be registered under Division 2 of Part II of the *Companies (Western Australia) Code* as an auditor or as a liquidator for the period of 6 months commencing on the date of commencement of this Act has applied to be registered under that Division as an auditor or as a liquidator, as the case may be, within that period of 6 months; and
 - (b) at the expiration of that period, the person has not been notified of the results of his application,
- the person shall, subject to section 27 of that Code, be deemed to be registered as an auditor or liquidator, as the case may be, for a further period commencing at the expiration of the period referred to in paragraph (a) and ending —
- (c) in the case of an application for registration as an auditor — on the day on which the application is granted or refused; and
 - (d) in the case of an application for registration as a liquidator — on the day on which the person is notified of the results of his application.
- (3) Where the registration as a liquidator of a person to whom subsection (2) applies comes into force under Division 2 of

Part II of the *Companies (Western Australia) Code*, that person shall be deemed to have been registered as a liquidator under that Division for the period commencing at the expiration of the day referred to in paragraph (d) of subsection (2) and ending at the expiration of the day before the day on which that registration comes into force.

- (4) A person who is deemed to be registered as an auditor, as a liquidator or as an official liquidator under the provision of a law of a participating State or participating Territory that corresponds with subsection (1) shall be deemed to be registered as an auditor, as a liquidator or as an official liquidator, as the case may be, under the *Companies (Western Australia) Code*.

38. Power of Minister to consent to institution of proceeding

Where —

- (a) the institution of a particular proceeding under the *Companies Act 1961* was subject to the consent of the Minister; and
- (b) the proceeding was not instituted before the commencement of this Act but may be instituted after the commencement of this Act by reason of the operation of section 18 (2) of this Act,

the enactment of this Act does not affect the power of the Minister to consent to the institution of the proceeding.

39. Recognized companies

- (1) Where a corporation that is a recognized company for the purposes of the *Companies (Western Australia) Code* was, immediately before the commencement of this Act, registered as a foreign company under the *Companies Act 1961*, the registered office of that corporation in the State the situation of which was specified —

- (a) in a case to which paragraph (b) does not apply-in a notice lodged under section 346 (1) of that Act; or
- (b) if a notice or notices have been lodged under section 347(1) of that Act in relation to the situation of the registered office of the corporation-in that notice or in the later or latest of those notices,

shall be deemed to be the principal office within the State of the corporation for the purposes of section 507 of the *Companies (Western Australia) Code*.

(2) Where —

- (a) before the commencement of this Act, an act, matter or thing had been done or commenced under the *Companies Act 1961* in relation to a corporation that was a foreign company for the purposes of that Act;
- (b) the corporation is a recognised company for the purposes of the *Companies (Western Australia) Code*; and
- (c) that act, matter or thing could have been done or commenced under the *Companies (Western Australia) Code* after the commencement of this Act in relation to a recognized company,

that act, matter or thing shall be deemed to have been done or commenced, as the case may be, and, in the case of an act, matter or thing that has been commenced, may be continued or completed under the *Companies (Western Australia) Code*, in relation to that corporation as a recognized company.

40. Recognized companies under corresponding laws

- (1) Section 501 of the *Companies (Western Australia) Code* applies in relation to a company that, immediately before the commencement of this Act, had a place of business or carried on business in a State or Territory that is a participating State or participating Territory as if the company had established a place

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of business or commenced to carry on business, as the case may be, in that State or Territory at the commencement of this Act.

- (2) Where a company had, before the commencement of this Act, lodged under the provisions of a law of State or Territory that is a participating State or participating Territory that corresponds with section 346 (1a) or 347 (1a) of the *Companies Act 1961* a notice or notices that specified the days and hours during which the registered office of the company in that State or Territory was open and accessible to the public, the company shall, for the purposes of section 502 (2) of the *Companies (Western Australia) Code*, be deemed to have lodged a notice under section 501(2) of that Code in relation to that State or Territory.
- (3) Where, immediately before the commencement of this Act, a company maintained a branch register in a State or Territory that is a participating State or participating Territory in accordance with the provision of the law of that State or Territory that corresponded with section 354 of the *Companies Act 1961*, that register shall be deemed to be a branch register of the company kept under section 262 of the *Companies (Western Australia) Code* and section 262 of that Code applies in relation to that register as if it had been established, and as if the office where it is kept had been opened, on the date of commencement of this Act.

41. Foreign companies

- (1) A corporation formed outside the State other than a corporation that is a recognized company for the purposes of the *Companies (Western Australia) Code*, that was, immediately before the commencement of this Act, registered as a foreign company under the *Companies Act 1961* shall be deemed to be registered, as from the commencement of this Act, as a foreign company for the purposes of the *Companies (Western Australia) Code*.
- (2)² A corporation formed outside Australia and the external Territories that was, immediately before the commencement of

this Act, registered as a foreign company under the *Companies Act 1961*, may within one month after the date of commencement of this Act, or within such further period as the Commission allows, lodge with the Commission a notice in the prescribed form —

- (a) stating whether the corporation wishes to continue to be registered as a foreign company under the *Companies (Western Australia) Code*; and
 - (b) if the corporation states that it does not wish to continue to be registered as a foreign company under that Code — specifying one State or Territory (being a State or Territory under the law of which the corporation was registered as a foreign company immediately before the commencement of this Act and which is a participating State or a participating Territory) as the State or Territory under the law of which the corporation wishes to be registered as a foreign company.
- (3) A corporation is not entitled pursuant to paragraph (b) of subsection (2) —
- (a) to specify a State in a notice if the corporation has specified a different State or a Territory in a notice under a corresponding provision of the law of a participating State or participating Territory; or
 - (b) to specify a Territory in a notice if the corporation has specified a State or another Territory in a notice under a corresponding provision of the law of a participating State or participating Territory.
- (4) Where a corporation to which subsection (2) applies lodges with the Commission a notice under that subsection specifying pursuant to paragraph (b) of subsection (2) a State or Territory as the State or Territory under the law of which the corporation wishes to be registered as a foreign company —
- (a) the corporation shall, as from the date on which the notice is so lodged, cease to be registered as a foreign

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company for the purposes of the *Companies (Western Australia) Code*; and

- (b) the registered office of the corporation in the State the situation of which was specified —
 - (i) in a case to which subparagraph (ii) does not apply — in a notice lodged under section 346 (1) of the *Companies Act 1961*; or
 - (ii) if a notice or notices has or have been lodged under section 347 (1) of that Act in relation to the situation of the registered office of the corporation — in that notice or in the later or latest of those notices,

shall be deemed to be the principal office within the State of the corporation for the purposes of section 507 of the *Companies (Western Australia) Code*.

- (5) In this section, “external Territory” means a Territory of the Commonwealth, other than the Australian Capital Territory, the Jervis Bay Territory or the Northern Territory, for the government of which as a Territory provision is made by an Act of the Commonwealth.

42. Commission may destroy or dispose of documents

- (1) Notwithstanding section 31 (10) of the *Companies (Western Australia) Code*, where a corporation that is a recognized company for the documents. purposes of that Code was, immediately before the commencement of this Act, a recognized company under the *Companies Act 1961* or was registered as a foreign company under that Act, the Commission may, if in the opinion of the Commission it is no longer necessary or desirable to retain them, destroy or dispose of any documents lodged by or in relation to that corporation under the *Companies Act 1961* or under any corresponding previous law.

- (2) Notwithstanding section 31 (10) of the *Companies (Western Australia) Code*, where a corporation that was, immediately before the commencement of this Act, registered as a foreign company under the *Companies Act 1961* becomes a recognized foreign company for the purposes of that Code, the Commission may, if in the opinion of the Commission it is no longer necessary or desirable to retain them, destroy or dispose of any documents lodged by or in relation to that corporation under the *Companies Act 1961* or under any corresponding previous law.

43. *Marketable Securities Transfer Act 1970*

- (1) A sufficient instrument of transfer under the *Marketable Securities Transfer Act 1970*, in relation to a transfer of marketable securities or a transfer of rights to marketable securities, that was duly completed before the commencement of this Act has the same effect, and may be used and dealt with, as if this Act had not been enacted.
- (2) An agreement, application, acceptance, warranty or indemnity deemed by the *Marketable Securities Transfer Act 1970* to have been made or given by a person continues to operate and has the same force and effect as if this Act had not been enacted.

44. *Court may resolve difficulties*

- (1) Where any difficulty arises in the application to a particular matter of this Part, or in the application to a particular matter of any of the provisions of the *Companies (Western Australia) Code*, the *Companies Act 1961* or the *Marketable Securities Transfer Act 1970* by reason of the operation of this Part, the Court may, on the application of an interested person, make such order as it thinks proper to resolve the difficulty.
- (2) An order made under subsection (1) has effect notwithstanding anything contained in this Act or in the *Companies (Western Australia) Code*, the *Companies Act 1961* or the *Marketable Securities Transfer Act 1970*.

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- (3) In subsection (1), “Court” means the Supreme Court or a judge of the Supreme Court.

45. Regulations

- (1) The Governor may make regulations, not inconsistent with this Part, prescribing all matters required or permitted by this Part to be prescribed, or necessary or convenient to be prescribed for carrying out or giving effect to this Part.
- (2) Regulations prescribing matters for the purposes of this Part may prescribe those matters by reference to regulations for the time being in force under the *Companies (Transitional Provisions) Act 1981* of the Commonwealth.
- (3) The power of the Governor to make regulations shall be exercised only in accordance with advice that is consistent with resolutions of the Ministerial Council.

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Section 6.

The provisions of the Commonwealth Act apply as if —

1. Unless inconsistent with another provision of this Schedule —
 - (a) for the words “law of a State or of 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”;
 - (b) for the words “of a State or of another Territory” and “of a State or another Territory” in the Commonwealth Act (wherever occurring otherwise than immediately after the word “law”) there were substituted the words “of another State or of a Territory”;
 - (c) for the words “commencement of this Act” in the Commonwealth Act (wherever occurring) there were substituted the passage “commencement of the *Companies (Application of Laws) Act 1981*”;
 - (d) for the passage “*Companies (Acquisition of Shares) Act 1980*” in the Commonwealth Act (wherever occurring) there were substituted the passage “*Companies (Acquisition of Shares) (Western Australia) Code*”;
 - (e) for the passage “*Companies Ordinance 1962*” in the Commonwealth Act (wherever occurring) there were substituted the passage “*Companies Act 1961*”;
 - (f) for the passage “*Securities Industry Act 1980*” in the Commonwealth Act (wherever occurring) there were substituted the passage “*Securities Industry (Western Australia) Code*”;
 - (g) for the words “the Territory” in the Commonwealth Act (wherever occurring) there were substituted the words “the State”;

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- (h) for the words “this Act” in the Commonwealth Act (wherever occurring except where occurring in conjunction with the words “commencement of”) there were substituted the words “this Code”;
 - (i) for the words “law of a participating State or of a participating Territory” and “law of a participating State or participating Territory” in the Commonwealth Act (wherever occurring) there were substituted the words “law in force in a participating State or in a participating Territory”;
 - (j) for the words “law of the participating State or participating Territory” and “law of the participating State or of the participating Territory” in the Commonwealth Act (wherever occurring) there were substituted the words “law in force in the participating State or in the participating Territory”;
 - (k) for the words “law of that State or Territory” in the Commonwealth Act (wherever occurring) there were substituted the words “law in force in that State or Territory”;
 - (l) for the passage “law, or a previous law, of a State or of another Territory” and “law, or a previous law, of a State or another Territory” in the Commonwealth Act (wherever occurring) there were substituted the passage “law, or a previous law, in force in another State or in a Territory”;
 - (m) for the passage “law, or of the previous law, of that State or Territory” in the Commonwealth Act (wherever occurring) there were substituted the passage “law, or the previous law, in force in that State or Territory”;
2. In section 5 (1) of the Commonwealth Act —
- (a) after the definition of “banker’s books” there were inserted the following definition:
 - ‘ “*Banking Act 1959*” means the *Banking Act 1959* of the Commonwealth as amended and in force for the time being; ’
 - (b) after the definition of “banking corporation” there were inserted the following definition:

- ‘ “*Bankruptcy Act 1966*” means the *Bankruptcy Act 1966* of the Commonwealth as amended and in force for the time being; ’ ;
- (c) for the definition of “Companies Ordinance 1962” there were substituted the following definitions:
- ‘ “Commissioner for Corporate Affairs” means the Commissioner for Corporate Affairs for Western Australia and includes any deputy or assistant Commissioner for Corporate Affairs;
- “Commonwealth Minister” means the Minister of State for the Commonwealth for the time being administering the *Companies Act 1981* of the Commonwealth as amended and In force for the time being;
- “*Companies (Western Australia) Code*” or “Code” means the provisions applying by reason of section 6 of the *Companies (Application of Laws) Act 1981*; ’ ;
- (d) after the definition of “contributory” there were inserted the following definition:
- ‘ “co-operative company” means a company registered under Part VI. of the *Companies (Co-operative) Act 1943* or any corresponding previous enactment; ’ ;
- (e) in the definition of “corporation”, for paragraphs (c), (d) and (e) there were substituted the following paragraphs:
- “ (c) a society within the meaning of section 5 of the *Building Societies Act 1976*;
- (d) a credit union, foreign credit union, society or corporation of the kind referred to in subsection (1) of section 5 of the *Credit Unions Act 1979*;
- (e) a co-operative company;
- (f) a society registered under the *Co-operative and Provident Societies Act 1903*; or

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- (g) an association, society, institution or body incorporated under the *Associations Incorporation Act 1895*; ” ;
- (f) after the definition of “insolvent under administration” there were inserted the following definition:
 - ‘ “*Insurance Act 1973*” means the *Insurance Act 1973* of the Commonwealth as amended and in force for the time being; ’ ;
- (g) after the definition of “leave of absence” there were inserted the following definition:
 - ‘ “*Life Insurance Act 1945*” means the *Life Insurance Act 1945* of the Commonwealth as amended and in force for the time being; ’ ;
- (h) in the definition of “lodged” —
 - (i) the word “or”, at the end of paragraph (a), were repealed;
 - (ii) after paragraph (b), there were inserted the following word and paragraph:
 - “ or
 - (c) in relation to the Commissioner for Corporate Affairs-lodged or filed with the Commissioner for Corporate Affairs under any corresponding previous law of the State; ” ;
- (i) after the definition of “mining purposes” there were inserted the following definitions:
 - ‘ “Minister” means the Minister of State for Western Australia for the time being administering the *Companies (Application of Laws) Act 1981*;
 - “*National Companies and Securities Commission Act 1979*” means the *National Companies and Securities*

Commission Act 1979 of the Commonwealth as amended and in force for the time being; ’ ;

- (j) for the definition of “Registrar of Companies” there were substituted the following definition:

‘ “Registrar of Companies” means a person who held office as Registrar of Companies, Deputy Registrar or Assistant Registrar under the *Companies Act 1961* or a corresponding previous enactment; ’ ;

- (k) after the definition of “Registrar of Companies” there were inserted the following definition:

‘ “Regulations” means the provisions applying as regulations made under this Code by reason of section 7 of the *Companies (Application of Laws) Act 1981*; ’ ;

- (l) for the definition of “rules” there were substituted the following definition:

‘ “Rules” means rules of the Supreme Court; ’ .

- (m) in the definition of “takeover bid”, for the words “that Act” there were substituted the words “that Code”.

3. After section 5 (9) 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 *Companies Act 1961*; and
- (b) a reference to a previous law, or provision of a previous law, or previous enactment, of another State or of a Territory corresponding to, or to a provision of, this Code includes a reference to, or to a provision of, the law of that State or Territory corresponding to the *Companies Act 1961*. ” .

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4. In section 12 of the Commonwealth Act —
 - (a) for the words “relevant Act” (wherever occurring) there were substituted the words “relevant Code”; and
 - (b) for subparagraph (ii) (of paragraph (b) of subsection (1) there were substituted the following subparagraph —
 - “ (ii) a contravention of, or failure to comply with, a provision of the *Companies Act 1961* as in force at any time or of a previous law in force in a participating State or in a participating Territory that correspond with that Act; or ”.
5. In section 13 (1) of the Commonwealth Act, for the words “Australian Federal Police” there were substituted the words “Police Force of Western Australia”.
- 5AA. In section 16A of the Commonwealth Act, for the words “relevant Act” (wherever occurring) there were substituted the words “relevant Code”.
- 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*”.
6. In section 19 of the Commonwealth Act, after the words “Auditor-General” there were inserted the words “of Western Australia”.
- 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*”.
7. For subsection (4) of section 22 of the Commonwealth Act there were substituted the following subsection:
 - “ (4) In this section, “local authority” means the Commissioner for Corporate Affairs. ” .
8. In section 30A of the Commonwealth Act —

- (a) in the interpretation of “Board” after the words “Disciplinary Board” there were inserted the passage “constituted under the *Companies (Administration Act 1982)*”; and
 - (b) in the interpretation of “Chairman” for the passage “section 7 of the *Companies Auditors and Liquidators Disciplinary Board Ordinance 1982*” there were substituted the passage “section 13 of the *Companies (Administration) Act 1982*”.
- 8A. In section 30D(8) of the Commonwealth Act for the word “Commonwealth” there were substituted the word “Crown”.
- 8AB. In section 30D(11) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
- 8B. In section 30L of the Commonwealth Act, for the passage “Part III of the *Crimes Act 1914*” there were substituted for the passage “Chapter XVI of *The Criminal Code*”.
- 8C. In section 30Q(3) and (4) of the Commonwealth Act for the word “Commonwealth” (wherever occurring) there were substituted the word “Crown”.
- 8D. In section 30S of the Commonwealth Act, after the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.
9. In section 31(2) and (5) of the Commonwealth Act, for the words “Registrar of Companies” there were substituted the words “Commissioner for Corporate Affairs or the Registrar of Companies”.
- 9A. In section 31(2)(a)(iib) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
10. In section 31 (10) of the Commonwealth Act, for the words “The Commission may” there were substituted the passage “Subject to the *Library Board of Western Australia Act 1951*, the Commission may”.
11. In section 32 (1) of the Commonwealth Act, for the words “Registrar of Companies” there were substituted the words “Commissioner for Corporate Affairs or the Registrar of Companies”.
12. In section 33 of the Commonwealth Act —

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- (a) in paragraph (a) of subsection (3), for the words “under this Act or is formed pursuant to another Act or Ordinance” there were substituted the words “under this Code or is formed pursuant to an Act”; and
 - (b) in subsection (4), for the words “under this Act and is not formed pursuant to another Act or letters patent” there were substituted the words “under this Code and is not formed pursuant to an Act or letters patent”.
- 13. In section 46 (9) of the Commonwealth Act, for the words “in a State or another Territory” there were substituted the words “in another State or in a Territory”.
- 14. In section 52 (8) of the Commonwealth Act, for the words “in a State or another Territory” there were substituted the words “in another State or in a Territory”.
- 15. In section 55 (8) of the Commonwealth Act, for the words “in a State or another Territory” there were substituted the words “in another State or in a Territory”.
- 16. In section 59 of the Commonwealth Act, for the words “in a State or another Territory” there were substituted the words “in another State or in a Territory”.
- 17. In section 65(4) of the Commonwealth Act, for the words “that Ordinance” there were substituted the words “that Act”.
- 17A. In section 66A of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
- 17B. In section 68A(3)(b) of the Commonwealth Act before the words “the Registrar of Companies” there were inserted the words “the Commissioner for Corporate Affairs or”.
- 17C. In section 68C of the Commonwealth Act before the words “the Registrar of Companies” (wherever occurring) there were inserted the words “the Commissioner for Corporate Affairs or”.
- 17D. In section 73(4A) of the Commonwealth Act after the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.

18. In section 77 (1) and (2) of the Commonwealth Act, for the passage “1 October 1954” there were substituted the passage “5 October 1962”.
19. In section 85 (6) (b) of the Commonwealth Act, for the words “Corporate Affairs Commission for the Territory” there were substituted the words “Commissioner for Corporate Affairs”.
20. In section 90 (6) of the Commonwealth Act —
 - (a) for the passage “the *Companies (Transitional Provisions) Act 1981*” there were substituted the passage “Part III. of the *Companies (Application of Laws) Act 1981*” ; and
 - (b) for the words “as if this Act commenced” there were substituted the words “as if that Act commenced”.
21. In section 99 (5) of the Commonwealth Act, for the words “or any other Act” there were substituted the words “Code or any Act”.
22. In section 122 (1) (a) of the Commonwealth Act, for the words “this or any other Act” there were substituted the words “this Code or of any Act”.
23. In section 123 (15) of the Commonwealth Act, for the passage “*Companies (Acquisition of Shares) Act 1980* or a corresponding law of a participating State or participating Territory, or of regulations made under that Act or under such a corresponding law,” there were substituted the passage “*Companies (Acquisition of Shares) (Western Australia) Code* or a corresponding law in force in a participating State or participating Territory, or of regulations applying under that Code or applying or made under such a corresponding law.”.
24. After section 123 (15) of the Commonwealth Act there were inserted the following subsection:
 - “ (16) Where land under operation of the *Transfer of Land Act 1893* is comprised in a plan of strata subdivision registered under the *Strata Titles Act 1966* and at the time of registration of the plan the registered proprietor of that land was a company, the transfer by the company of any unit or lot on the plan of strata subdivision in exchange for or in satisfaction of a right of a kind referred to in subsection (13) shall not of itself constitute, and

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shall be deemed never to have constituted, a reduction of the share capital of the company.

25. In section 129 (6) (a) of the Commonwealth Act, for the passage “*Act 1980*” there were substituted the words “(*Western Australia Code*)”.
26. In section 129 (17) of the Commonwealth Act, for the words “if this Act” there were substituted the words “if that Act”.
- 26AA. In section 130B(2)(b) of the Commonwealth Act, for the words “that Act” there were substituted the words “that Code”.
- 26AB. In section 130G(8) of the Commonwealth Act, for the words “that Act” there were substituted the words “that Code”.
- 26AC. In section 133BB of the Commonwealth Act, in the definition of “national newspaper” for the words “the Territory” there were substituted the words “the Australian Capital Territory”.
- 26AD. In section 133FB(14) of the Commonwealth Act, for the words “that Act” there were substituted the words “that Code”.
- 26A. In section 136(12)(b) of the Commonwealth Act after the passage “*Act 1986*” there were inserted the words “of the Commonwealth”.
27. In section 152 (7) of the Commonwealth Act, for the passage “1 September 1966” there were substituted the passage “1 January 1965”.
28. In section 154 (5) of the Commonwealth Act, for the passage “1 September 1966” there were substituted the passage “1 January 1965”.
29. In section 164 (1) of the Commonwealth Act, for the words, “the Australian Capital Territory” (wherever occurring) there were substituted the words “Western Australia”.
- 29AA. In section 164(4) of the Commonwealth Act, after the passage “*Act 1989*” there were inserted the words “of the Commonwealth”.
- 29A. In section 166(6) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
30. In section 172 (5) (a) of the Commonwealth Act, for the words “Corporate Affairs Commission for the Territory” there were substituted the words “Commissioner for Corporate Affairs”.

- 30A. In section 174A(1) of the Commonwealth Act, after the passage “*Act 1989*” there were inserted the words “of the Commonwealth”.
31. In the interpretation of “prescribed corporation” in section 189 (1) of the Commonwealth Act, for the words “that is under the regulations a prescribed corporation” there were substituted the passage “that is, by reason of section 16(5) of the *Companies (Application of Laws) Act 1981*, a prescribed corporation”.
32. In section 199 (5) of the Commonwealth Act, for the words “an office of the Commission” there were substituted the words “the office of the Commissioner for Corporate Affairs”.
- 32A. In section 200(4B) of the Commonwealth Act, for the passage “Parts IV and V of the *Instruments Ordinance 1933*” there were substituted the passage “sections 7 and 8 and Parts IX, X and XI of the *Bills of Sale Act 1899*”.
33. In section 204 of the Commonwealth Act, subsection (5) were repealed.
34. In section 209 (1) of the Commonwealth Act, for the words “Registrar of Companies” there were substituted the words “Commissioner for Corporate Affairs or the Registrar of Companies”.
35. In section 211 of the Commonwealth Act —
- (a) in subsection (1) —
 - (i) in paragraph (a) for the passage “*Instruments Ordinance 1933*” there were substituted the passage “*Bills of Sale Act 1899*”; and
 - (ii) in paragraphs (b) and (c) for the word “Ordinance” there were substituted the word “Act”;
 - (b) in subsection (2) —
 - (i) for the word “security” (wherever occurring) there were substituted the words “power in relation to a chattel”;
 - (ii) in paragraph (a) for the passage “*Part III of the Instruments Ordinance 1933*” there were substituted

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the passage “the *Bills of Sale Act 1899* by way of security”; and

- (iii) for the passage “it had been duly registered under Part III of that Ordinance” there were substituted the words “the provisions of that Act had been complied with and registration had been duly effected under that Act”;
- (c) in subsection (3) —
- (i) for the passage “under Part IV of the *Instruments Ordinance 1933*” there were substituted the passage “pursuant to sections 7 and 8 of the *Bills of Sale Act 1899*”;
 - (ii) for the passage “sections 18, 19 and 20, sub-section 21(1) and section 24 of that Ordinance” there were substituted the passage “sections 7, 39 and 41 of that Act”; and
 - (iii) for the passage “Part IV of that Ordinance” there substituted the words “that Act”;
- (d) in subsection (4) —
- (i) for the passage “under Part V of the *Instruments Ordinance 1933*: there were substituted the passage “pursuant to section 8 of the *Bills of Sale Act 1899*”;
 - (ii) for the passage “section 26, sub-section 29(1) and sections 33 and 34 of that Ordinance” there were substituted the passage “sections 42 and 43 of that Act”; and
 - (iii) for the passage “Part V of that Ordinance” there substituted the words “that Act”;
- (e) in subsection (5) —
- (i) for the passage “under Part V of the *Instruments Ordinance 1933*” there were substituted the passage “pursuant to sections 7, 8 and 37 of the *Bills of Sale Act 1899*”;

- (ii) for the passage “sub-section 29(1) and sections 33 and 34 of that Ordinance have” there were substituted the passage “section 38 of that Act has”; and
 - (iii) for the passage “Part V of that Ordinance” there were substituted the words “that Act”;
 - (f) in subsection (7) after the passage “*Act (No. 1) 1984*” there were inserted the words “of the Commonwealth”; and
 - (g) after subsection (7), there were inserted the following subsection:
 - “ (8) In this section, a reference to the registration of a transfer, assignment or giving of power in relation to a chattel includes a reference to registration by way of renewal or further renewal. ” .
36. In section 213 of the Commonwealth Act for the words “the Australian Capital Territory” there were substituted the words “Western Australia”.
- 36A. For section 215A of the Commonwealth Act there were substituted the following section —
- “ 215A (1) Notwithstanding section 18 of the *Companies (Application of Laws) Act 1981* —
- (a) Division 7 of the Part IV of the *Companies Act 1961*; and
 - (b) any other provisions of that Act that are necessary for the effectual operation of that Division,
- continue in force, as if that section had not been enacted, in relation to —
- (c) any charge created by a corporation before the commencement of the *Companies (Application of Laws) Act 1981*; and
 - (d) any charge to which property acquired by a corporation before the commencement of that

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Act was subject when the property was so acquired,

and the provisions of this Division do not apply in relation to any such charge.

(2) Subsection (1) operates in substitution for section 30 of the *Companies (Application of Laws) Act 1981*. ” .

36B. In section 215C(9), (10) and (11) of the Commonwealth Act after the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.

36C. In section 222(1A) of the Commonwealth Act after the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.

36D. In section 227A(5) of the Commonwealth Act —

- (a) for the words “relevant Act” there were substituted the words “relevant enactment”; and
- (b) after the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.

36E. In section 227A(6) of the Commonwealth Act —

- (a) for the words “relevant Act” (wherever occurring) there were substituted the words “relevant enactment”; and
- (b) for the words “relevant Acts” there were substituted the words “relevant enactments”.

36F. In section 227A(7) of the Commonwealth Act, for paragraph (b) there were substituted the following paragraph —

- “ (b) each of the following laws is a relevant enactment: —
 - (i) this Code, the *Companies (Acquisition of Shares) (Western Australia) Code* and the *Securities Industry (Western Australia) Code*;
 - (ii) the *Companies Act 1961* and any corresponding previous enactment and the *Securities Industries Act 1975* and any corresponding previous enactment, and the *Company Take-overs Act 1979*;

- (iii) a law in force in another State or in a Territory that corresponds with a Code referred to in subparagraph (i); and
- (iv) an Act or enactment of another State or of a Territory that corresponds with the whole or any part of an Act or enactment referred to in subparagraph (ii);

and ” .

36G. In section 232(4C) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.

37. In section 233 (7) of the Commonwealth Act —

- (a) for the passage “1 October 1954”(wherever occurring) there were substituted the passage “5 October 1962”; and
- (b) in paragraph (b) of the interpretation of “exempt benefit” for the words “if this Act had not been enacted” there were substituted the passage “if the *Companies (Application of Laws) Act 1981* had not been enacted”.

38. In section 238 (10) of the Commonwealth Act, for the words “Registrar of Companies” there were substituted the words “Commissioner for Corporate Affairs or the Registrar of Companies”.

38AA. (1) In section 238(11) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.

38A. In section 241(6) of the Commonwealth Act, after the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.

38AB. In section 260(8A) of the Commonwealth Act —

- (a) for the words “made by” there were substituted the words “effected by”; and
- (b) after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.

38B. In section 261(22) of the Commonwealth Act after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.

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- 38C. (1) In section 264 (4) and (5) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
- (2) In section 263(4A) of the Commonwealth, after the passage “*Act 1989*” there were inserted the words “of the Commonwealth”.
39. In section 265 (1) (b) of the Commonwealth Act, for the words “Corporate Affairs Commission for the Territory” there were substituted the words “Commissioner for Corporate Affairs”.
40. In section 267 (2) of the Commonwealth Act, for the words “A company shall” there were substituted the passage “Subject to section 73R of the *Evidence Act 1906*, a company shall”.
- 40A. In section 269(13) of the Commonwealth Act after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
- 40AA. In section 269(14) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
- 40B. In section 270(3A)(c)(i) and (14) of the Commonwealth Act for the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.
- 40C. In section 275A(5) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
41. In section 277 (2) (e) of the Commonwealth Act, for the passage “*Business Names Ordinance 1963*” there were substituted the passage “*Business Names Act 1962*”.
- 41A. In section 279(6B) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
- [42. *deleted.*]
43. In section 289 of the Commonwealth Act —
- (a) for paragraph (a) of the definition of “relevant authority” in subsection (1) there were substituted the following paragraphs:
- “ (a) in the case of a direction given by the Commonwealth Minister other than a direction that has been approved

by the Ministerial Council under
sub-section 291(6) — the Commonwealth Minister;

(aa) in the case of a direction given by the Minister other than a direction that has been approved by the Ministerial Council under sub-section 291 (6) — the Minister; or ” ; and

(b) in subsection (7) for the passage “Part V of the *Evidence Ordinance 1971*” there were substituted the passage “sections 89 to 96 of the *Evidence Act 1906*”.

44. In section 291 of the Commonwealth Act —

(a) in subsection (2) for the words “the Minister” (where twice occurring) there were substituted the words “the Commonwealth Minister”;

(b) in subsection (4) for the words “the Minister” there were substituted the words “the Minister or the Commonwealth Minister”; and

(c) in subsection (6) for the passage “or under sub-section (1) or (2) of this section” there were substituted the passage “or under sub-section (1) of this section or by the Commonwealth Minister under sub-section (2) of this section”.

45. In section 295 (4) of the Commonwealth Act, for the passage “Part III of the *Crimes Act 1914*” there were substituted the passage “Chapter XVI of *The Criminal Code*”.

46. In section 306 of the Commonwealth Act —

(a) the word “and”, at the end of section 306 (6) (a), were repealed;

(b) in section 306 (6) (b) for the word “Commonwealth” 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 Part that relates to an investigation the expenses

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of which are, under the Agreement, to be borne by the Commonwealth. ” ;

and

- (c) in section 306 (7) for the words “Ministerial Council or the Minister” (where four times occurring) there were substituted the passage “Ministerial Council, the Minister or the Commonwealth Minister”.
47. After section 306 (13) of the Commonwealth Act there were inserted the following subsection:
- “ (14) Nothing in this section operates to diminish the protection afforded to witnesses by the *Evidence Act 1906*. ” .
48. For section 314 of the Commonwealth Act there were substituted the following section:
- “ 314. This Part binds the Crown in right of Western Australia and, so far as the legislative power of the Parliament permits, the Crown in all its other capacities. ” .
49. In section 315 of the Commonwealth Act —
- (a) in subsection (3) for the words “a State or another Territory” there were substituted the words “another State or in a Territory”;
 - (b) in subsection (19) for the words “filed with the Registrar of the Supreme Court of the Australian Capital Territory” there were substituted the words “filed in the Central Office of the Supreme Court of Western Australia”; and
 - (c) in subsection (19) for the words “in the Australian Capital Territory” there were substituted the words “in Western Australia”.
50. In section 315 (20) of the Commonwealth Act, for the words “the Australian Capital Territory” there were substituted the words “Western Australia”.
51. In section 315 (22) of the Commonwealth Act, for the definition of “company” there were substituted the following definition:

“ “company” means a company incorporated pursuant to this Code or a corresponding previous law of Western Australia and includes a foreign company registered in Western Australia and any corporation or body liable to be wound up under this Code.

52. In section 317 (4) of the Commonwealth Act —
- (a) for the words “filed with the Registrar of the Supreme Court of the Australian Capital Territory” there were substituted the words “filed in the Central Office of the Supreme Court of Western Australia”; and
 - (b) for the words “in the Australian Capital Territory” there were substituted the words “in Western Australia”.
53. In section 318 (11), (12), (13) and (15) of the Commonwealth Act, for the passage “*Unclaimed Moneys Ordinance 1950*” (wherever occurring) there were substituted the passage “*Unclaimed Moneys Act 1912*”.
54. In section 318 (15) of the Commonwealth Act, for the word “Commonwealth” there were substituted the word “State”.
55. For section 322 of the Commonwealth Act there were substituted the following section:
- “ 322. This Part binds the Crown in right of Western Australia and, so far as the legislative power of the Parliament permits, the Crown in all its other capacities. ” .
- 55A. In section 323(1B) of the Commonwealth Act after the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.
- 55B. In section 324A(5) of the Commonwealth Act after the passage “*Act 1983*” there were inserted the words “of the Commonwealth”.
- 55C. In section 324A(6) of the Commonwealth Act —
- (a) for the words “made by” there were substituted the words “effected by”; and
 - (b) after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.

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56. For section 334 of the Commonwealth Act there were substituted the following section:
- “ 334. This Part binds the Crown in right of Western Australia and, so far as the legislative power of the Parliament permits, the Crown in all its other capacities. ” .
57. In section 335 (9) (b) of the Commonwealth Act —
- (a) for the words “in each State or other Territory” there were substituted the words “in each other State and each Territory”;
- and
- (b) for the words “that State or other Territory” there were substituted the words “that other State or in that Territory”.
58. For section 358 of the Commonwealth Act there were substituted the following section:
- “ 358. This Part binds the Crown in right of Western Australia and, so far as the legislative power of the Parliament permits, the Crown in all its other capacities. ” .
- 58A. In section 363(1)(h) of the Commonwealth Act, after the passage “*Act 1987*” there were inserted the words “of the Commonwealth”.
59. In section 398 (2) (d) of the Commonwealth Act —
- (a) for the words “in each State or other Territory” there were substituted the words “in each other State and each Territory”;
- and
- (b) for the words “that State or other Territory” there were substituted the words “that other State or in that Territory”.
60. In section 425 (2) of the Commonwealth Act, after the passage “1936” there were inserted the words “of the Commonwealth as amended and in force for the time being”.
61. In section 427 of the Commonwealth Act, for the word “Minister” (wherever occurring) there were substituted the words “Commissioner for Corporate Affairs”.
62. In section 428 of the Commonwealth Act —

- (a) for subsection (1) there were substituted the following subsection:
 - ‘ (1) There shall be established in the Treasury an account as part of the Trust Fund under a separate head to be called the “Companies Liquidation Account.” ’ ;
 - (b) for the word “Minister” in subsection (2) there were substituted the words “Commissioner for Corporate Affairs”; and
 - (c) subsection (4) were repealed.
63. In section 441 (h) of the Commonwealth Act —
- (a) for the words in subparagraph (i) “an Act or a law of the Territory” there were substituted the words “an Act of the Commonwealth or a law of the Australian Capital Territory”;
 - (b) for the words in subparagraphs (ii), (iii) and (v) “State Act or law of another Territory” there were substituted the words “Act or Act or any other State or law of a Territory other than the Australian Capital Territory”; and
 - (c) for the words in subparagraph (iv) “an Act” there were substituted the words “an Act of the Commonwealth”.
64. In section 462 of the Commonwealth Act, for the word “Minister” (wherever occurring) there were substituted the words “Treasurer of Western Australia”.
65. In section 463 of the Commonwealth Act, for the word “Commonwealth” there were substituted the word “Crown”.
66. In section 465 of the Commonwealth Act, for the words “with the Registrar of the Supreme Court of the Territory” there were substituted the words “in the Central Office of the Supreme Court of the State”.
67. In section 466 of the Commonwealth Act, for the words “Registrar of the Supreme Court of the Territory” there were substituted the words “Principal Registrar of the Supreme Court of the State”.
68. In section 467 of the Commonwealth Act, for the word “Registrar” there were substituted the words “Principal Registrar”.

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69. In section 493 (5) of the Commonwealth Act, for the words “State Act” there were substituted the words “Act of the Commonwealth or of another State”.
70. In section 495 (1) of the Commonwealth Act, for the words “State or other Territory” there were substituted the words “other State or in a Territory”.
- 70A. In section 516(6A) of the Commonwealth Act, after the passage “Act 1985” there were inserted the words “of the Commonwealth”.
71. In section 516 (7) of the Commonwealth Act —
- (a) for the passage “a State, of another Territory” (where twice occurring) there were substituted the passage “another State, of a Territory”;
 - (b) for the words “a State or another Territory” (where twice occurring) there were substituted the passage “another State, or a Territory”; and
 - (c) in paragraph (e) for the words “State or other Territory” there were substituted the words “other State or of a Territory”.
72. In section 534 of the Commonwealth Act —
- (a) for the passage “*Unclaimed Moneys Ordinance 1950*” (wherever occurring) there were substituted the passage “*Unclaimed Moneys Act 1912*”;
 - (b) in subsection (5) for the words “that Ordinance” there were substituted the words “that Act”; and
 - (c) in subsection (6) for the words “the Commonwealth” there were substituted the words “Western Australia”.
- 72A. In section 562(4A) of the Commonwealth Act, after the passage “Act 1985” there were inserted the words “of the Commonwealth”.
73. In section 568 of the Commonwealth Act, for the words “in a State or in another Territory” there were substituted the words “in another State or in a Territory:”.
- 73A. In section 570A of the Commonwealth Act —

- (a) in subsection (1) for the passage “*Act 1983*” there were inserted the words “of the Commonwealth”;
- (b) in paragraph (b) of subsection (2) the passage “*Act 1980*” there were substituted the words “(*Western Australia Code*)”;
- (c) in subsection (7) —
 - (i) for the words “provision of this *Act*” there were substituted the words “provision of this *Code*”; and
 - (ii) for the words “any other *Act*” there were substituted the words “any other *Code* or any *Act*”;

and

- (d) for subsection (8) there were substituted the following subsection —
 - “ (i) In this section —

“authority” includes a person;

“prescribed” means prescribed by the *Companies (Application of Laws) Act 1981* or by the *Companies (Western Australia) Regulations*.

- 73B. In section 571(7) of the Commonwealth Act, after the passage “*Act 1985*” there were inserted the words “of the Commonwealth”.
- 74. In the heading preceding section 576 of the Commonwealth Act, the words “*and Regulations*” were repealed.
- 75. In section 576 of the Commonwealth Act, for the passage “The power to make rules of court conferred by section 28 of the *Australian Capital Territory Supreme Court Act 1933* extends to making rules of court” there were substituted the passage “The judges of the Court may, subject to the *Supreme Court Act 1935*, make rules”.
- 76. Section 577 of the Commonwealth Act were repealed.
- 77. Division 4 of Part XIV. of the Commonwealth Act were repealed.
- 78. After section 581 of the Commonwealth Act there were added the following heading and sections:

Schedule 1

“Division 5-Certain Corporate bodies, other than corporations.”

581A. Co-operative companies

- (1) Subject to the provisions of this section, the provisions of this Code do not apply to or in relation to any co-operative company registered, whether before or after the commencement of the *Companies (Application of Laws) Act 1981*, under the *Companies (Co-operative) Act 1943* or any corresponding previous enactment.
- (2) Notwithstanding that the provisions of this Code applying by reason of section 6 of the *Companies (Application of Laws) Act 1981* operate to the exclusion of the provisions of the *Companies Act 1961* in relation to certain acts, matters and things, the provisions of the *Companies (Co-operative) Act 1943* applied by sub-section 382(2) of the *Companies Act 1961* continue to apply to co-operative companies or proposed co-operative companies to the same extent as those provisions applied before the commencement of the *Companies (Application of Laws) Act 1981*.
- (3) Except as is provided in paragraphs (a) to (e) inclusive of sub-section (1) of that section, the provisions of section 172 of the *Companies (Co-operative) Act 1943* shall apply —
 - (i) to and in relation to all persons companies and associations; and
 - (ii) as though those provisions had been re-enacted by the *Companies (Application of Laws) Act 1981* as sub-sections of this section of this Code,

save that a contravention of that section shall be punishable as though it were an offence against this Code.

581B. Building Societies and Credit Unions

Notwithstanding that, unless the contrary intention appears, pursuant to section 5 in this Code the term “corporation” does not include —

- (a) a society within the meaning of section 5 of the *Building Societies Act 1976*; or
- (b) a credit union, foreign credit union, society or corporation of the kind referred to in sub-section (1) of section 5 of the *Credit Unions Act 1979*,

in the application of the provisions of this Code as applied by those Acts, respectively, to the extent necessary for that purpose, a contrary intention shall be taken to be indicated.

79. Schedule 1 of the Commonwealth Act were repealed.

80. In Schedule 3 of the Commonwealth Act —

- (a) for the words “the Act” (wherever occurring) there were substituted the words “the Code”;
- (b) in regulation 1 of Table A —
 - (i) for the passage ‘ “Act” means the *Companies Act 1981*’ there were substituted the passage ‘ “Code” means the *Companies (Western Australia) Code*’;
 - (ii) in subregulation (2) for the passage “*Act 1980*” there were substituted the passage “(*Western Australia Code*)”;and
 - (iii) in subregulation (2) for the passage “*Companies Act 1981*” there were substituted the passage “*Companies (Western Australia) Code*”; and
- (c) in regulation 1 of Table B —
 - (i) for the passage ‘ “Act” means the *Companies Act 1981*’ there were substituted the passage ““Code” means the *Companies (Western Australia) Code*”;
 - (ii) in subregulation (2) for the passage “*Act 1980*” there were substituted the passage “(*Western Australia Code*)”;

Schedule 1

- (iii) in subregulation (2) for the passage “*Companies Act 1981*” there were substituted the passage “*Companies (Western Australia) Code*”.

[Schedule 1 amended by No. 10 of 1982 s.24; 48 of 1988 s. 14 and 15; amended in Gazette 24 Jun 1982 p. 2082; 12 Nov 1982 p. 4452; 30 Dec 1983 p. 5024-26; (Corrigenda 27 Jan 1984 p.228); 25 May 1984 p. 1375; 27 Mar 1986 p.1342-3; 27 Jun 1986 p. 2163; 27 Jun 1986 p.2163-4; 26 Jun 1987 p. 2449; (Erratum 3 Jul 1987 p. 2559); 6 Oct 1989 p. 3723-4; 27 Apr 1990 p. 2061.]

Schedule 2

Section 7.

The provisions of regulations in force for the time being under the Commonwealth Act apply as if in those regulations —

1. For the words “the Act” (wherever occurring) there were substituted the words “the Code”.
2. For the passage “*Companies Act 1981*” (wherever occurring) there were substituted the passage “*Companies (Western Australia) Code*”.
3. For the words “the Territory” (wherever occurring) there were substituted the words “the State”.
4. For the words “the Australian Capital Territory” (wherever occurring except in regulation 17) there were substituted the words “Western Australia”.
5. For the words “a State or another Territory” or “a State or of another Territory” (wherever occurring) there were substituted the words “another State or a Territory”.
6. For the words “any other Territory or State” (wherever occurring) there were substituted the words “any other State or Territory”.
7. For the passage “*Companies Ordinance 1962*” (wherever occurring) there were substituted the passage “*Companies Act 1961*”.
8. For the passage “*Companies (Acquisition of Shares) Act 1980*” (wherever occurring) there were substituted the passage “*Companies (Acquisition of Shares) (Western Australia) Code*”.
9. For the passage “*Securities Industry Act 1980*” (wherever occurring) there were substituted the passage “*Securities Industry (Western Australia) Code*”.
10. For the words “Companies Regulations” (wherever occurring) there were substituted the passage “Companies (Western Australia) Regulations”.
11. For the words “office of the Corporate Affairs Commission” (wherever occurring) there were substituted the words “office of the Commissioner for Corporate Affairs”.

Schedule 2

12. For the passage “*Unclaimed Moneys Ordinance 1950*” (wherever occurring) there were substituted the passage “*Unclaimed Moneys Act 1912*”.
13. For the words “law of a State or Territory” (wherever occurring) there were substituted the words “law in force in a State or Territory”.
14. For the passage “law, or a previous law, in Australia” (wherever occurring) there were substituted the passage “law, or a previous law, in force in Australia”.
15. After the passage “*Bankruptcy Act 1966*” (wherever occurring other than in regulation 17) there were inserted the words “of the Commonwealth as amended and in force for the time being”.
16. For the words “Corporate Affairs Commission for the Territory” (wherever occurring) there were substituted the words “Commissioner for Corporate Affairs for the State”.
17. In regulation 17(2) —
 - (a) for the words “a State Act” there were substituted the words “an Act of the Commonwealth or a State Act”; and
 - (b) for the words “that State Act” there were substituted the words “that Act of the Commonwealth or State Act”.
18. In regulation 57, for the words “commencement of the Act” there were substituted the passage “commencement of the *Companies (Application of Laws) Act 1981*”.
19. In Companies Form 8 in Schedule 2, for note (1) there were substituted the follow note “(1) Insert Commissioner for Corporate Affairs for the State.”.
20. In Companies Form 28 in Schedule 2, for the words “law of” (wherever occurring) there were substituted the words “law in force in”.
21. In Companies Form 31 in Schedule 2, for the words “law of” there were substituted the words “law in force in”.
22. In Companies Form 32 in Schedule 2, for the words “law of” (wherever occurring) there were substituted the words “law in force in”.

23. In Companies Form 33 in Schedule 2 —
- (a) for the words “by the law of” there were substituted the words “by the law in force in”;
 - (b) for the words “any law in the place of incorporation” there were substituted the words “any law in force in the place of incorporation”; and
 - (c) for the words “the law of the place of incorporation” (wherever occurring) there were substituted the words “the law in force in the place of incorporation”.
24. In Companies Form 35 in Schedule 2, for note (7) there were substituted the following note “(7) Insert Commissioner for Corporate Affairs for the State.”.
25. In Companies Form 46 in Schedule 2, for note (4) at the end of the form there were substituted the following note “(4) Insert Commissioner for Corporate Affairs for the State.”.
- 25A. In Companies Form 61 in Schedule 2, in note (7), after the passage “Act 1985” there were inserted the words “of the Commonwealth”.
26. In Companies Form 63 in Schedule 2, for note (1) there were substituted the following note “(1) Insert Commissioner for Corporate Affairs for the State.”.
- 26A. In Companies Form 113 in Schedule 2, in note (2), after the passage “Act 1985” there were inserted the words “of the Commonwealth”.
- [27 and 28 deleted]
29. In Schedule 5, at clause 5, for the passage “law of a declared State or declared Territory, or of a” there were substituted the passage “law in force in a declared State or declared Territory, or in a”.
30. In Schedule 7, for the passage “section 81 of the *Companies Ordinance 1973*” (wherever occurring) there were substituted the passage “Part IV of the *Companies Act Amendment Act 1973*”.
31. In Schedule 7, at subclause (4) of clause 10, for the words “law of its place” there were substituted the words “law in force in its place”.

Schedule 2

*[Schedule 2 amended in Gazette 25 Jun 1982 p. 2080-1;
(Corrigendum 2 Jul 1982 p. 2315); 27 Mar 1986 p. 1343; 18 Jul 1987
p. 2399.]*

Schedule 3

Section 8.

The provisions of regulations in force for the time being under the *Companies (Fees) Act 1981* of the Commonwealth apply as if in those regulations —

1. A reference in the Schedule to a section, sub-section or paragraph, without an enactment being cited, were to be taken as a reference to that section, sub-section or paragraph of the *Companies (Western Australia) Code*.
- 1A. For the words “the Territory” (wherever occurring) there were substituted the words “the State”.

[Schedule 3 amended in Gazette 25 Jun 1982 p. 2083.]

Schedule 4

Section 10.

The following headings and sections shall be included in the publication of the provisions of the Commonwealth Act under section 10:

“

COMPANIES (WESTERN AUSTRALIA) CODE.

RELATING TO THE FORMATION OF COMPANIES IN WESTERN AUSTRALIA,
THE REGULATION OF COMPANIES FORMED IN WESTERN AUSTRALIA, THE
REGISTRATION IN WESTERN AUSTRALIA OF CERTAIN OTHER BODIES AND
CERTAIN OTHER MATTERS.

PART I — PRELIMINARY.

1. This Code may be cited as the *Companies (Western Australia) Code*.
2. This Code comes into operation on the day on which the *Companies (Application of Laws) Act 1981* comes into operation.
3. This Code shall be read and construed together with the agreement made on 22 December 1978 between the Commonwealth and the States in relation to a proposed scheme for the co-operative regulation of companies and the securities industry or, if that agreement is or has been amended or affected by another agreement, that agreement as so amended or affected.
4. This Code has effect subject to and in accordance with —
 - (a) the *Companies (Application of Laws) Act 1981*; and
 - (b) the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act 1981*. ” .

Schedule 5

Section 11.

The following heading and provisions shall be included in the publication under section 11 of the provisions of regulations in force for the time being under the Commonwealth Act:

“

COMPANIES (WESTERN AUSTRALIA) REGULATIONS.

1. (1) These regulations may be cited as the *Companies (Western Australia) Regulations*.
- (2) These regulations shall come into operation on the day on which the *Companies (Application of Laws) Act 1981* comes into operation. ” .

Schedule 6

Schedule 6

Section 12.

The following heading and provisions shall be included in the publication under section 12 of the provisions of regulations in force for the time being under the *Companies (Fees) Act 1981* of the Commonwealth:

“

COMPANIES (FEES) (WESTERN AUSTRALIA) REGULATIONS.

1. (1) These regulations may be cited as the *Companies (Fees) (Western Australia) Regulations*.
- (2) These regulations shall come into operation on the day on which the *Companies (Application of Laws) Act 1981* comes into operation.
2. In the Schedule, a reference to a section, sub-section or paragraph, without an enactment being cited, shall be taken as a reference to that section, sub-section or paragraph of the *Companies (Western Australia) Code*.
3. The fees payable for the purposes of section 8 of the *Companies (Application of Laws) Act 1981* are the fees specified in the Schedule in relation to the respective matters so specified.

SCHEDULE.

FEES.

”.

Notes

¹ This is a compilation of the *Companies (Application of Laws) Act 1981* and includes the amendments made by the other written laws referred to in the following table.

Compilation table

Short title	Number and Year	Assent	Commencement
<i>Companies (Application of Laws) Act 1981</i>	119 of 1981	14 Dec 1981	Proclaimed 1 Jul 1982; (see s. 2 and <i>Gazette</i> 25 Jun 1982 p. 2079)
<i>Companies (Consequential Amendments) Act 1982</i> Pt. VI	10 of 1982	14 May 1982	
<i>Companies (Application of Laws — Regulations) Regulations 1982</i> (see <i>Gazette</i> 25 Jun 1982 p. 2080-1)			1 Jul 1982
<i>Companies (Application of Laws) Regulations 1982</i> (see <i>Gazette</i> 25 Jun 1982 p. 2082)			1 Jul 1982
<i>Companies (Application of Laws — Fees) Regulations 1982</i> (see <i>Gazette</i> 25 Jun 1982 p. 2083)			1 Jul 1982
<i>Companies (Application of Laws) (No. 2) Regulations 1982</i> (see <i>Gazette</i> 12 Nov 1982 p. 4452)			1 Dec 1982
<i>Companies and Securities Legislation (Miscellaneous Amendments) Act 1988</i> Pt. 4	48 of 1988	1 Dec 1988	Proc. 1 Feb 1989 (see s. 2 and <i>Gazette</i> 27 Jan 1989 p. 263)
<i>Companies (Application of Laws) Regulations 1983</i> (see <i>Gazette</i> 30 Dec 1983 p. 5024-6)			
<i>Companies (Application of Laws) Regulations 1984</i> (see <i>Gazette</i> 25 May 1984 p. 1375)			
<i>Companies (Application of Laws) Regulations 1986</i> (see <i>Gazette</i> 27 Mar 1986 p. 1341-3)			
<i>Companies (Application of Laws — Regulations) Regulations 1986</i> (see <i>Gazette</i> 27 Mar 1986 p. 1343)			
<i>Companies (Application of Laws) (No. 2) Regulations 1986</i> (see <i>Gazette</i> 27 Jun 1986 p. 2163)			
<i>Companies (Application of Laws) (No.3) Regulations 1986</i> (see <i>Gazette</i> 27 Jun 1986 p. 2163-4)			

Companies (Application of Laws) Act 1981

Short title	Number and Year	Assent	Commencement
<i>Companies (Application of Laws — Regulations) (No. 2) Regulations 1986</i> (see <i>Gazette</i> 18 Jul 1986 p. 2399)			30 Jun 1986 (see r. 2)
<i>Companies (Application of Laws) Regulations 1987</i> (see <i>Gazette</i> 27 Jun 1987 p. 2449) (Erratum in <i>Gazette</i> 3 Jul 1987 p. 2559) (Repealed in <i>Gazette</i> 27 Apr 1990 p.2061)			1 Jul 1987 (see r. 2)
<i>Companies (Application of Laws) (No. 2) Regulations 1987</i> (see <i>Gazette</i> 24 Dec 1987 p. 4532-3)			
<i>Companies (Application of Laws) (Amendment) Regulations 1989</i> (see <i>Gazette</i> 6 Oct 1989 p. 3723-4)			
<i>Companies and Securities Industry (Retirement Villages Regulations 1990</i> (see <i>Gazette</i> 27 Apr 1990 p. 2060-1)			
<i>Companies and Securities Legislation (Miscellaneous Amendments) Act 1988</i> Pt. 4	48 of 1988	1 Dec 1988	Proc. 1 Feb 1989 (see s. 2 and <i>Gazette</i> 27 Jan 1989 p. 263)
<i>Corporations (Ancillary Provisions) Act 2001</i> s. 26	8 of 2001	28 Jun 2001	15 Jul 2001 (see s. 2 and Cwlth <i>Gazette</i> 13 Jul 2001 No. S285)

This Act was repealed by the Statutes (Repeals and Miscellaneous Amendments) Act 2009 s. 4(c) (No. 8 of 2009) as at 22 May 2009 (see s. 2(b))

² A notice under s.41(2) shall be in accordance with the form in the Schedule to the *Companies (Application of Laws — Transitional Provisions) Regulations 1982*, as published in *Gazette* 26 June 1982 p.2082-3.

Defined terms

[This is a list of terms defined and the provisions where they are defined.

The list is not part of the law.]

Defined term	Provision(s)
Agreement.....	4(1)
Commission	4(1)
Commissioner for Corporate Affairs	4(1)
Ministerial Council	4(1)
the Act.....	25(1)
the applied provisions	4(1)
the Code	25(1)
the Commonwealth Act	4(1)
the Gazette	25(1)