

COMPANIES ACT  
(INTERSTATE CORPORATE  
AFFAIRS COMMISSION)  
AMENDMENT.

---

No. 22 of 1975.

---

AN ACT to approve an Agreement known as the Interstate Corporate Affairs Agreement, to give effect to arrangements made for the purposes of that Agreement, to amend the Companies Act, 1961-1973 and for incidental and other purposes.

[Assented to 13th May, 1975.]

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. (1) This Act may be cited as the *Companies Act (Interstate Corporate Affairs Commission) Amendment Act, 1975.* Short title and citation.

No. 22.] *Companies Act (Interstate [1975.  
Corporate Affairs Commission) Amendment.*

Reprinted as  
approved for  
reprint 18th  
August, 1971  
and  
amended by  
Acts Nos. 31  
of 1971, 80  
of 1972 and  
19 and 104  
of 1973.

(2) In this Act the Companies Act, 1961-1973 is referred to as the principal Act.

(3) The principal Act as amended by this Act may be cited as the Companies Act, 1961-1975.

Commence-  
ment.

2. (1) Subject to subsection (2) of this section the provisions of this Act shall come into operation on such day or days as is or are respectively fixed by proclamation.

(2) Sections 1, 2 and 3 of this Act shall come into operation on the day on which this Act receives the Royal Assent.

Approval of  
Interstate  
Corporate  
Affairs  
Agreement.

3. The Interstate Corporate Affairs Agreement, a copy of which is set out in the First Schedule to this Act, is hereby approved.

Section 3  
amended.

4. Section 3 of the principal Act is amended by adding after the passage "*Division 2.—Investment Companies—ss. 334-343.*" the passage "*Division 2A.—Recognized Companies—ss. 343A-343Q.*"

Section 5  
amended.

5. Section 5 of the principal Act is amended—

(a) as to subsection (1)—

(i) by adding after paragraph (b) of the interpretation "branch register" the following paragraph—

(c) in relation to a recognized company, a branch register of members of the company kept in pursuance of section three hundred and forty-three I;

(ii) by adding after the words "foreign company" in lines three and four of the interpretation "corporation" the words "and any recognized company";

- (iii) by adding after the interpretation “debenture” the following interpretation—

“declared law” means a law of a participating State being a law in respect of which a declaration referred to in paragraph (b) of subsection (1a) of this section is in force and if that law is amended that law as amended from time to time; ;

- (iv) by adding after the words “not being” in paragraph (a) of the interpretation “foreign company” the passage “a recognized company,”;

- (v) by adding after the interpretation “guarantor corporation” the following interpretation—

“Interstate Corporate Affairs Agreement” means the agreement between the States of New South Wales, Victoria, Queensland and Western Australia relating to the establishment of an Interstate Corporate Affairs Commission executed on behalf of the State of Western Australia on the thirty-first day of March, 1975, a copy of which Agreement is set out in the First Schedule to the Companies Act (Interstate Corporate Affairs Commission) Amendment Act, 1975; ;

- (vi) by adding after the interpretation “Part” the following interpretation—

“participating State” means a State or Territory of the Commonwealth in respect of

which a declaration referred to in paragraph (a) of subsection (1a) of this section is in force; ; and

- (vii) by adding after the interpretation “public company” the following interpretation—

“recognized company” means a corporation incorporated under a declared law of a participating State or under a corresponding previous law of that State; ;

- (b) by adding after subsection (1) the following subsections—

(1a) The Governor may declare—

- (a) any State or Territory of the Commonwealth to be a participating State for the purposes of this Act if—

(i) the Interstate Corporate Affairs Agreement has been signed on behalf of that State or Territory; and

(ii) there are in force in that State or Territory laws relating to companies which in the opinion of the Governor enable that State or Territory to have uniformity in administration and to enter into reciprocal arrangements as a participating State in accordance with the provisions of subclause (1) of clause 2 of that Agreement; and

(b) any law of that State or Territory to be a declared law for the purposes of this Act.

(1b) A reference in any provision of this Act to a corresponding interstate officer, in relation to a participating State, is a reference to a person who, under a provision of the declared law of that participating State that corresponds to that provision, exercises functions similar to functions exercised by the Commissioner under that provision. ;  
and

(c) by deleting paragraph (a) of subsection (8) and substituting the following paragraph—

(a) a reference in that subsection to a public company shall be read as including a reference to—

(i) a foreign company other than a foreign company that (whether or not Division 3 of Part XI. applies to it) is a foreign company of a kind referred to in subsection (5) of section three hundred and forty-eight; and

(ii) a recognized company which is not an exempt proprietary company under a declared law; .

6. Section 7 of the principal Act is amended—

Section 7  
amended.

(a) by adding after subsection (1) the following subsection—

(1a) In the exercise or performance of his powers, authorities, duties and functions under this Act in relation to any of the matters referred to in subclause (1) of clause two of the

Interstate Corporate Affairs Agreement, the Commissioner shall have regard to any determinations made by the Interstate Corporate Affairs Commission constituted under that Agreement. ;

(b) by adding after subsection (4) the following subsections—

(4a) All certificates, instruments and other documents purporting to be signed or sealed or signed and sealed by the Commissioner or by any Deputy or Assistant Commissioner shall be admissible as evidence without further proof and all courts, judges and persons acting judicially shall presume that such seal or signature or seal and signature were properly attached.

(4b) Whenever any contract, agreement, bond, mortgage, security, deed or instrument of any kind whatsoever made, entered into or given either before or after the commencement of this Act by, with or to the Commissioner, a Deputy Commissioner or an Assistant Commissioner or by, with or to the Registrar of Companies, a Deputy Registrar or an Assistant Registrar is expressed to be made, entered into or given by, with or to such Commissioner, Deputy Commissioner, Assistant Commissioner, Registrar, Deputy Registrar or Assistant Registrar (as the case may be) and his successors in office or is either expressly or impliedly entered into or given by, with or to such Commissioner, Deputy Commissioner, Assistant Commissioner, Registrar, Deputy Registrar or Assistant Registrar (as the case may be) in his capacity as such Commissioner, Deputy Commissioner, Assistant Commissioner, Registrar, Deputy Registrar or Assistant Registrar or whatever the form thereof is

in fact made, entered into or given for or in connection with any public purpose, such contract, agreement, bond, mortgage, security, deed or instrument shall be deemed to be made, entered into or given by, with or to any person for the time being holding the office of Commissioner, Deputy Commissioner or Assistant Commissioner, as the case may be.

(4c) Where whether before or after the commencement of this Act any property real or personal is or was vested in the Commissioner or the Registrar of Companies by the operation of this or any other Act that property shall be deemed to be vested in any person for the time being holding the office of Commissioner. ;

- (c) by adding after subsection (6) the following subsection—

(6a) Where under a provision of a declared law corresponding to subsection (5) of this section a person is authorized to inspect any books, minute book, register or record required by or under that declared law to be kept by a corporation, the person shall have the same powers in Western Australia in relation to that corporation as he would have had if he had been authorized under subsection (5) of this section. ;

- (d) by adding after the passage “subsection (5)” in line two of paragraph (a) of subsection (7) the passage “or subsection (6a)”; and
- (e) by adding after the words “of this section” in line four of paragraph (a) of subsection (7) the words “or a declaration referred to in a corresponding provision of a declared law of the participating State concerned”.

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

Section 22  
amended.

7. Section 22 of the principal Act is amended—

(a) by adding after subsection (1) the following subsection—

(1a) A direction under subsection (1) of this section may distinguish between companies on the basis of whether or not an application under subsection (8a) of this section in relation to the company specifies that the company intends to carry on, or carries on business in a participating State. ;

(b) by adding after subsection (7) the following subsections—

(7a) A company shall not be registered under subsection (1) of section sixteen and the Commissioner shall not approve the change of name of the company under subsection (1) of section twenty-three unless the name under which it is proposed to be registered or the proposed new name, as the case may be, has been reserved under this section.

(7b) Within twelve months of the commencement of section 8 of the Companies Act (Interstate Corporate Affairs Commission) Amendment Act, 1975, or such longer period as is prescribed (whether before or after the expiry of that twelve months), a person may apply in the prescribed form for a notification of the name of a company to be sent to the corresponding interstate officer in one or more participating States in which that company (being a company which was incorporated before that commencement) intends to carry on business, and the Commissioner shall, unless the name would not be available under subsection (1) of this section if the application were an application for the reservation of a name, so notify that officer. ; and

(c) by adding after subsection (8) the following subsections—

(8a) A person applying for the reservation of a name in respect of an intended company or company shall specify every participating State in which the intended company or company intends to carry on or carries on business.

(8b) Where the Commissioner reserves a name in respect of an intended company or company and the applicant has specified that the intended company or company intends to carry on or carries on business in a participating State the Commissioner shall notify the corresponding interstate officer of that State of the reservation of the name.

(8c) Where the Commissioner has notified a corresponding interstate officer of a participating State pursuant to the provisions of subsection (8b) of this section of the reservation of a name and—

- (a) that name subsequently ceases to be reserved; and
- (b) the intended company is not incorporated or is incorporated under a name other than the name so notified or the company has not changed its name to the name so notified, as the case may be,

the Commissioner shall so notify that officer.

(8d) Where the Commissioner has notified a corresponding interstate officer of a participating State—

- (a) pursuant to the provisions of subsection (7b) of this section, that a company intends to carry on business in that State; or

(b) pursuant to the provisions of subsection (8b) of this section, of the reservation of a name,

and the company concerned—

(c) is dissolved; or

(d) changes its name to a name other than the name which was so notified,

the Commissioner shall notify that officer of the dissolution of the company or that the company has so changed its name.

(8e) Where, under a provision of a declared law corresponding to subsection (7b) or (8b) of this section, the Commissioner is notified by a corresponding interstate officer he shall reserve the name concerned and that name shall continue to be reserved until he receives a notification from that officer under a provision of that declared law corresponding to subsection (8c) or (8d) of this section.

(8f) Where the name of a recognized company would not be available under subsection (1) of this section as a name under which a company could be registered but the name of the recognized company has been reserved (whether through inadvertence or otherwise and whether originally or on change of name) as a result of the Commissioner receiving a notification under a provision of a declared law corresponding to subsection (7b) or (8b) of this section, the Commissioner shall inform the corresponding interstate officer that the name is unavailable and the name shall thereupon cease to be reserved.

(8g) Where the Commissioner receives a notification under a provision of a declared law corresponding to subsection (8f) of this section he shall thereupon notify the company concerned that the name is unavailable and that the name has ceased to be reserved in the participating State from which the notice was received and the fee paid to the Commissioner in respect of the reservation of that name in that participating State shall be refunded to the company. .

8. Subsection (1) of section 39 of the principal Act is amended— Section 39  
amended.

- (a) by adding immediately before the word “shall” in line one of paragraph (c) the passage “except in the case of a prospectus, registered in a participating State, of a recognized company”;
- (b) by deleting the word “and” appearing immediately after paragraph (h);
- (c) by deleting the passage “State.” in the last line of paragraph (i) and substituting the passage “State; and”; and
- (d) by adding at the end thereof the following paragraph—
  - (j) shall specify each participating State (if any) in which it is proposed to issue circulate or distribute the prospectus. .

9. Section 42 of the principal Act is amended— Section 42  
amended.

- (a) by deleting paragraph (b) of subsection (2) and substituting the following paragraph—
  - (b) the prospectus appears to comply with the requirements of this Act;

(b) by deleting paragraph (d) of subsection (2) and substituting the following paragraph—

(d) the Commissioner is of the opinion that the prospectus does not contain any statement or matter which is misleading in the form or context in which it is included. ; and

(c) by adding after subsection (2) the following subsection—

(2a) Nothing in paragraphs (b) and (d) of subsection (2) of this section prevents the Commissioner from registering a copy of a prospectus in respect of a foreign company incorporated in another State or Territory of the Commonwealth if the Commissioner is satisfied that—

(a) the prospectus has been registered or is acceptable for registration under an enactment corresponding to this section in that other State or Territory; and

(b) the prospectus complies with such of the requirements of paragraph (i) of subsection (1) of section thirty-nine as apply to a prospectus issued by that foreign company. .

Section 47A  
added.

10. The principal Act is amended by adding after section 47 the following section—

Certain  
prospectus  
deemed to be  
registered.

47A. Where a prospectus in respect of a recognized company has been registered in the State in which that company is incorporated under a declared law corresponding to this Division it shall for the purposes of this Division be deemed to have been registered by the Commissioner and anything required to be done prior to such registration in relation thereto shall be deemed to have been done. .

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

11. The principal Act is amended by adding after section 74I the following section—

Section 74J  
added.

74J. Notwithstanding anything in this Division, in the case of a borrowing corporation which is a recognized company or a guarantor corporation of such a borrowing corporation it shall be sufficient compliance with this Division if the corporation has complied with the laws corresponding to this Division in the State in which the borrowing corporation is incorporated.

Exemption  
from  
provisions of  
Division  
for certain  
companies.

12. Subsection (1) of section 76 of the principal Act is amended by deleting the interpretation "company" and substituting the following interpretation—

Section 76  
amended.

"company" means a public company and includes—

- (a) a corporation that is a public company under the law of a proclaimed State and is registered as a foreign company in this State; and
- (b) a corporation that is a public company under a declared law; .

13. Section 77 of the principal Act is amended—

Section 77  
amended.

- (a) by adding immediately after the section number "77." the subsection designation "(1)"; and
- (b) by adding at the end thereof the following subsection—

(2) In the case of a management company which is a recognized company, a deed shall be an approved deed for the purposes of this Division if the deed and the company acting as trustee or representative for the purposes of the

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

deed have been approved under a provision of a declared law which corresponds to this Division in the participating State in which that recognized company is incorporated. .

Section 82  
amended.

14. Section 82 of the principal Act is amended by adding after subsection (3) the following subsection—

(4) Where a statement in respect of a recognized company has been registered, under a provision of a declared law corresponding to Division 1 of Part IV., in the State in which the company is incorporated that statement shall, for the purposes of this Division, be deemed to have been registered by the Commissioner under Division 1 of Part IV. and anything required to be done prior to such registration shall be deemed to have been done. .

Section 83  
amended.

15. Subsection (2) of section 83 of the principal Act is amended by adding after the word "Division" in the last line the words "or under a provision of a declared law of a participating State corresponding to this Division".

Section 85  
amended.

16. Section 85 of the principal Act is amended—

- (a) by adding after the words "approved deed" in line two of subsection (1) the passage "under subsection (1) of section seventy-seven"; and
- (b) by adding after subsection (3) the following subsection—

(4) Subsection (1) of this section does not apply to a management company which is a recognized company and which has complied with a provision of a declared law corresponding to subsection (1) of this section in the State or Territory in which it was incorporated. .

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

17. Section 100 of the principal Act is amended by adding after subsection (10) the following subsection—

Section 100  
amended.

(11) The declaration under subsection (1a) of section five of a State as a participating State that results in a foreign company becoming a recognized company does not affect any obligation under this section with which that foreign company was liable to comply immediately before it became a recognized company. .

18. The principal Act is amended by adding after section 102 the following section—

Section 102A  
added.

102A. (1) Where a recognized company establishes a place of business or commences to carry on business in the State and has prior to such establishment or commencement—

Registration  
of charges  
created by  
recognized  
companies.

- (a) created a charge which if it had been created by the recognized company while it was carrying on business in the State would have been required to be registered under this Division; or
- (b) acquired property which is subject to a charge of any such kind as would, if it had been created by the company after the acquisition and while it was carrying on business in the State, have been required to be registered under this Division,

the company shall cause a statement of the prescribed particulars and the instrument by which the charge was created or is evidenced or a copy thereof accompanied by a statutory declaration containing such particulars as are prescribed, and where a copy is lodged also verifying it as a true copy thereof, to be lodged with the Commissioner for registration within 30 days after the date of establishment of the place of business or the commencement of carrying on business, as the case may be.

(2) If default is made in complying with subsection (1) of this section, the recognized company and every officer of the company who is in default shall be guilty of an offence against this Act.

Penalty: \$100. Default penalty.

(3) The declaration under subsection (1a) of section five of a State that results in a foreign company becoming a recognized company does not affect any obligation under section one hundred and two with which that foreign company was liable to comply immediately before it became a recognized company. .

Section 110  
amended.

19. Section 110 of the principal Act is amended by deleting the words “but nothing in this Division applies to a charge on property outside the State of a foreign company” and substituting the words “and to a recognized company which has a place of business or is carrying on business within the State, but nothing in this Division applies to a charge on property outside the State of a foreign company or a recognized company”.

Section 159  
amended.

20. Subsection (2) of section 159 of the principal Act is amended by adding after paragraph (b) the following paragraph—

(ba) the address of the principal office of the company, if any, in each participating State; .

Section 161B  
amended.

21. Section 161B of the principal Act is amended by adding after the words “foreign company” where occurring in—

- (a) lines one and two of subsection (1);
- (b) line two of subsection (2); and
- (c) line two of subsection (3),

the words “or a recognized company”, in each case.

22. Subsection (1) of section 168 of the principal Act is amended— Section 168  
amended.

- (a) by deleting the word “and” appearing immediately after paragraph (a) of the interpretation “company”; and
- (b) by adding after paragraph (a) of the interpretation “company” the following paragraph—
  - (aa) a recognized company carrying on business in the State ; and .

23. Section 180 of the principal Act is amended— Section 180  
amended.

- (a) by deleting the words “in respect of a company or foreign company” in line three of subsection (1);
- (b) by adding after the word “company” where occurring in line one and again in line four of paragraph (a) of subsection (1) the words “the subject of the report”, in both cases;
- (c) by deleting the words “if the company is a foreign company” in line one of paragraph (b) of subsection (1) and substituting the words “if the company the subject of the report is a foreign company or a recognized company”; and
- (d) by adding after the words “foreign company” where occurring in—
  - (i) line two of paragraph (a) of subsection (2);
  - (ii) line one of paragraph (b) of subsection (2); and
  - (iii) line one of subsection (3),the words “or a recognized company”, in each case.

No. 22.] *Companies Act (Interstate [1975.  
Corporate Affairs Commission) Amendment.*

Section 203B  
amended.

24. Subsection (2) of section 203B of the principal Act is repealed and re-enacted as follows—

(2) Where a foreign company which is incorporated in a State or Territory of the Commonwealth and which is registered in this State or a recognized company is under official management in the State or Territory of its incorporation, no action or proceedings in any court shall, except with the leave of the Court and in accordance with such terms and conditions as the Court may impose, be commenced and proceeded with against the company until the company ceases to be under official management in the State or Territory of its incorporation.

Section 314  
amended.

25. Subsection (1) of section 314 of the principal Act is amended by adding after the words "foreign company" in line two the passage ", a recognized company".

Division 2A  
added.

26. The principal Act is amended by adding immediately after section 343 the following Division—

*Division 2A.—Recognized Companies.*

Application  
of Division.

343A. (1) Except as provided in section three hundred and forty-three E and section three hundred and forty-three G this Division applies to a recognized company only if it has a place of business or is carrying on business within the State.

(2) A reference in this Act to a recognized company carrying on business includes a reference to that company establishing or using a share transfer or share registration office or administering, managing or otherwise dealing with property situated in the State as an agent, legal personal representative or trustee, whether by servants or agents or otherwise.

(3) Notwithstanding subsection (2) of this section, a recognized company shall not be regarded as carrying on business within the State for the reason only that within the State it—

- (a) is or becomes a party to any action or suit or any administrative or arbitration proceeding or effects settlement of an action suit or proceeding or of any claim or dispute;
- (b) holds meetings of its directors or shareholders or carries on other activities concerning its internal affairs;
- (c) maintains any bank account;
- (d) effects any sale through an independent contractor;
- (e) solicits or procures any order which becomes a binding contract only if such order is accepted outside the State;
- (f) creates evidence of any debt, or creates a charge on real or personal property;
- (g) secures or collects any of its debts or enforces its rights in regard to any securities relating to such debts;
- (h) conducts an isolated transaction that is completed within a period of 31 days, but not being one of a number of similar transactions repeated from time to time; or
- (i) invests any of its funds or holds any property.

343B. A recognized company shall have power to hold land in the State.

Recognized company may hold land in the State.

343C. (1) A recognized company which has established a place of business or commenced to carry on business within the State shall have a principal office within the State to which all communications and notices may be addressed

Recognized company to have a principal office.

and which shall be open and accessible to the public for not less than three hours between the hours of nine o'clock in the forenoon and five o'clock in the afternoon each day, Saturdays, Sundays and holidays excepted.

(2) A recognized company which has established a place of business or commenced to carry on business within the State shall within one month after doing so lodge with the Commissioner notice of the situation of its principal office in the State and the hours during which the office is open for business.

(3) Where a recognized company, immediately before it became a recognized company, had as a foreign company a registered office in the State notice of the situation of which had been lodged with the Commissioner, that registered office shall be deemed to be the principal office in the State of that recognized company until it lodges under section three hundred and forty-three D with the Commissioner notice of any change or alteration in the situation of its principal office.

343D. Where any change or alteration is made in—

(a) the situation of the principal office of the recognized company in the State or of the hours during which it is open and accessible to the public; or

(b) the name of the recognized company, the recognized company shall within one month or within such further period as the Commissioner in special circumstances allows after the change or alteration lodge with the Commissioner particulars of the change or alteration.

343E. (1) Except with the consent of the Minister, a recognized company shall not establish a place of business or commence to carry on business within the State unless the Commissioner has approved of its name.

Notice to be given of change or alteration in principal office.

Name of recognized company to be approved.

(2) Subsection (1) of this section does not apply in respect of a recognized company establishing a place of business within the State if it has already established such a place of business.

(3) Except with the consent of the Minister a recognized company which had established a place of business or had commenced to carry on business within the State at the time it became a recognized company and which immediately before that time was not a registered foreign company shall not continue to carry on business in the State unless the Commissioner has approved of its name.

(4) A recognized company shall not use as its name a name which has not been approved under subsection (1) or (3) of this section, but nothing in this subsection prevents a recognized company which, immediately before it became a recognized company, was a registered foreign company from using as its name the name under which it was registered as a foreign company.

(5) Nothing in subsection (4) of this section prevents a recognized company whose name has been approved under this section or a recognized company which immediately before it became a recognized company was a registered foreign company from using a name under which it is registered under any other Act.

(6) The Commissioner shall not under subsection (1) or (3) of this section refuse to approve of a name unless—

- (a) the name is undesirable by reason that it is likely to be confused with or mistaken for the name of a company, a foreign company or a recognized company;

- (b) the name is a name, or a name of a kind, that the Minister has directed the Commissioner not to accept for registration under section twenty-two.

(7) If default is made in complying with subsection (1), (3) or (4) of this section the recognized company and every officer of the recognized company who is in default shall be guilty of an offence against this Act.

Penalty: \$200. Default penalty.

Obligation  
to state  
name of  
recognized  
company  
whether  
limited,  
state of in-  
corporation.

343F. (1) A recognized company shall—

- (a) except in the case of a banking corporation conspicuously exhibit outside every place of business established by it in the State its name and the place where it is incorporated; and
- (b) except in the case of a banking corporation, cause its name and the place where it is incorporated to be stated in legible characters in all its bill-heads and letter paper and in all its notices prospectuses and other official publications.

(2) If a recognized company is under official management in its place of incorporation under a declared law corresponding to Part IX. or is being wound up every invoice, order for goods or business letter issued by or on behalf of the company or an official manager or liquidator of the company or a receiver or manager of the property of the company being a document on or in which the name of the company appears shall have the words "under official management", or "in liquidation" (whichever is appropriate) immediately following the name of the company where it first appears therein.

(3) If default is made in complying with subsection (2) of this section the recognized company and every officer of the recognized company who knowingly and wilfully authorizes or permits the default shall be guilty of an offence against this Act.

Penalty: \$40.

343G. (1) If a recognized company ceases to have a place of business or to carry on business in the State it shall within seven days after so ceasing lodge with the Commissioner notice of that fact.

Notice of  
cessation of  
business to  
be lodged.

(2) If a recognized company goes into liquidation or is dissolved in its place of incorporation the liquidator shall, until a liquidator for the State is duly appointed by the Court, have the powers and functions of a liquidator for the State.

Liquidation  
of  
recognized  
company.

(3) A liquidator of a recognized company appointed for the State by the Court or a person exercising the powers and functions of such a liquidator—

- (a) shall, before any distribution of the recognized company's assets is made, by advertisement in a newspaper circulating generally in each State or Territory of the Commonwealth where the recognized company had been carrying on business prior to the liquidation if no liquidator has been appointed for that place, invite all creditors to make their claims against the recognized company within a reasonable time prior to the distribution;
- (b) shall not, without obtaining an order of the Court, pay out any creditor to the exclusion of any other creditor of the recognized company;

(c) shall, unless otherwise ordered by the Court, only recover and realize the assets of the recognized company in the State and shall pay the net amount so recovered and realized to the liquidator of that recognized company for the place where it was incorporated.

(4) Where a recognized company has been wound up so far as its assets in the State are concerned and there is no liquidator for the place of its incorporation the liquidator may apply to the Court for directions as to the disposal of the net amount recovered in pursuance of subsection (3) of this section.

Service of notices.

343H. Any document required to be served on a recognized company shall be sufficiently served if addressed to the recognized company and left at or sent by post to the address specified in the notice lodged with the Commissioner as being its principal office in the State or, in the case of a recognized company which immediately prior to the commencement of section twenty-six of the Companies Act (Interstate Corporate Affairs Commission) Amendment Act, 1975, was a foreign company which has not lodged notice of its principal office, the address specified as the address of its registered office in the last notice which it lodged under subsection (1) of section three hundred and forty-six or paragraph (c) of subsection (1) of section three hundred and forty-seven, as the case may be.

Branch register of shares.

343 I. (1) Subject to this section, a recognized company which has a share capital and has any member who is resident in the State, shall keep at its principal office in the State or at some other place in the State a branch register for the purpose of registering shares of members resident in the State who apply to have the shares registered therein.

(2) The company shall not be obliged to keep a branch register pursuant to subsection (1) of this section until after the expiration of one month from the receipt by it of an application in writing by a member resident in the State for registration in its branch register in the State of the shares held by the member.

(3) If default is made in complying with subsection (1) of this section, the recognized company and every officer of the company who is in default shall be guilty of an offence against this Act.

Penalty: \$100. Default penalty.

(4) This section shall not apply to any recognized company which by its constitution prohibits any invitation to the public to subscribe for shares in the company.

(5) Every such register shall be kept in the manner provided by Division 4 of Part V. as though the register were the register of a company and transfers shall be effected on such register in the same manner and at the same charges as on the principal register of the company, and transfers lodged at its principal office in the State shall be binding on the company and the Court shall have the same powers in relation to rectification of the register as it has in respect of the register of a company incorporated in the State.

(6) Where a recognized company opens a branch register in the State it shall within fourteen days after the opening thereof lodge with the Commissioner notice of that fact specifying the address where the register is kept.

(7) Where any change is made in the place where the register is kept or where the register is discontinued the company shall, within fourteen days of the change or discontinuance lodge notice of the change or discontinuance with the Commissioner.

(8) Where a company or corporation is entitled pursuant to a declared law of the place of incorporation of a recognized company that corresponds to section one hundred and eighty X or one hundred and eighty-five to give notice to a dissenting offeree or to a dissenting shareholder in that recognized company that it desires to acquire any of his shares registered on a branch register kept in the State, this section shall cease to apply to that recognized company until—

- (a) the shares have been acquired; or
- (b) the company or corporation has ceased to be entitled to acquire the shares.

Registration of shares in branch registers.

343J. Subject to this Act, on application in that behalf by a member resident in the State the recognized company shall register in a branch register of the company the shares held by a member which are registered in any other register kept by the company.

Removal of shares from branch registers.

343K. Subject to this Act, on application in that behalf by a member holding shares registered in a branch register the recognized company shall remove the shares from the branch register and register them in such other register as is specified in the applications.

Index of members, inspection and closing of branch registers.

343L. Sections one hundred and fifty-one, one hundred and fifty-two and one hundred and fifty-three shall, with such adaptations as are necessary, apply respectively to the index of persons holding shares in a branch register and to the inspection and the closing of the registers.

Application of provisions of Act relating to transfers.

343M. Sections ninety-five and ninety-six, subsection (1) of section ninety-seven, subsections (1) and (3) of section ninety-nine and section one hundred and fifty-five shall apply with necessary adaptations with respect to the transfer of shares on the rectification of the branch register of a recognized company.

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

343N. A branch register shall be *prima facie* evidence of any matters by this Division directed or authorized to be inserted therein.

Branch register to be *prima facie* evidence.

343O. A certificate under the seal of a recognized company specifying any shares held by any member of that company and registered in the branch register shall be *prima facie* evidence of the title of the member to the shares and the registration of the shares in the branch register.

Certificate re share-holding.

343P. A branch register kept by a recognized company which immediately before it became a recognized company was a foreign company shall thereupon become the branch register of that recognized company.

Branch register of former foreign company.

343Q. If default is made by any recognized company in complying with any provision of this Division other than a provision in which a penalty or punishment is expressly mentioned the company and every officer of the company who is in default shall be guilty of an offence against this Act.

Penalties.

Penalty: \$100. Default penalty.

27. All acts, matters or things which before a State is declared to be a participating State were done or commenced in relation to a foreign company which as a result of that declaration becomes a recognized company shall be deemed to have been done or commenced in relation to it as a recognized company and may be continued and completed in relation to it as a recognized company.

Savings.

28. (1) On the commencement of this section the offices of Registrar of Companies, Deputy Registrar and Assistant Registrar shall be abolished, and persons in office immediately before that commencement shall go out of office.

Transitional provisions concerning officers, etc.

(2) Persons holding the offices of Registrar of Companies, Deputy Registrar and Assistant Registrar immediately before the commencement of

this section shall on such commencement respectively hold the offices of Commissioner for Corporate Affairs, Deputy Commissioner and Assistant Commissioner.

(3) All property real or personal and all powers, authorities, immunities, rights, privileges, functions, obligations and duties which immediately before the commencement of this section were vested in or imposed upon the Registrar of Companies in his capacity as such shall be vested in any person holding the office of Commissioner for Corporate Affairs.

(4) The Commissioner for Corporate Affairs, Deputy Commissioner and Assistant Commissioner shall respectively be the successors in law of the Registrar of Companies, Deputy Registrar and Assistant Registrar.

(5) Nothing in this Act shall render defective any application or proceeding by or against the Registrar of Companies, a Deputy Registrar or an Assistant Registrar and any application or proceeding that might have been continued or commenced by or against the Registrar of Companies, a Deputy Registrar or an Assistant Registrar may be continued or commenced by or against the Commissioner for Corporate Affairs, a Deputy Commissioner or an Assistant Commissioner, as the case may be.

(6) Any reference in any Act, regulation, rule, by-law, proclamation, order in council, instrument, contract or document to the Registrar of Companies, a Deputy Registrar or Assistant Registrar shall, unless inconsistent with the context or subject-matter, be deemed to be a reference to the Commissioner for Corporate Affairs, a Deputy Commissioner or Assistant Commissioner, as the case may be.

(7) All acts, matters or things of a continuing nature done or commenced before the commencement of this section by, on behalf of or in relation to the Registrar of Companies, a Deputy Registrar or

Assistant Registrar shall be deemed to have been made done or commenced by, on behalf of or in relation to the Commissioner for Corporate Affairs, a Deputy Commissioner or Assistant Commissioner, as the case may be.

(8) All acts, matters or things, done or commenced by any person and circumstances existing by or under the principal Act prior to the commencement of this section shall not be affected by the abolition of the offices of Registrar, Deputy Registrar and Assistant Registrar and shall under and subject to the principal Act continue to have the same status, operation and effect as they would have had if those offices had not been abolished.

29. The Second Schedule to the principal Act is repealed and the following Schedule substituted— Second  
Schedule  
substituted.

SECOND SCHEDULE.

TABLE OF FEES TO BE PAID TO THE COMMISSIONER.

*By a Company having a Share Capital.*

|  | \$    |
|--|-------|
| 1. On submission of the memorandum of a company  | 60.00 |
| 2. For registration of a company whose nominal share capital does not exceed \$10,000  | 60.00 |
| 3. For registration of a company whose nominal share capital exceeds \$10,000 the fee specified in paragraph 2 with the following additional fees regulated according to the amount of nominal share capital (that is to say)— |       |
| For every \$1,000 of nominal share capital or part of \$1,000 after the first \$10,000 up to \$200,000   | 2.50  |
| For every \$1,000 of nominal share capital or part of \$1,000 after the first \$200,000 up to \$1,000,000  | 1.50  |
| For every \$1,000 of nominal share capital or part of \$1,000 after the first \$1,000,000  | 0.50  |

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

4. On lodging notice of increase of share capital a fee equal to the difference between—
- (a) the registration fees that would be payable if the company were registering with a share capital equal to its share capital immediately before the increase; and
  - (b) the registration fees that would be payable if the company were registering with a share capital equal to its share capital after the increase:

Provided that in the case of a company registered before 5th October 1962, with a share capital of less than £5,000 or the equivalent sum the fee shall be \$15.00 for every \$1,000 or part of \$1,000 for any increase up to \$10,000 and thereafter an amount calculated as aforesaid.

*By a Company not having a Share Capital.*

- |   |             |
|---|-------------|
| 5. On submission of the memorandum and articles of association of a company except registration of a company pursuant to section 24 ....      | \$<br>25.00 |
| 6. For the registration of a company—   |             |
| (a) whose number of members as stated in the articles of association does not exceed twenty ....  | 50.00       |
| (b) whose number of such members is stated to exceed twenty, but does not exceed one hundred ....   | 75.00       |
| (c) whose number of such members is stated to exceed one hundred, but is less than 8,100—   |             |
| for the first hundred ....  | 75.00       |
| for each fifty (or party of fifty) by which the number of such members exceeds one hundred ..   | 1.50        |
| (d) whose number of members is stated to be not less than 8,100 or is stated to be unlimited ....   | 315.00      |
| 7. On lodging with the Commissioner notice of increase in the number of members, a fee equal to the difference, if any, between:              |             |
| (a) the registration fees that would be payable under this Act at the date of increase on the total number of members after the increase; and |             |

1975.] *Companies Act (Interstate* [No. 22.  
*Corporate Affairs Commission) Amendment.*

(b) the registration fees that would have been payable under this Act at the date of the increase on the number of members immediately before the increase, but no company shall be liable to pay on the whole a greater fee than \$315 in respect of its number of members taking into account the fee paid on the first registration of the company.

*Other Fees.*

|   | \$    |
|---|-------|
| 8. For every application for consent of the Minister to use of a name by a corporation .. .. .  | 15.00 |
| 9. For every order of the Minister granting consent to use of name by a corporation .... .  | 30.00 |
| 10. For every approval of the Commissioner to the change of name of a company (otherwise than a change of name directed by the Commissioner pursuant to the provisions of subsection (2) of section 23 or a change of name pursuant to subsection (2) of section 24) .... . | 30.00 |
| 11. For every application to the Minister to dispense with the word "Limited" in the name of a company .... .   | 15.00 |
| 12. For every license of the Minister to dispense with the word "Limited" in the name of a company .... .   | 30.00 |
| 13. For approval of the Minister to alter the memorandum or articles of the company ....  | 10.00 |
| 14. On lodgment of request to the Commissioner to exercise the powers conferred by section 309 or 311 .... .  | 15.00 |
| 15. For every act done by the Commissioner as representing a defunct company under section 309 .... .   | 25.00 |
| 16. For every act done by the Commissioner as representing a defunct company under section 311 .... .   | 25.00 |

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

|   | \$     |
|---|--------|
| 17. On late lodgment of any document under this Act, in addition to any other fee—  |        |
| (a) if lodged within one month after the period prescribed by law ....  | 5.00   |
| (b) if lodged more than one month after the period prescribed by law, in addition to the fee payable in subparagraph (a) ....   | 15.00  |
| <p>The Commissioner, if satisfied that just cause existed for the late lodgment may waive in whole or in part the additional fee under subparagraph (b).</p>  |        |
| 18. For approval of the name of a recognized company under subsection (1) of section 343E where the name of the recognized company has previously been reserved ....  | 5.00   |
| 19. For approval of the name of a recognized company under subsection (1) of section 343E where the name of the recognized company has not previously been reserved ....  | 100.00 |
| 20. For approval of the name of a recognized company under subsection (3) of section 343E   | 100.00 |
| 21. For the registration of a foreign company:—   |        |
| (a) Subject to subparagraphs (b), (c) and (d), one-half of the sum of the appropriate fees prescribed in respect of the lodging of the memorandum of and registration of a company registered or incorporated under Part III; |        |
| (b) For the purpose of subparagraph (a) where the share capital of a foreign company includes shares having no fixed nominal amount, the amount of each such share shall be deemed to be:—                                    |        |
| (i) where the instrument constituting or defining the constitution of the company has fixed the maximum amount at which shares may be issued—that amount; and   |        |
| (ii) in any other case—\$1.00;  |        |
| (c) subject to subparagraph (d) where the fee prescribed in subparagraph (a) is not applicable ....   | 250.00 |

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

|  | \$     |
|--|--------|
| (d) in the case of a corporation authorised by law of any State or Territory to take in its own name a grant of probate or letters of administration of the estate of a deceased person .....  | 200.00 |
| 22. On lodging by a foreign company of notice of increase in share capital or in the case of a foreign company not having a share capital on the lodging of notice of increase in number of members beyond its registered number one-half of the prescribed fee payable on the increase in share capital or on the increase in the number of members of a company incorporated or registered under Part III. |        |
| 23. On lodging by a foreign company the share capital of which consists wholly or partly of shares having no fixed nominal amount, of notice of increase of share capital one-half of the fee that would be payable if those shares had a nominal amount calculated in accordance with paragraph 21.   |        |
| 24. For registering any charge created by a corporation .....  | 20.00  |
| 25. For registering particulars of a series of debentures .....  | 20.00  |
| 26. For registering particulars of each series of debentures where more than one issue in the series .....   | 10.00  |
| 27. On an application for the reservation of a name  | 10.00  |
| 28. For sending a notification under subsection (7b) or subsection (8b) of section 22 to a corresponding interstate officer—for each notification .....  | 100.00 |
| 29. On lodging articles of association of a company  | 5.00   |
| 30. On lodging a copy of any special resolution altering the articles of association of a company  | 5.00   |
| 31. On lodging a copy of any special resolution altering the objects clause of the memorandum of association of a company .....  | 5.00   |
| 32. For every application to the Commissioner under section 78 for the approval of a deed .....  | 50.00  |
| 33. On lodging any statement in lieu of prospectus   | 25.00  |

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

|   | \$    |
|---|-------|
| 34. On lodging in relation to a corporation that is a foreign company incorporated in another State or Territory of the Commonwealth, any prospectus or statement under section 82 being a prospectus or statement registered or acceptable for registration in that other State or Territory | 25.00 |
| 35. On lodging any prospectus or statement under section 82, other than a prospectus or statement referred to in paragraph 34   | 50.00 |
| 36. For every application to the Commissioner under section 78 for the approval of a deed amending an approved deed   | 25.00 |
| 37. On lodging under section 78 any deed or copy of a deed  | 5.00  |
| 38. On lodging any annual return of a company which is an exempt proprietary company or a corporation to which section 348 (5) applies  | 15.00 |
| 39. On lodging an annual return of a company which is not a corporation to which paragraph 38 or paragraph 40 applies   | 20.00 |
| 40. On lodging an annual return of a corporation holding a license under section 24 or holding a license in the place of incorporation corresponding to a license under section 24  | 10.00 |
| 41. On lodging a balance sheet of a foreign company pursuant to section 348   | 20.00 |
| 42. On lodging any application under section 44 or section 374  | 15.00 |
| 43. On lodging any application to the Commissioner under section 161B   | 25.00 |
| 44. On lodging any other application  | 5.00  |
| 45. For entry in the register of charges of any memorandum of satisfaction  | 10.00 |
| 46. For every certificate issued by the Commissioner under any Act  | 3.00  |
| 47. For every enquiry as to the availability of any name sought to be adopted by a corporation—<br>for every name the subject of the enquiry  | 3.00  |
| 48. For lodging an application under section 162C   | 30.00 |
| 49. For any other act by the Commissioner which is required or authorised to be done under the Act and for which a fee is not elsewhere prescribed  | 5.00  |

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

|   | \$    |
|---|-------|
| 50. On lodging, registering, depositing or filing any document with or by the Commissioner for the lodging, registering, depositing or filing of which a fee is not elsewhere prescribed ....                                     | 5.00  |
| 51. On a subpoena served on the Commissioner to produce any documents in his custody ....<br>And, in addition, if the Commissioner so requires, such other expenses as are reasonably incurred in the production of the document. | 10.00 |
| 52. For production at Stamp Duties Office of documents lodged by or in relation to a corporation  | 5.00  |

*Inspection Fees and Supply of Uncertified Copies  
of Documents.*

|  |      |
|--|------|
| 53. (a) Where the documents filed or lodged by or in relation to a corporation are made available for inspection, in respect of such documents or reproductions of such documents— |      |
| (i) for every inspection ....  | 2.50 |
| (ii) for the supply of an uncertified copy where the fee prescribed by subparagraph (a) (i) of this paragraph has been paid—   |      |
| for each page of the copy ....   | 0.20 |
| (iii) for the supply of an uncertified copy without inspection having been made—   |      |
| for the first two (2) pages of the copy ....   | 1.50 |
| for each additional page ....  | 0.20 |
| (b) For every inspection of any document filed or lodged with the Commissioner not being an inspection in respect of which subparagraph (a) of this paragraph applies ....         | 0.50 |
| (c) The Commissioner may waive the inspection fee provided for in subparagraph (a) (i) of this paragraph in respect of any inspection made by or on behalf of—                     |      |
| (i) The Australian Broadcasting Commission;  |      |
| (ii) the holder of a licence for a commercial broadcasting or television station;  |      |

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

|   | \$   |
|---|------|
| (iii) the proprietor or publisher of a newspaper generally available to the public otherwise than only on subscription.   |      |
| (d) For every written inquiry involving a search for any document filed or lodged by or in relation to a corporation ....   | 3.50 |
| (e) for the supply of an uncertified copy of a document where the fee prescribed by subparagraph (d) of this paragraph has been paid—                                   |      |
| for each page of the copy ....  | 0.20 |
| 54. For every search or inspection in relation to a particular corporation of the registers and documents kept by the Commissioner pursuant to Division 7, Part IV .... | 0.50 |

*Supply of Certified Copies and Extracts.*

|   |      |
|---|------|
| 55. (a) For certifying a copy of or extract from any document filed or lodged with the Commissioner of which a typewritten or printed copy is supplied by an applicant— |      |
| for one page ....   | 2.00 |
| for each additional page ....   | 0.50 |
| (b) For the supply of a certified copy of any document filed or lodged with the Commissioner—   |      |
| for one page ....   | 3.00 |
| for each additional page ....   | 1.50 |

Fees payable with respect to companies formed or incorporated outside the Commonwealth shall where appropriate be calculated after the conversion of the share capital to Australian currency.

30. The principal Act is further amended as set out in the Second Schedule to this Act.

SCHEDULES.

FIRST SCHEDULE.

s. 3.

AGREEMENT.

AN AGREEMENT (to be called the "Interstate Corporate Affairs Agreement") made this 1st day of February, 1974 between the State of New South Wales of the first part, the State of Victoria of the second part and the State of Queensland of the third part.

WHEREAS it is generally acknowledged that in the interests of the public generally and of persons and authorities concerned with the administration of the law relating to companies and the regulation of the securities industry and trading in securities that there should be substantial uniformity in that law in the States and Territories of the Commonwealth of Australia:

AND WHEREAS the Governments of the Commonwealth and of the States of the Commonwealth of Australia have been concerned to achieve such uniformity:

AND WHEREAS as a result of conferences between Attorneys-General and Ministers of Justice of the Commonwealth and the States particularly since 1960 considerable uniformity has been achieved:

AND WHEREAS it is the intention of the Governments of the States of New South Wales Victoria and Queensland—

- to achieve greater uniformity in the law relating to companies and the regulation of the securities industry and trading in securities;
- to establish reciprocal arrangements and common standards and procedures in the administration of that law;
- to co-ordinate administration and avoid unnecessary duplication for the greater convenience of the public and greater efficiency in the overall administration; and
- to increase the protection the law affords to the investing public;

AND WHEREAS the Governments of New South Wales, Victoria and Queensland have agreed that it is desirable for those purposes to establish an Interstate Corporate Affairs Commission.

No. 22.] *Companies Act (Interstate [1975.  
Corporate Affairs Commission) Amendment.*

NOW IT IS HEREBY AGREED AS FOLLOWS:—

1. In this Agreement unless the contrary intention appears—

“Attorney-General” in relation to a State means the Minister responsible for the administration of the law relating to companies in that State and in relation to a Territory means a Minister of the Crown in right of the Commonwealth nominated by the Government of the Commonwealth of Australia as being responsible for the administration of the law relating to companies in that Territory.

“Clause” means clause of this Agreement.

“Commission” means the Interstate Corporate Affairs Commission established under clause 4.

“Ministerial Council” means the Ministerial Council provided for by clause 3.

“Participating State” means each of the States of New South Wales Victoria and Queensland and any other State or Territory of the Commonwealth of Australia on behalf of which this Agreement is signed pursuant to sub-clause (3) of clause 10.

2. (1) The Government of each of the participating States agrees that there shall be uniformity in administration and reciprocal arrangements within those States with respect to the following matters:—

- (a) Incorporation of companies;
- (b) the regulation of the securities industry and trading in securities;
- (c) Registration of prospectuses;
- (d) Approval of trust deeds and trustees in relation to interests;
- (e) Requirements relating to accounts and audit;
- (f) Proclamation of companies as investment companies;
- (g) Class and individual exemption powers relating to fund raising, &c. and to takeovers—

and such other matters relating to corporate affairs as the Ministerial Council from time to time designates.

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

(2) The Government of each of the participating States agrees to submit legislation to the Parliament of that State or to take such other action as is necessary—

- (a) to enable the Commission to exercise a supervisory role with respect to the above matters and such other matters as the Ministerial Council from time to time considers should be under the supervision of the Commission;
- (b) to authorize reciprocal arrangements with respect to the above matters ; and
- (c) to implement recommendations made by the Ministerial Council from time to time in order to achieve the objects set out in the preamble to this Agreement.

3. (1) For the purposes of this Agreement there shall be a Ministerial Council consisting of the Attorneys-General for the time being of the States of New South Wales Victoria and Queensland and the Attorney-General for the time being of any other participating State.

(2) In sub-clause (1) of this clause a reference to the Attorney-General of a State includes such other Minister of the Crown who for the time being is acting for or on behalf of the Attorney-General of the State.

(3) The Ministerial Council shall meet at such times as it sees fit and shall subject to this Agreement determine its own procedure.

(4) A resolution before the Ministerial Council will be carried by a majority of votes of the members thereof.

4. (1) For the purposes of this Agreement there shall be an Interstate Corporate Affairs Commission appointed by the Ministerial Council.

(2) The Attorney-General of each participating State shall nominate two persons to be members of the Commission.

(3) One of the persons to be nominated by the Attorney-General of each participating State shall be the person responsible under the Attorney-General for the administration of the law relating to companies in that State.

(4) Each of the members of the Commission, other than the members referred to in subclause (3), shall hold office for such period as is specified in the instrument of his

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

appointment unless his nomination to the Commission is sooner withdrawn by the Attorney-General by whom he was nominated.

(5) A person, not being a person referred to in sub-clause (3), shall cease to be a member of the Commission if his nomination is withdrawn by the Attorney-General by whom he was nominated.

(6) A member of the Commission shall be eligible to be reappointed.

(7) In the event of a member being unable to attend a meeting of the Commission the Attorney-General by whom that member was nominated may appoint a suitable person to be the deputy of that member.

(8) A deputy of a member of the Commission shall have, while acting in the place of a member of the Commission, the powers, authorities, duties and functions of that member.

(9) Members shall be appointed subject to such terms and conditions as are determined from time to time by the Ministerial Council.

(10) A quorum of the Commission shall be constituted by a majority of the total number of members for the time being in office.

(11) The Ministerial Council shall from time to time appoint one of the members of the Commission to be chairman and one to be deputy chairman.

(12) The Chairman, or in his absence the deputy chairman, shall preside at meetings of the Commission.

(13) Questions arising at a meeting of the Commission will be determined by a majority of votes of the members present and voting.

(14) Where there is an equality of votes the chairman or presiding deputy chairman (as the case may be) shall have a casting vote as well as a deliberative vote.

(15) Subject to this Agreement the Commission shall regulate its own proceedings.

(16) The Commission shall exercise its functions and powers subject to the direction and control of the Ministerial Council.

5. (1) The Commission may employ such officers and employés as are approved by the Ministerial Council on such terms and conditions as are specified by the Ministerial Council.

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

(2) The Commission may arrange with the Government of a participating State for the performance by a person employed in the public service of such State of any work or services for the Commission and for any matters which may be required to be adjusted with regard to the performance or payment for such work or services by such person.

6. All expenses of the Commission shall be borne by the participating States in equal shares.

7. (1) The Commission shall cause to be kept proper accounts and records of its affairs in accordance with appropriate accounting principles.

(2) The Ministerial Council may from time to time request the Auditor-General of a participating State to audit the accounts of the Commission.

(3) Where an audit of the accounts of the Commission is carried out by the Auditor-General of a State the Commission shall pay to the Treasurer of that State the expenses of the audit.

8. The Government of a participating State shall at the request of the Commission furnish to the Commission all such information and particulars as the Commission may require for the purposes of this Agreement and as such Government is able to furnish.

9. (1) For the purposes of this Agreement there may be a Consultative Committee constituted as determined from time to time by the Ministerial Council.

(2) One member of the Consultative Committee shall be appointed by the Ministerial Council to be chairman.

(3) Members of the Consultative Committee shall be appointed for such period as the Ministerial Council thinks fit.

(4) It shall be the function of the Consultative Committee to consult with the Commission with respect to the exercise by the Commission of its duties functions and powers.

10. (1) The Governments of New South Wales Victoria and Queensland will submit this Agreement for approval to their respective Parliaments as soon as practicable after the date of this Agreement.

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

(2) It is the intention of the Governments of the States of New South Wales Victoria and Queensland that any other State and Territory of the Commonwealth of Australia may become a participating State for the purposes of this Agreement.

(3) This Agreement shall remain open for signature on behalf of any such other State or Territory.

IN WITNESS WHEREOF this Agreement has been executed on the day and year first above written.

SIGNED BY THE HONOURABLE  
KENNETH MALCOLM McCRAW, At-  
torney-General for New South  
Wales, in the presence of— } K. M. McCRAW.

M. L. VINCENT.

SIGNED BY THE HONOURABLE  
VERNON FRANCIS WILCOX, At-  
torney-General for Victoria, in the  
presence of— } V. F. WILCOX.

J. C. FINEMORE.

SIGNED BY THE HONOURABLE  
WILLIAM EDWARD KNOX, At-  
torney-General for Queensland, in  
the presence of— } WILLIAM E. KNOX.

J. C. FINEMORE.

IN WITNESS WHEREOF this Agreement has been executed on the 31st day of March, 1975 for and on behalf of the Government of the State of Western Australia.

SIGNED BY THE HONOURABLE  
NEIL McNEILL, Minister for Jus-  
tice for Western Australia, in the  
presence of— } N. McNEILL.

R. T. VINEY.

SECOND SCHEDULE.

S.30.

AMENDMENTS OF COMPANIES ACT, 1961-1973.

In subsection (1) of section 5 after the interpretation of "charge" there shall be inserted the following interpretation:—

"Commissioner" means the Commissioner for Corporate Affairs under this Act and includes any Deputy or Assistant Commissioner for Corporate Affairs.

In subsection (1) of section 5 the interpretation of "Registrar" is hereby repealed.

In subsection (1) of section 7—

(a) for the words "Registrar of Companies" there shall be substituted the words "Commissioner for Corporate Affairs";

(b) for the words "Companies Office" there shall be substituted the words "Corporate Affairs Office";  
and

(c) for the word "Registrar" where second occurring there shall be substituted the word "Commissioner".

In subsection (2) of section 7 for the words "Registrars of Companies" there shall be substituted the words "Commissioners for Corporate Affairs".

In subsection (3) of section 7 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".

In subsection (4) of section 7 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (5) of section 7 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (8) of section 7 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (9) of section 7 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (10) of section 7 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (11) of section 7 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".

No. 22.] *Companies Act (Interstate Corporate Affairs Commission) Amendment.* [1975.

- In subsection (1) of section 12 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 12 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 12 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (4) of section 12 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 12 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5a) of section 12 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 12 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (7) of the section 12 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (8) of section 12 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (1) of section 13 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 13 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 13 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (4) of section 13 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 13 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 16 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 16 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 16 for the word "Registrar" there shall be substituted the word "Commissioner".

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

- In subsection (2) of section 21 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 21 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 21 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 21 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 21 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 22 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (7) of section 22 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (8) of section 22 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (9) of section 22 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (10) of section 22 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 23 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 23 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 23 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 24 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 24 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 25 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 25 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 26 for the word "Registrar" there shall be substituted the word "Commissioner".

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

In subsection (2) of section 26 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 27 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 27 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (8) of section 28 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (9) of section 28 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (5) of section 29 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 34 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 37 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 38 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 39 for the word "Registrar" where four times occurring there shall be substituted the word "Commissioner".

In subsection (6) of section 40 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (1) of section 42 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 42 for the word "Registrar" where first occurring there shall be substituted the word "Commissioner".

In paragraphs (a) and (c) of subsection (2) of section 42 for the word "Registrar" wherever occurring there shall be substituted the word "Commissioner".

In sub-section (5) of section 46 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (1) of section 50 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 51 for the word "Registrar" there shall be substituted the word "Commissioner".

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

- In subsection (1) of section 52 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 52 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 52 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 54 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 54 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (1) of section 58 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 58 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 58 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (8) of section 61 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 62 for the word "Registrar" there shall be substituted the word "Commissioner".
- In section 63 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 64 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (7) of section 64 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 65 for the word "Registrar" there shall be substituted the word "Commissioner".
- In section 69J for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 69K for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 69K for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 69N for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (9) of section 69N for the word "Registrar" there shall be substituted the word "Commissioner".

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

In subsection (2) of section 70 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (6) of section 74A for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 74F for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (4) of section 74F for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".

In subsection (5) of section 74F for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (6) of section 74F for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (7) of section 74F for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 74H for the word "Registrar" there shall be substituted the word "Commissioner".

In section 77 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 78 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 78 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 78 for the words "Office of the Registrar" there shall be substituted the words "Corporate Affairs Office".

In subsection (2) of section 80 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 82 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 82 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 84 for the words "Office of the Registrar" there shall be substituted the words "Corporate Affairs Office".

In subsection (1) of section 85 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 85 for the word "Registrar" there shall be substituted the word "Commissioner".

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

- In subsection (3) of section 85 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 100 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 100 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 102 for the Word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 103 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 103 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 105 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 105 for the word "Registrar" there shall be substituted the word "Commissioner".
- In section 108 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (1) of section 112 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1a) of section 112 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 115 for the word "Registrar" where four times occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 115 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 115 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (9) of section 126 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (10) of section 126 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 134 for the word "Registrar" where four times occurring there shall be substituted the word "Commissioner".
- Subsection (7) of section 134 shall be repealed.
- In subsection (9) of section 134 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

- In subsection (5) of section 135 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 136 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2c) of section 136 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (4) of section 136 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (7) of section 140 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (1) of section 146 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 151 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 152 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 153 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 155 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 156 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 157 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 158 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 159 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 159 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 159A for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 160 for the words "Office of the Registrar" there shall be substituted the words "Corporate Affairs Office".
- In subsection (6) of section 161A for the word "Registrar" there shall be substituted the word "Commissioner".

1975.]            *Companies Act (Interstate*    [No. 22.  
                         *Corporate Affairs Commission) Amendment.*

- In subsection (2) of section 161B for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 161B for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 161B for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (6) of section 161B for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (8) of section 161B for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (9) of section 161B for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (10) of section 161B for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (11) of section 161B for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (12) of section 161B for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (13) of section 161B for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (14) of section 161B for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 162 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (1) of section 162C for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 162C for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 162C for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 162C for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (5) of section 162C for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

In subsection (2) of section 165 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (5) of section 165B for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (12) of section 166B for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (2) of section 167B for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (5) of section 167C for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (6) of section 167C for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (8) of section 167C for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 180C for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 180C for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 180G for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 180H for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In subsection (5) of section 180L for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 180U for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (4) of section 181 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (3) of section 183 for the word "Registrar" where first occurring there shall be substituted the word "Commissioner".

In subsection (5) of section 186 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 191 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 191 for the word "Registrar" there shall be substituted the word "Commissioner".

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

- In subsection (1) of section 193 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 195 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 195 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 195 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 199 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (8) of section 199 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (16) of section 199 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 202 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 202 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 202B for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 202B for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 203A for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 203A for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (7) of section 203A for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (8) of section 203A for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (4) of section 203C for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (9) of section 206 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 211A for the word "Registrar" there shall be substituted the word "Commissioner".

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

- In subsection (5) of section 212 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (11) of section 212 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 214 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3a) of section 214 for the word "Registrar" there shall be substituted the word "Commissioner".
- In paragraph (eb) of subsection (1) of section 218 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 230 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 230 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 233 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 234 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 240 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 243 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 254 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 257 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 259 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 272 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 272 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (7) of section 272 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 278 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 280 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

- In subsection (2) of section 280 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 281 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 281 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 282 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 286 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 286 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (6) of section 286 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (7) of section 286 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (8) of section 286 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (1) of section 287 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 287 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (6) of section 296 for the word "Registrar" where first occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 306 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (6) of section 306 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (6a) of section 306 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

- In subsection (8) of section 306 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 307 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 308 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 308 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 308 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 308 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (5) of section 308 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 308 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 309 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 309 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 310 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 310 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 311 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 311 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 311 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (4) of section 311 for the word "Registrar" there shall be substituted the word "Commissioner".
- In section 312 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (1) of section 313 for the word "Registrar" there shall be substituted the word "Commissioner".

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

- In subsection (1) of section 346 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 346 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (6) of section 346 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (9) of section 346 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (10) of section 346 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 347 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 347 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 347 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (1) of section 348 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (2) of section 348 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (4) of section 348 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 348 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (7) of section 348 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 349 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 349 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (3) of section 349 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

No. 22.] *Companies Act (Interstate* [1975.  
*Corporate Affairs Commission) Amendment.*

- In subsection (1) of section 352 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 352 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2a) of section 352 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (5) of section 352 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 352 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 353 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 353 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (6) of section 354 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (7) of section 354 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (3) of section 362 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (1) of section 364 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (2) of section 364 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".
- In subsection (4) of section 364 for the word "Registrar" where three times occurring there shall be substituted the word "Commissioner".
- In subsection (5) of section 364 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (6) of section 364 for the word "Registrar" there shall be substituted the word "Commissioner".
- In subsection (7) of section 364 for the word "Registrar" there shall be substituted the word "Commissioner".

1975.] *Companies Act (Interstate [No. 22.  
Corporate Affairs Commission) Amendment.*

In subsection (7) of section 367A for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 367C for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 371 for the word "Registrar" where twice occurring there shall be substituted the word "Commissioner".

In section 372 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 374E for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (2) of section 374E for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 374H for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 381 for the word "Registrar" there shall be substituted the word "Commissioner".

In subsection (1) of section 384 for the word "Registrar" where seven times occurring there shall be substituted the word "Commissioner".

In subsection (4) of section 384 for the word "Registrar" there shall be substituted the word "Commissioner".

In paragraph (a) of clause 1 of Part II. of the Sixth Schedule for the word "Registrar" there shall be substituted the word "Commissioner".

In paragraph (a) of subclause (2) of clause 2 of Part II. of the Sixth Schedule for the word "Registrar" there shall be substituted the word "Commissioner".

In clauses 5 and 6 of Part I. of the Eighth Schedule for the word "Registrar" wherever occurring there shall be substituted the word "Commissioner".

In footnote 5 to the Form of Annual Return of a Company having a Share Capital in Part II. of the Eighth Schedule for the word "Registrar" there shall be substituted the word "Commissioner".