

KALGOORLIE COUNTRY CLUB (INC.).

No. 110 of 1982.

AN ACT to dissolve the Kalgoorlie Country Club, a company incorporated under the Companies Act 1893 and registered pursuant to section 29 of the Companies Act 1943 as a company with limited liability without the addition of the word "Limited" to its name; and to vest the assets of that company in, and to transfer the liabilities and membership of that company to, an association to be incorporated under the Associations Incorporation Act 1895 by the name of the Kalgoorlie Country Club (Inc.); and for incidental purposes.

[Assented to 8 December 1982.]

WHEREAS:

Preamble.

- (a) The Kalgoorlie Country Club was incorporated by the name of the Kalgoorlie Club Limited under the Companies Act 1893 on 2 June 1899; was registered pursuant to

section 29 of the Companies Act 1943 as a company with limited liability without the addition of the word "Limited" to its name on 30 August 1949 and, under section 23 of the Companies Act 1961, changed its name to the Kalgoorlie Country Club on 9 November 1972;

- (b) at an Extraordinary General Meeting of the Company held on 28 September 1979, it was resolved to the effect that steps be taken to form an association, having similar aims and objects to those of the Company, to be incorporated under the Associations Incorporation Act 1895 by the name of the Kalgoorlie Country Club (*Inc.*) and that, when the Association has been incorporated, the assets of the Company shall be vested in, and its liabilities and membership shall be transferred to, the Association;
 - (c) under section 4A of the Associations Incorporation Act 1895 an association cannot be incorporated under that Act by a name which is identical with that by which a company is registered under the Companies (Western Australia) Code;
 - (d) under its memorandum and articles of association the Company is not empowered to effect a dissolution by which its assets are distributed to another body with similar aims and objects as now proposed;
- and
- (e) it is deemed proper in the circumstances that the Company be dissolved and that its assets be vested in the Association, when it is incorporated under the Associations Incorporation Act 1895.

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

1. This Act may be cited as the *Kalgoorlie Country Club (Inc.) Act 1982.* Short title.

2. In this Act, unless the contrary intention appears— Interpreta-
tion.

“Association” means the Kalgoorlie Country Club (Inc.);

“Company” means the Kalgoorlie Country Club.

3. Notwithstanding section 4A of the Associations Incorporation Act 1895, an association may be incorporated under that Act by the name of the Kalgoorlie Country Club (Inc.). Certificate
of incorpora-
tion.

4. When a certificate of incorporation is duly granted under section 3 of the Associations Incorporation Act 1895 in respect of the Association, as from the date of that certificate— Dissolution
of Company
and transfer
of assets to
Association.

(a) the Company shall be dissolved and shall be struck off the register kept by the National Companies and Securities Commission under the Companies (Western Australia) Code;

(b) all the real and personal property of the Company and every interest therein of the Company subsisting on or immediately before that date shall, by force of and subject to this Act, without any conveyance, transfer or assignment, be transferred to, vest in and become the property of the Association, subject to any trusts, debts and liabilities affecting such property;

- (c) all other rights, liabilities and obligations of the Company subsisting on or immediately before that date shall be preserved, vested in, carried on, continued and assumed completely and without any abatement or cessation in any respect whatever, by the Association;
- (d) all uncompleted contracts or engagements entered into by any person or persons with the Company on or before that date shall, to the extent that they are uncompleted, be deemed to have been entered into with the Association;
- (e) every member of the Company shall become a member of the Association, in the class appropriate to his membership, without payment of any entrance fee; and
- (f) any person who on that date occupied a position as an employee of the Company shall become an occupant of a position as an employee of the Association and a person who becomes an employee of the Association by reason of this paragraph shall retain his existing and accruing rights in relation to leave and other benefits, and for the purpose of determining such rights, his service with the Association shall be regarded as continuous with his service with the Company.

Exemption
from stamp
duty.

5. Any instrument executed for the purpose of vesting or registering the property of the Company in the Association, under this Act, shall be exempt from stamp duty chargeable under the Stamp Act 1921.

Liquor and
other
licences etc.

6. From the date referred to in section 4 of this Act, any licence, provisional certificate or permit previously granted or issued to the Company under the Liquor Act 1970, or under any other Act, and

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subsisting on or immediately before that date, shall be deemed to have been issued to the Association and, subject only to the provisions of the relevant Act or Acts and regulations applicable to such licence, provisional certificate or permit, shall continue in force and be applicable to the Association as though the Association and the Company were and had always been one and the same.
