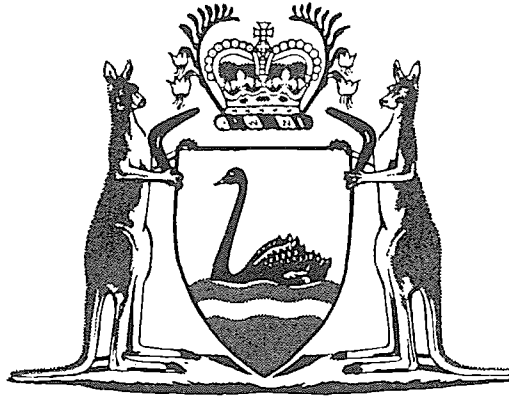


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COMPANIES ACT, 1961-1973

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COMPANIES (AMENDMENT)

REGULATIONS,

1974



## COMPANIES ACT, 1961-1973

Crown Law Department,  
Perth, 27th February, 1974.

HIS Excellency the Governor in Executive Council, acting under the provisions of section 384 of the Companies Act, 1961-1973, and section 11 of the Interpretation Act, 1918-1972, has been pleased to make the regulations set out in the Schedule hereunder.

R. M. CHRISTIE,  
Under Secretary for Law.

## SCHEDULE

**COMPANIES (AMENDMENT) REGULATIONS, 1974.**

1. (1) These regulations may be cited as the Companies (Amendment) Regulations, 1974.
- (2) In these regulations the Companies Regulations, 1962, as reprinted pursuant to the Re-printing of Regulations Act, 1954, and published in the *Government Gazette* on the 26th July, 1971 and amended from time to time by notices so published are referred to as the principal regulations.
- (3) These regulations, other than regulation 6, shall come into operation on 15th April, 1974, and regulation 6 shall come into operation on 15th July, 1974.
2. Regulation 2 of the principal regulations is amended by—
  - (a) deleting the passage “ Part V.—Miscellaneous (Regulations 25-26).” and substituting the passage “ Part V.—Miscellaneous (Regulations 25-26B).” ; and
  - (b) inserting after the line beginning with the item “ Part V.” the following passage—  
“ Part VI.—Substantial Shareholdings and Takeovers (Regulations 27-29).  
Part VII.—Special Investigations (Regulations 30-33).”
3. Regulation 9 of the principal regulations is amended as to subregulation (6) by—
  - (a) deleting the word “ affidavit ” in line 2 and substituting the words “ statutory declaration ” ; and
  - (b) deleting the word “ sworn ” in line 3 and substituting the word “ made ”.
4. Regulation 10 of the principal regulations is amended as to subregulation (1) by—
  - (a) deleting the passage “ section 11 ” in line 1 and substituting the passage “ section 231 ” ; and
  - (b) deleting the passage “ Form 3 ” in line 3 of paragraph (a) and substituting the passage “ Form 62A ”.
5. Regulation 14 of the principal regulations is revoked and a new regulation substituted as follows—
  14. (1) In this regulation a reference to the Act is a reference to the provisions of the Act as in force immediately prior to the coming into operation of section 39 of the Companies Act Amendment Act, 1973, any words or phrases used in the regulation and defined in section 184 of the Act have the same meaning as in that section as then in force, and any other words or phrases used in the regulation bear the meanings then assigned to them by the Act.
  - (2) In relation to a take-over scheme, in respect of which a notice was given under paragraph (a) of subsection (2) of section 184 of the Act, a copy of the notice and of the statement referred to in that paragraph, and where a statement given under paragraph (a) of subsection (3) of section 184 of the Act is received by the offeror corporation from the offeree corporation a copy of that lastmentioned statement, shall be lodged by the offeror corporation with the Registrar and with each Stock Exchange on which the shares of the offeree corporation are listed on the same day as take-over offers are first made under the take-over scheme by the offeror corporation.
6. Regulation 15 of the principal regulations is revoked and a new regulation substituted as follows—
  15. The prescribed manner of giving notice under subsection (1) or subsection (6) of section 185 of the Act to the persons there referred to is by delivering to them personally or sending by post to them at their addresses as shown in the books of the transferor company notices in the form or to the effect of Form 52 or Form 53 (as the case may be) in the Second Schedule to these regulations.

7. Regulation 26 of the principal regulations is revoked and a new regulation substituted as follows—

26. (1) For the purposes of paragraph (a) of subsection (4) and paragraph (h) of subsection (6) of section 374, section 375A, and Part VIB of the Act and of the Tenth Schedule to the Act the following Stock Exchanges are prescribed Stock Exchanges :—

- (a) The Stock Exchange of Adelaide Limited ;
- (b) The Brisbane Stock Exchange ;
- (c) The Hobart Stock Exchange ;
- (d) The Stock Exchange of Melbourne Limited ;
- (e) The Stock Exchange of Perth Limited ; and
- (f) The Sydney Stock Exchange Limited.

(2) For the purposes of subclause (5) of clause 7 of the Ninth Schedule to the Act, the following Stock Exchanges are prescribed Stock Exchanges :—

- (a) The Stock Exchange of Adelaide Limited (South Australia) ;
- (b) The Brisbane Stock Exchange (Queensland) ;
- (c) The Hobart Stock Exchange (Tasmania) ;
- (d) The Stock Exchange of Melbourne Limited (Victoria) ;
- (e) The Stock Exchange of Perth Limited (Western Australia) ;
- (f) The Sydney Stock Exchange Limited (New South Wales) ;
- (g) The Auckland Stock Exchange (New Zealand) ;
- (h) The Christchurch Stock Exchange (New Zealand) ;
- (i) The Dunedin Stock Exchange (New Zealand) ;
- (j) The Wellington Stock Exchange (New Zealand) ;
- (k) The Stock Exchange, London (England) ;
- (l) The Montreal Stock Exchange (Canada) ;
- (m) The Toronto Stock Exchange (Canada) ;
- (n) The Johannesburg Stock Exchange (South Africa) ;
- (o) The New York Stock Exchange (U.S.A.) ;
- (p) The American Stock Exchange (U.S.A.) ;
- (q) Pacific Coast Stock Exchange (U.S.A.) ;
- (r) The Mid-West Stock Exchange (U.S.A.) ; and
- (s) The Paris Bourse (France).

8. The principal regulations are amended by inserting after regulation 26 the following new headings and regulations—

26B. For the purposes of subsection (7a) of section 7 of the Act the following offices are prescribed offices—

- (a) the Commissioner for Corporate Affairs, New South Wales ;
- (b) the Commissioner of Corporate Affairs Queensland ;
- (c) the Registrar of Companies, Australian Capital Territory ;
- (d) the Registrar of Companies, Papua and New Guinea ;
- (e) the Registrar of Companies, South Australia ;
- (f) the Registrar of Companies, Tasmania ; and
- (g) the Registrar of Companies, Victoria.

#### PART VI.—SUBSTANTIAL SHAREHOLDINGS AND TAKE-OVERS

27. For the purposes of paragraph (c) of subsection (9) of section 6A of the Act the following offices are prescribed offices—

- (a) the Registrar of Companies ;
- (b) the Public Trustee ;
- (c) the Master of the Supreme Court ;
- (d) any office in another State or Territory of the Commonwealth corresponding with an office referred to in paragraph (a), (b) or (c) of this regulation ; and
- (e) the trustee of the estate of a bankrupt under the Bankruptcy Act, 1966, of the Commonwealth, as amended, or the trustee of the estate of a bankrupt under the Bankruptcy Act, 1924 of the Commonwealth, as amended, continued in office under the Bankruptcy Act, 1966 of the Commonwealth, as amended.

28. For the purposes of paragraph (d) of subsection (9) of section 6A of the Act an interest of the Official Receiver in Bankruptcy in a share is a prescribed interest in a share and the person holding or acting in the office of the Official Receiver in Bankruptcy is a prescribed person.

29. (1) An offeror shall, not later than the day on which he gives a Part A statement under section 180C of the Act to an offeree company—

- (a) lodge a copy of the statement with the Registrar ; and
- (b) give a copy of the statement to each Stock Exchange on the official list of which shares in the offeree company are listed for quotation.

(2) An offeree company shall, not later than the day on which it gives a Part B statement under section 180G of the Act to the offeror, or to each holder of shares (as the case may be)—

- (a) lodge a copy of the statement with the Registrar ; and
- (b) give a copy of the statement to each Stock Exchange on the official list of which shares in the offeree company are listed for quotation.

(3) An offeror shall annex to the copy of the notice of dispatch of the take-over offer lodged with the Registrar pursuant to paragraph (b) of subsection (1) of section 180H of the Act, a copy of the take-over offer so dispatched.

(4) An offeror shall, not later than the day on which the first take-over offer under a take-over scheme is dispatched, give a copy of that take-over offer to each Stock Exchange on the official list of which shares in the offeree company are listed for quotation.

(5) An offeror shall, on the day of publication of a notice under subsection (2) or (3) of section 180N of the Act, lodge a copy of the notice with the Registrar.

#### PART VII.—SPECIAL INVESTIGATIONS

30. The prescribed manner of giving notice to an officer of a company pursuant to subsection (1) of section 173 of the Act is—

- (a) by delivering the notice to the officer personally ;
- (b) by leaving the notice with some person apparently of, or over the age of, sixteen years, for the officer, at his last or most usual place of abode or his place of business or employment ; or
- (c) by sending the notice by registered post to the last or most usual place of abode of the officer.

31. A person who is examined pursuant to a requirement under Part VIA of the Act shall be entitled to such allowances and expenses as are provided for witnesses in the Appendix to the Official Prosecution (Defendants' Costs) Regulations, 1974 as amended from time to time, as if his attendance for examination were attendance at court.

32. Where a person is entitled to allowances and expenses under this Part he shall make written application to the Registrar within fourteen days after being released by an Inspector from further attendance or within such longer period as the Registrar may allow.

33. An application for allowances and expenses shall be made in or to the effect of Form 92 in the Second Schedule to these regulations and be verified by statutory declaration.

## 6

9. The principal regulations are amended by deleting the First Schedule and substituting a new Schedule as follows—

## FIRST SCHEDULE

Regulation 5.

## List of Forms.

First Column	Second Column	Third Column
Provision of Companies Act for which Form Prescribed.	Description of Form	Number of Form in Second Schedule.
Section— 7 (7) ....	Declaration to be made by Registrar of Companies and persons authorized to make inspections ....	1
12 (5) ....	Supplementary document ....	3A
16 (2) ....	Statutory declaration of compliance ....	4
16 (3) ....	Certificate of incorporation of public company ....	5
16 (3) ....	Certificate of incorporation of proprietary company ....	6
21 (2) ....	Notice of resolution ....	7
21 (3) and (4)	Certificate of registration of order of Supreme Court affecting memorandum of association ....	8
21 (6) ....	Certificate of incorporation on change of name of company ....	9
22 (7) ....	Application for reservation of name ....	10
25 ....	Application by a company to convert to a different status ....	10A
25 (2) ....	Certificate of incorporation on conversion of company ....	10B
25 (4) (c) (i)	Assent by members to application by a limited company to convert to an unlimited company ....	10C
26 (1) and (2)	Notice of resolution ....	7
26 (2) (c) ....	Statutory declaration of compliance by company that has not issued prospectus ....	11
26 (3) ....	Certificate of incorporation on conversion to a proprietary company ....	12
26 (3) ....	Certificate of incorporation on conversion to a public company	13
27 (3) (c) (ii)	Statutory declaration of compliance by company that has not issued prospectus ....	11
28 (9) ....	Notice of resolution ....	7
29 (5) ....	Notice of increase in number of members ....	14
52 (1) (b) (iii)	Statutory declaration of compliance by company that has issued prospectus ....	15
52 (2) (c) ....	Statutory declaration of compliance by company that has not issued prospectus ....	11
52 (3) ....	Certificate that company is entitled to commence business and exercise borrowing powers ....	16

## FIRST SCHEDULE—continued.

First Column	Second Column	Third Column
Provision of Companies Act for which Form Prescribed.	Description of Form	Number of Form in Second Schedule.
54 (1) and (2) (b)	Return of allotment of shares .....	17
54 (5) ....	Statement containing particulars of shares allotted otherwise than for cash .....	18
58 (1) (c), (3)	Statement of amount or rate of commission and brokerage	19
61 (8) ....	Notice of redemption of redeemable preference shares .....	20
62 (4) ....	Notice of increase in share capital .....	21
64 (7) ....	Certificate of lodgment of order of Supreme Court confirming reduction of share capital .....	22
69H ....	Notice to non-resident concerning disclosure of substantial shareholdings .....	22A
70 (2) ....	Notice of place where register of holders of debentures kept or of change in that place.....	23
74A (6) ....	Notice of appointment of new trustee for holders of debentures	23A
84 (2) ....	Notice of place where register of interest holders kept, or of change in that place .....	24
85 (1) ....	Return by management company .....	25
100 (1) and (9)	Statement of particulars to be lodged with charge .....	26
100 (1) (b), (5)	Statutory declaration verifying execution of charge created by company and correctness of copy of charge .....	27
100 (5), (6) and (7)	Statement containing particulars of a series of debentures .....	28
100 (6) and (7)	Particulars when more than one issue is made of debentures in a series .....	29
102 (1) ....	Statement of particulars to be lodged with charge .....	26
102 (1) ....	Statutory declaration in respect of property acquired by company or foreign company while property subject to a charge .....	30
102 (1) ....	Statutory declaration in respect of charge created by foreign company, or in respect of property acquired by foreign company while property subject to a charge before registration of foreign company in Western Australia .....	31
103 (1) ....	Register of charges to be kept by Registrar of Companies .....	32
103 (2) ....	Certificate of registration of charge .....	33
105 (1) ....	Memorandum of satisfaction of registered charge .....	34
105 (1) ....	Memorandum where property or undertaking is released from registered charge or has ceased to form part of company's property or undertaking .....	35

## FIRST SCHEDULE—continued.

First Column	Second Column	Third Column
Provision of Companies Act for which Form Prescribed.	Description of Form	Number of Form in Second Schedule.
105 (2) ....	Statutory declaration verifying memorandum ....	36
112 (1) and (1a)	Notice of address of registered office and of office hours and of particulars of changes ....	37
115 (1) ....	Consent to act as director ....	38
115 (1) (b)....	Undertaking by director to take and pay for qualification shares ....	39
115 (1) (c)....	Statutory declaration by director of registration of qualification shares ....	40
115 (1) (d)....	Statutory declaration by director of entitlement to qualification shares ....	41
115 (4) ....	List of persons who have consented to be directors ....	42
134 (6) ....	Return giving particulars in register of directors, managers and secretaries, and changes of particulars ....	43
134 (9) ....	Certificate as to holding of the office of director, manager or secretary ....	44
135 ....	Statutory report ....	45
140 (7) ....	Copy of minute by representative of holding company relating to Proceedings of subsidiary company ....	46
146 (1) ....	Notice of resolution ....	7
152 (2) ....	Notice of place where register of interest holders kept, or of change in that place ....	24
152 (2) ....	Notice of place where register of members and index kept, or of change in that place ....	47
157 (2) ....	Notice of situation of office where branch register of members kept, or of change in situation or discontinuance ....	48
159 ....	Annual return of company not having a share capital ....	49
160 (1) ....	Certificate for inclusion in public company's annual return that does not include list of members ....	50
161A (6) ....	Notice of place at which accounting records kept ....	50A
165 (2) (f)	Return of members of firm of auditors ....	50B
166B (12) ....	Notice of resignation or removal of auditor ....	50C
173 (1) ....	Notice by inspector undertaking special investigation ....	51
173 (3) ....	Certificate by inspector ....	51A
180X (3)	Notice to dissenting offeree ....	51B
180Y (2) ....	Notice to remaining shareholders ....	51C



## FIRST SCHEDULE—continued.

First Column	Second Column	Third Column
Provision of Companies Act for which Form Prescribed.	Description of Form	Number of Form in Second Schedule.
185 (1) ...	Notice to dissenting shareholders ....	52
185 (6) ...	Notice to holder of remaining shares ....	53
191 (1) ...	Notice of appointment of receiver or manager ....	54
191 (2) ...	Notice by receiver or manager ceasing to act ....	55
193 and 194	Statement of affairs ....	56
194 (2) ...	Statutory declaration verifying statement of affairs ....	57
195 (1) ...	Account of receipts and payments by receiver or manager and statutory declaration verifying account ....	58
199 (4) ...	Statement of affairs ....	56
199 (10) ...	Notice of meeting of creditors ....	59
199 (11) ...	Summary of affairs ....	59A
202 (2) (a)....	Notice of special resolution of creditors placing company under official management, etc. ....	60
202 (2) (c)....	Notice to creditors and members of placing company under official management and of rights under section 211 ....	60A
202B (1) ...	Notice of appointment and situation of office of official manager	60B
202B (1) ...	Notice of change in situation of office of official manager ....	60C
202B (2) ...	Notice by official manager of cessation of office ....	61
203A (7) ...	Notice by official manager of holding of six-monthly meeting	61A
203C (4) ...	Notice of special resolution of creditors extending period of official management ....	61B
206 (5) ...	Statement of affairs ....	56
206 (9) ...	Notice by official manager of holding of meetings of members and creditors when company unable to pay debts ....	61C
212 (5) ...	Notice relating to meeting of creditors called to receive report of official manager on cessation of office ....	61D
214 (3) ...	Notice of appointment and situation of office of deputy official manager ....	60B
214 (3) ...	Notice of change in situation of office of deputy official manager	60C
214(3a) ...	Notice by deputy official manager of cessation of office ....	61
230 (1) ...	Notice of winding up order and particulars of liquidator ....	62
231 (1) ...	Official liquidator's bond (with surety) ....	62A
234 ...	Statement of affairs ....	56

## FIRST SCHEDULE—continued.

First Column	Second Column	Third Column
Provision of Companies Act for which Form Prescribed.	Description of Form	Number of Form in Second Schedule.
234 (1) ...	Statutory declaration verifying statement of affairs ... ..	57
254 (2) ...	Notice of resolution ... ..	7
257 ...	Declaration of solvency ... ..	63
259 (1) ...	Notice of meeting of creditors ... ..	64
259 (4) ...	Notice of holding of meeting of creditors ... ..	65
260 (4) ...	Statement of affairs ... ..	56
272 (3) and (4)	Return by liquidator relating to final meeting ... ..	66
280 (1) ...	Notice of appointment and situation of office of liquidator (winding up by the Court) ... ..	67
280 (1) ...	Notice of appointment and situation of office of liquidator (members' voluntary winding up) ... ..	68
280 (1) ...	Notice of appointment and situation of office of liquidator (creditors' voluntary winding up) ... ..	69
280 (1) ...	Notice of change in situation of office of liquidator ... ..	70
280 (2) ...	Notice by liquidator of resignation or removal from office ...	71
281 ...	Liquidator's account of receipts and payments and statement of the position in the winding up and statutory declaration verifying liquidator's account and statement ... ..	72
286 (1) ...	Particulars of unclaimed assets payable to Companies Liquidation Account ... ..	73
286 (1) ...	Certificate of receipt ... ..	74
291 ...	Statutory declaration of proof of debt : general form ...	75
291 ...	Statutory declaration of proof of debt : employees' group form	76
346 (1) (c)...	Return by foreign company giving particulars of directors and changes of particulars ... ..	77
346 (1) (f)	Notice of situation of registered office and of office hours, and particulars of changes ... ..	37
346 (1) (g)...	Statutory declaration by agent of foreign company ... ..	78
346 (6) ...	Notice by agent of foreign company of cessation of agency ...	79
346 (6) ...	Notice by foreign company of cessation of agency ... ..	80
346 (9) ...	Certificate of registration of foreign company ... ..	81
347 (1) (a)...	Particulars of change or alteration relating to foreign company	82
347 (1) (b)	Return by foreign company giving particulars of directors and changes of particulars ... ..	77

## FIRST SCHEDULE—continued.

First Column	Second Column	Third Column
Provision of Companies Act for which Form Prescribed.	Description of Form	Number of Form in Second Schedule.
347 (1) (c) ...	Particulars of change or alteration relating to agent of foreign company	83
347 (1) (d)...	Notice of situation of registered office and of office hours, and particulars of changes	37
347 (1) (e)...	Particulars of change of address of registered office of foreign company in place of incorporation or origin	84
347 (1) (f) and (g)	Particulars of change or alteration relating to foreign company	82
347 (2) ...	Notice of increase in share capital	21
347 (3) ...	Notice of increase in number of members	14
348 (1) ...	Statutory declaration verifying balance-sheet of foreign company	85
348 (6) ...	Annual return of foreign company	86
349 (2) ...	Notice by foreign company with respect to business being carried on in Western Australia	87
349 (3) ...	Notice by foreign company of commencement of business other than share transfer or share registration office	88
352 (1) ...	Notice by foreign company of cessation of business	89
352 (2) ...	Notice by agent of foreign company of liquidation or dissolution of company	90
352 (2a) ...	Notice by foreign company of placing under or termination of official management in place of incorporation	90A
354 (6) and (7)	Notice of situation of office where branch register of members kept, or of change in situation or discontinuance	48
364 (3) ...	Statutory declaration in respect of disposal of shares of shareholder whose whereabouts is unknown	90B
374 (2) ...	Notice of intention to apply for exemption from section 374 (1) of the Act	91
Provision of Companies Regulations for which Form Prescribed		
Regulation— 9 (6) ...	Statutory declaration verifying statement of affairs	57
10 (1) ...	Official liquidator's bond (with surety)	62A
15 ...	Notice to dissenting shareholders	52
15 ...	Notice to holder of remaining shares	53
33 ...	Application for allowances and expenses	92

10. The Second Schedule to the principal regulations is amended by deleting Form 1 and substituting a new form as follows—

Form 1.

Companies Act, 1961.

Section 7 (7).

DECLARATION TO BE MADE BY THE REGISTRAR OF COMPANIES AND PERSONS AUTHORIZED TO MAKE INSPECTIONS.

I,....., of....., declare that I will not, except for the purposes of the Companies Act, 1961, or in the course of any criminal proceeding, make a record of, or divulge or communicate to any other person, any information which I have acquired by reason of an inspection, made by me for the purpose of ascertaining whether a corporation is complying or has complied with the provisions of that Act, of any books, minute book, register or record required by or under that Act to be kept by the corporation.

Declared at.....in the State }  
of..... this..... day of }  
....., 19..... }

Before me—

.....

11. The Second Schedule to the principal regulations is amended by deleting Form 2 and Form 3 and substituting a new form as follows—

Form 3A.

Companies Act, 1961.

Section 12 (5).

SUPPLEMENTARY DOCUMENT.

..... LIMITED

This document (and the annexure hereto\*) is intended to be read and to form part of †..... dated the....., day of....., 19....., and lodged in the Companies Office on or about the.....day of....., 19....., which is to be supplemented in the manner following—‡

Dated at.....this....., day of..... 19.....

.....  
(Signature and description).

.....  
(Signature and description).§

\* Strike out if not applicable.

† Insert sufficient description to enable identification of document.

‡ 1. Where there is no annexure to this form, set out the manner in which the registered document is to be supplemented.

2. Where there is an annexure to this form :—

(a) Insert "As per annexure hereto marked 'A'."

(b) The annexure is to be endorsed by the person or persons signing this form as follows:—

" This is the annexure marked 'A' referred to in the Supplementary Document dated the.....day of.....19....., and signed by .....  
(Insert name(s) of person(s) signing Supplementary Document).

.....  
(Signature.)

.....  
(Signature.)"

§ This document is to be signed by the person or persons who signed the document which this document is intended to supplement.

12. The Second Schedule to the principal regulations is amended as to Form 10, by inserting after the passage “ \*the name of an intended company ;” the passage, “ \*the name of an intended foreign company which is proposed to be registered.”

13. The Second Schedule to the principal regulations is amended by inserting after Form 10, three new forms as follows—

Form 10A.

Companies Act, 1961.

Section 25.

APPLICATION BY A COMPANY TO CONVERT TO A DIFFERENT STATUS

To the Registrar of Companies :

- §.....
- \* (1) an unlimited company ;
- \* (2) a no liability company ;
- \* (3) a company limited by guarantee ;
- \* (4) a limited company,

hereby applies to convert to

- \* (1) \* (a) a company limited by shares ;
- \* (b) a company limited by guarantee ;
- \* (c) a company limited both by shares and guarantee ;
- \* (2) a company limited by shares ;
- \* (3) a company limited both by shares and guarantee ;
- \* (4) an unlimited company.

Attached hereto are—

- (a) a printed copy of the special resolution which—
  - (i) resolves to change the status of the company ;
  - (ii) makes appropriate alterations or additions to the memorandum of association ;
  - † (iii) makes appropriate alterations to the articles of association ;
  - † (iv) adopts appropriate articles of association ;
  - † (v) changes the name of the company ;
- (b) a printed copy of the memorandum as altered ;
- † (c) a printed copy of the articles as altered ;
- ‡ (d) the prescribed form of assent by all members and verifying statutory declaration.

Dated this....., day of....., 19.....

.....  
Director/Secretary.

\* Strike out whichever is inapplicable. The remaining numbers must, however, correspond.  
 † Strike out if inapplicable.  
 ‡ Strike out if inapplicable. This item only applies in the case of a conversion of a limited company to an unlimited company.  
 § Insert name of company.

Form 10B.

Companies Act, 1961.

Section 25 (2).

No. of company.  
.....

CERTIFICATE OF INCORPORATION ON CONVERSION OF COMPANY ISSUED IN PURSUANCE OF SECTION 25.

This is to certify that....., which was on the.....day of....., 19....., incorporated under the Companies Act, 19....., and being....., did on the.....day of....., 19....., convert to....., and that the name of the company now is.....

Given under my hand and seal at Perth this....., day of....., 19.....

.....  
Registrar of Companies.

14

Form 10C.

Companies Act, 1961.

Section 25(4)(c)(i).

ASSENT BY MEMBERS TO APPLICATION BY A LIMITED COMPANY TO CONVERT  
TO AN UNLIMITED COMPANY.  
.....LIMITED

To the Registrar of Companies.

\*I/We the undermentioned member(s) of ..... Limited hereby  
assent to the application by ..... Limited to Convert to an unlimited  
company.

Full Name of Member.	Address	Signature of Member (or person lawfully auth- orized to sign on his behalf).

STATUTORY DECLARATION.

I, ....., of ....., in the State of  
....., do solemnly and sincerely declare :

1. That I am\* a director/secretary of ..... Limited
2. That the persons by or on whose behalf the above form of assent has been subscribed constitute the whole membership of the company.
3. That, †in those cases where the form has not been subscribed by the member himself I have taken all reasonable steps to satisfy myself that the person who subscribed the form was lawfully empowered so to do.

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of section 106 of the Evidence Act, 1906.

Declared at.....in the State }  
of..... this..... day of }  
....., 19..... }

Before me—

\* Strike out whichever is inapplicable.  
† Strike out if inapplicable.

14. The Second Schedule to the principal regulations is amended by inserting after Form 22, a new form as follows—

Form 22A.

Companies Act, 1961.

Section 69H (1).

NOTICE TO NON-RESIDENT CONCERNING DISCLOSURE  
OF SUBSTANTIAL SHAREHOLDINGS.

To.....of.....  
Whereas I....., of.....hold voting  
shares in..... Limited, and you are a person who is  
not resident in Australia (or a body corporate that is not incorporated in Anstralia) and you have  
an interest within the meaning of section 6A of the Companies Act, 1961 in those shares.

Now therefore I hereby give you notice under subsection (1) of section 69H of the Act as to  
the following requirements of Division 3A of Part IV of the Act :—

1. A substantial shareholder in a company within the meaning of that Division of the Act (that is to say a person who has an interest or interests within the meaning of section 6A of the Act in one or more voting shares in the company the nominal amount of which is not less than one-tenth of the aggregate of the nominal amounts of all the voting shares in the company or, where the share capital of the company is divided into two or more classes of shares, in one or more voting shares included in one of those classes the nominal amount of which is not less than one-tenth of the aggregate of the nominal amounts of all the voting shares included in that class) is required under section 69D of the Act to give notice

in writing to the company within 14 days after becoming a substantial shareholder (or if he was a substantial shareholder on 15th April, 1974, within one month after that date) or where the Registrar of Companies has under section 69J of the Act extended or further extended the time for giving the notice, within the time as so extended, stating his name and address and full particulars of the voting shares in the company in which he has an interest or interests (including, unless the interest or interests cannot be related to a particular share or shares, the name of the person who is registered as the holder) and full particulars of each such interest and of the circumstances by reason of which he has that interest.

2. The notice is required to be given notwithstanding the fact that a person ceases to be a substantial shareholder before the period of time for giving the notice has elapsed.

3. Where there is a change within the meaning of section 69E of the Act in the interest or interests of the substantial shareholder in voting shares in the company, he is required under that section to give notice in writing to the company within 14 days after the date of the change (or where the Registrar of Companies has under section 69J of the Act extended or further extended the time for giving the notice, within the time as so extended) stating his name and full particulars of the change, including the date of the change and the circumstances by reason of which that change has occurred.

4. A person who ceases to be a substantial shareholder in the company is required under section 69F of the Act to give notice in writing to the company within 14 days after ceasing to be a substantial shareholder (or where the Registrar of Companies has under section 69J of the Act extended or further extended the time for giving the notice, within the time as so extended) stating his name and the date on which he ceased to be a substantial shareholder and full particulars of the circumstances by reasons of which he ceased to be a substantial shareholder.

\*I know (or have reasonable grounds for believing) that you hold an interest in voting shares in the company for another person (or other persons) and I direct you in pursuance of section 69H of the Act to give this notice or a copy of it to that other person (or to each of those other persons).

I draw your attention to the fact that failure to comply with the requirements of the Division renders a person liable to both the imposition of severe penalties and the making of various court orders affecting the rights he would ordinarily have by virtue of his interest.

Dated this.....day of....., 19.....  
 Signed.....  
 or  
 †For and on behalf of.....Limited.  
 .....  
 Director/Secretary.

\* Strike out if inapplicable.

† If the notice is being given by a corporation it should be signed by a director or secretary of the corporation.

15. The Second Schedule to the principal regulations is amended by inserting after Form 23 a new form as follows—

Form 23A.

Companies Act, 1961.

Section 74A (6).

NOTICE OF APPOINTMENT OF NEW TRUSTEE FOR  
 HOLDERS OF DEBENTURES.

.....LIMITED\*

To the Registrar of Companies.

†.....Limited hereby gives notice that on the .....  
 day of....., 19....., it was appointed trustee for the holders of debentures  
 of\*.....Limited under a trust deed dated the.....day  
 of....., 19....., in the place of †.....

Dated the.....day of....., 19.....  
 §Director/Secretary of †.....Limited

\*Insert name of borrowing corporation.

† Insert name of new trustee.

‡ Insert name of former trustee.

§ Strike out whichever is inapplicable.

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16. The Second Schedule to the principal regulations is amended by deleting Form 27 and substituting a new form as follows—

Form 27.

Companies Act, 1961.

Section 100 (1) (b) (5).

STATUTORY DECLARATION VERIFYING EXECUTION OF CHARGE CREATED BY COMPANY AND CORRECTNESS OF COPY OF CHARGE.

.....LIMITED.

I, ....., of ....., in the State of ....., do solemnly and sincerely declare—

- 1. That I am\*.....of.....Limited
- 2. That I was present and did see the execution by.....Limited of†.....dated the.....day of....., 19....., in favour of.....the seal of the company being duly affixed thereto in my presence on the.....day of....., 19.....,
- 3. That the annexure marked with the letter 'A' has been compared by me with the original instrument creating or evidencing the charge and is a true copy of that instrument.‡

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of section 106 of The Evidence Act, 1906.

Declared at.....in the State of.....this.....day of....., 19.....

Before me—

\* Insert "the secretary of", "a director", "the solicitor for" (or as the case may be).

† Insert description of instrument creating or evidencing the charge e.g. "a trust deed", "a mortgage", "a debenture".

‡ The annexure is to be endorsed by the person before whom the statutory declaration is made as follows:—

This is the annexure marked 'A' referred to in the statutory declaration of.....made the.....day of.....19.....

Before me—

17. The Second Schedule to the principal regulations is amended by deleting Form 30 and substituting a new form as follows—

Form 30.

Companies Act, 1961.

Section 102 (1).

STATUTORY DECLARATION IN RESPECT OF PROPERTY ACQUIRED BY COMPANY OR FOREIGN COMPANY WHILE PROPERTY SUBJECT TO A CHARGE.

.....LIMITED.

I, ....., of ....., in the State of ....., do solemnly and sincerely declare—

- 1. That I am\*.....of.....Limited.
- 2. That on the.....day of....., 19....., Limited acquired†.....which is subject to‡.....dated the.....day of....., 19.....
- 3. That the amount now owing on the security of the charge is.....
- 4. That the names, addresses and descriptions of the persons entitled to the charge are.....

\* Insert "the secretary", "a director", "the agent in Western Australia" (or as the case may be).

† Insert short particulars of the property charged.

‡ Insert description of instrument creating or evidencing the charge e.g. "a trust deed", "a mortgage", "a debenture."



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§5. That the annexure marked with the letter ' A ' has been compared by me with the original instrument creating or evidencing the charge and is a true copy of that instrument.|| And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of section 106 of The Evidence Act, 1906.

Declared at.....in the State } of.....this..... day of } ..... , 19.....

Before me—

§ This paragraph is to be struck out where the original instrument creating or evidencing the charge is lodged.

|| The annexure is to be endorsed by the person before whom the statutory declaration is made as follows:—

This is the annexure marked ' A ' referred to in the statutory declaration of.....

made the.....day of.....19.....

Before me—

18. The Second Schedule to the principal regulations is amended by deleting Form 31 and substituting a new form as follows—

Form 31.

Companies Act, 1961.

Section 102 (1).

STATUTORY DECLARATION IN RESPECT OF CHARGE CREATED BY FOREIGN COMPANY, OR IN RESPECT OF PROPERTY ACQUIRED BY FOREIGN COMPANY WHILE PROPERTY SUBJECT TO A CHARGE, BEFORE REGISTRATION OF FOREIGN COMPANY IN WESTERN AUSTRALIA.

.....LIMITED.

I,....., of..... in the State of....., do solemnly and sincerely declare—

1. That I am\*.....of..... Limited,

2. That on the †.....day of....., 19....., ‡..... was the subject of §.....dated the.....day of....., 19.....

3. That the amount now owing on the security of the charge is \$.....

4. That the names, addresses and descriptions of the persons entitled to the charge are .....

||5. That the annexure marked with the letter ' A ' has been compared by me with the original instrument creating or evidencing the charge and is a true copy of that instrument.¶].

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of section 106 of the Evidence Act, 1906.

Declared at.....in the State } of.....this..... day of } ..... , 19.....

Before me—

\* Insert " the secretary ", " a director ", " the agent in Western Australia " (or as the case may be). † Insert the date on which the company became registered in Western Australia. ‡ Insert short particulars of the property charged. § Insert description of instrument creating or evidencing the charge e.g., " a trust deed ", " a mortgage ", " a debenture ".

|| This paragraph is to be struck out where the original instrument creating or evidencing the charge is lodged.

¶ The annexure is to be endorsed by the person before whom the statutory declaration is made as follows :—

This is the annexure marked ' A ' referred to in the statutory declaration of.....

made the.....day of....., 19.....

Before me—

## 18

19. The second Schedule to the principal regulations is amended by deleting Form 37 and substituting a new form as follows—

Form 37.

Companies Act, 1961.

Sections 112 (1) and (1a), 346 (1) (f) and 347 (1) (d).

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE  
HOURS AND OF PARTICULARS OF CHANGES.

.....LIMITED.

To the Registrar of Companies.

..... Limited, hereby gives notice that—

as from \*the date of incorporation of the company  
\*the..... day of....., 19.....,  
the address of the registered office of the company in Western Australia  
\*will be †.....  
\*is .....

As from \*the date of incorporation of the company  
\*the..... day of....., 19.....,  
the days and hours during which that office is (†to be) open and accessible to the public are  
as follows :—  
.....

Dated this..... day of....., 19.....

\*Director.

\*Secretary.

\*Agent in Western Australia.

\*A person named as a director in  
Form 42 (in the case of a proposed  
company).

NOTE : (1) Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays excepted.

(2) In the case of a foreign company a new Certificate of Registration issues for which a fee of \$2 is payable.

(3) This notice must be lodged—

- (a) in the case of a proposed company on the lodging of the memorandum of association and be signed by a person who has consented to be a director of the company.
- (b) in the case of a proposed change of address of the registered office of an existing company on or before the date of change.
- (c) in the case of a foreign company within one month of the date of change.

\* Strike out whichever are inapplicable.

† Insert full address, including, where applicable, the number of the room and of the floor level of the building in which the office is situated.

‡ Strike out if inapplicable.

20. The Second Schedule to the principal regulations is amended as to Form 43 by deleting the first sentence of the footnote marked " § " relating to particulars of other directorships and substituting a new sentence as follows—

Insert particulars of directorships held by the director in other corporations that under the law of Western Australia or of any other State or Territory of the Commonwealth are public companies or subsidiaries of public companies but not particulars of directorships held by the director in a corporation that by virtue of section 6 (5) of the Companies Act, 1961, is deemed to be related to the company in respect of which this notice is given.

21. The Second Schedule to the principal regulations is amended as to Form 44, by deleting the passage " Section 134 (8) " and substituting the passage " Section 134 (9) ".

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22. The Second Schedule to the principal regulations is amended by inserting after Form 50, three new forms as follows—

Form 50A.

Companies Act, 1961.

Section 161A (6).

NOTICE OF PLACE AT WHICH ACCOUNTING RECORDS ARE KEPT.

.....LIMITED.

To the Registrar of Companies.

.....Limited, hereby gives notice that the statements and records referred to in subsection (4) of section 161A of the above Act (being statements and records with respect to the matters dealt with in the accounting records of the company kept outside the State) are kept at the following place :.....

....., which is not the registered office of the company.

Dated this.....day of....., 19.....

..... \*Director/Secretary.

\* Strike out whichever is inapplicable.

Form 50B.

Companies Act, 1961.

Section 165 (2) (f).

RETURN OF MEMBERS OF FIRM OF AUDITORS.

Name of firm :.....

Address of firm :\*.....

The full names and addresses of all the members of the firm are—

Surname.	Other names in full.	Address in full of usual residence.

Dated this.....day of....., 19.....

..... (Signature)†

\* Give the address of each place of business of the firm ; if there is more than one place of business, indicate the principal place of business.

† To be signed by one of the members of the firm.

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Form 50C.

Companies Act, 1961.

Section 166B (12).

NOTICE OF RESIGNATION OR REMOVAL OF AUDITOR.  
..... LIMITED.

To the Registrar of Companies....., Limited hereby gives notice that on the..... day of....., 19....., †Notice was received of the resignation of..... as auditor/s of the company to take effect from....., 19......

†....., the auditor/s of the company \*were removed from office, by resolution of the company at \*a general meeting held \*was on that date. \*an annual general

†....., the auditor/s of the company \*were removed from office, by resolution of the company at an annual general meeting held \*was on that date appointing....., as auditor/s in \*their place. \*his

Dated this.....day of....., 19.....

.....  
\*Director/Secretary.

NOTE :—If the company is a borrowing corporation a copy of this notice must be given to the trustee for the holders of debentures of the borrowing corporation.

Where an auditor is removed from office, notice must be forthwith given to the Companies Auditors Board (section 166 (11) ).

\* Strike out whichever is inapplicable.

† Complete only the portion which is applicable.

23. The Second Schedule to the principal regulations is amended by deleting Form 51 and substituting a new form as follows—

Form 51.

Companies Act, 1961.

Section 173 (1).

## NOTICE BY INSPECTOR.

To.....of.....

I have been appointed by the Governor as an inspector to investigate the affairs of..... Limited (and the Governor has also consented to my investigating the affairs of..... Limited for the purposes of the investigation).

Take notice that I require you, as I am authorized to do, to—

\*(a) produce to me the following books and documents :—.....

and any other books and documents of or relating to the affairs of..... Limited (or..... Limited) in your custody or control ;

\*(b) assist me in the following respects :—.....

and give me any other assistance you are reasonably able to give in connexion with the investigation ; and

\*(c) appear before me on the.....day of....., 19....., at.....o'clock at.....and thereafter as required to be examined on oath.

Dated this.....day of....., 19.....

.....  
Inspector.

NOTE :— (1) Failure to comply with the terms of this notice may render you liable both to the imposition of severe penalties and to be dealt with as if you had been guilty of contempt of the Supreme Court of Western Australia.

(2) A person appearing for examination is entitled to allowances and expenses prescribed by regulation 31.

\* Strike out where inapplicable.

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24. The Second Schedule to the principal regulations is amended by inserting after Form 51 three new forms as follows—

## Form 51A.

Companies Act, 1961.

Section 173 (3).

## CERTIFICATE.

In accordance with the Companies Act, 1961, I hereby certify that I am investigating the affairs of.....Limited and that.....is an officer of.....Limited within the meaning of Part VIA of the Act.

Dated this.....day of....., 19.....

.....  
Inspector.

## Form 51B.

Companies Act, 1961.

Section 180X (3).

## NOTICE TO DISSENTING OFFEREE.

To.....of.....

Whereas take-over offers that constitute a take-over scheme within the meaning of Part VIB of the Companies Act, 1961 (not being take-over offers constituted by invitations within the meaning of that Part) have been made by.....(in this notice called "the offeror") (or where two or more persons constitute the offeror, in this notice together called "the offeror") in respect of shares subject to acquisition that is to say all the shares in.....Limited (or, where there are two or more classes of shares, in.....class of shares in.....Limited) other than shares to which the offeror (or any of the persons constituting the offeror) is entitled as provided by that Part.

And the last day (disregarding any extension under subsection (3) of section 180L of the Act) upon which a take-over offer under the take-over scheme was open for acceptance was the.....day of....., 19.....

And you are a dissenting offeree, that is to say, you are (or are entitled to be registered as) the holder of shares in that company (or included in that class of shares in that company) but the take-over offer(s) made in respect of those shares has (or have) not been accepted.

‡And take-over offers in respect of shares (or shares included in that class) representing not less than nine-tenths of the nominal amount of shares subject to acquisition have been accepted.

‡And, the shares subject to acquisition representing less than nine-tenths of the nominal amount of all the shares (or all the shares included in that class), take-over offers in respect of those shares have been accepted by not less than three-quarters of the offerees.

Now therefore the offeror hereby gives you notice under subsection (3) of section 180X of the Act that the offeror desires to acquire the outstanding shares held by you.

You are entitled under subsection (9) of section 180X of the Act by notice in writing served on the offeror within one month after the date on which this notice is given, to ask the offeror for a statement in writing of the names and addresses of all other dissenting offerees.

\*You are entitled by notice in writing given to the offeror within one month after the date on which this notice is given or within fourteen days after a statement is supplied to you under subsection (9) of section 180X of the Act, whichever is the later, to specify which of the alternative terms offered under the take-over offer(s) you prefer. The alternative terms are as follows :—

Unless on application made by you within one month after the date on which this notice is given or within fourteen days after a statement is supplied to you under subsection (9) of section 180X of the Act, whichever is the later, the Supreme Court of Western Australia orders otherwise,

\* Strike out if alternative terms were not offered under the take-over offer(s).

‡ Strike out if inapplicable.

the offeror will be entitled and bound to acquire under section 180X the outstanding shares held by you on the terms applicable under the take-over offers (or, where alternative terms were offered under the take-over offers, on whichever terms applicable under the take-over offers are specified by you or if you have not specified which of those terms you prefer, for whichever of those terms the offeror determines, unless the Court otherwise orders).

Dated this.....day of....., 19.....

.....  
Offeror(s)  
or  
For and on behalf of  
..... Limited  
.....  
Director/Secretary.

Form 51C.

Companies Act, 1961.

Section 180Y (2).

NOTICE TO REMAINING SHAREHOLDERS.

To.....of.....

Whereas take-over offers under a take-over scheme within the meaning of Part VIB of the Companies Act, 1961 have been made by.....(in this notice called "the offeror ") (or, where two or more persons constitute the offeror, in this notice together called "the offeror ") in respect of shares in.....Limited (or where there are two or more classes of shares, shares included in.....class of shares in.....Limited).

Now therefore the offeror hereby gives you notice under subsection (2) of section 180Y of the Act that on the.....day of....., 19....., the aggregate nominal value of shares in that company (or shares included in that class of shares in that company) to which the offeror (or any of the persons constituting the offeror) became entitled in consequence of take-over offers under the take-over scheme and any other shares (or any other shares included in that class) to which the offeror (or any of the persons constituting the offeror) was entitled before the take-over offers were dispatched, became not less than nine-tenths of the nominal value of the issued shares in that company (or included in that class of shares in that company).

You, as the holder of remaining shares in that company (or included in that class of shares in that company) are entitled within three months after the giving of this notice to require the offeror to acquire those shares.

\*You are entitled, within three months after the date on which this notice is given to elect which of the alternative terms offered in respect of take-over offers under the take-over scheme you will accept. The alternative terms are as follows :—

If you require the offeror to so acquire those remaining shares held by you, the offeror will be entitled and bound to acquire those shares on the terms on which shares were acquired under the take-over scheme (or, where alternative terms were offered, on the terms for which you have elected or where you have not so elected, for whichever of the terms the offeror determines or on such other terms as are agreed or as the Supreme Court of Western Australia on the application of the offeror or yourself thinks fit to order).

Dated this.....day of....., 19.....

.....  
Offeror(s)  
or  
For and on behalf of  
..... Limited.  
.....  
Director/Secretary.

\* Strike out if alternative terms were not offered under the take-over offers.

25. The Second Schedule to the principal regulations is amended by deleting Form 52 and Form 53 and substituting respectively two new forms as follows—

Form 52.

Companies Act, 1961.

Section 185 (1). Regulation 15.

NOTICE TO DISSENTING SHAREHOLDER.

To.....of.....  
 Whereas.....(in this notice called "the transferee") on the.....day of....., 19....., made an offer to the holders of shares in.....Limited (or where there are two or more classes of shares, shares included in.....class of shares in.....Limited) for the transfer of those shares to the transferee.

And the scheme or contract involving the transfer of those shares to the transferee was on or before the.....day of....., 19....., approved by the holders of not less than nine-tenths in nominal value of the shares in that company (or included in that class of shares) (other than shares already held at the date of the offer by or by a nominee for the transferee (or where the transferee is a company its subsidiary) ).

And you are a dissenting shareholder of shares in the company (or included in that class of shares) that is to say a shareholder who has not assented to the scheme or contract (or has failed or refused to transfer your shares to the transferee in accordance with the scheme or contract).

Now therefore the transferee hereby gives you notice under subsection (1) of section 185 of the Companies Act, 1961 that the transferee desires to acquire those shares held by you. You are entitled under subsection (5) of section 185 to require the transferee by a demand in writing served on the transferee within one month after the date on which this notice is given to furnish to you a statement in writing of the names and addresses of all other dissenting shareholders shown in the register of members.

\*You are entitled not later than the expiration of one month after the date on which this notice is given or fourteen days after the date on which a statement is supplied to you in pursuance of subsection (5) of that section, whichever is the later, to elect which of the alternative terms offered to the approving shareholders under the scheme or contract you prefer. The alternative as terms are as follows :—

Unless on application made by you within one month after the date on which this notice is given or within fourteen days after a statement is supplied to you in pursuance of subsection (5) of section 185, the Supreme Court of Western Australia thinks fit to order otherwise the transferee will be entitled and bound subject to section 185 to acquire your shares on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee (or where alternative terms were offered on the terms for which you have elected or where you have not so elected on whichever of those terms the transferee determines unless the Supreme Court of Western Australia otherwise orders).

Dated this.....day of....., 19.....

.....  
 Signature of Transferee.

\* Strike out if alternative terms were not offered under the scheme or contract.

Form 53.

Companies Act, 1961.

Section 185 (6). Regulation 15.

NOTICE TO HOLDER OF REMAINING SHARES.

To.....of.....  
 Whereas.....(in this notice called "the transferee") on the.....day of....., 19....., made offers to the holders of shares in.....Limited (or shares included in.....class of shares in.....Limited) for the transfer of shares to the transferee. And in pursuance of the scheme or contract the transferee became on the.....day of....., 19....., beneficially entitled to shares in that company which together with any other shares in that company to which the transferee (or, where the transferee is a company the transferee or any corporation that by virtue of subsection (5) of section 6 of the Act is deemed to be related to the transferee) is beneficially entitled comprise or include nine-tenths in nominal value of the shares in.....Limited (or included in that class of shares in.....Limited).

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And you are the holder of remaining shares in that company (or included in that class of shares in that company) and have not assented to the scheme or contract or been given notice in respect of those shares by the transferee under subsection (1) of section 185 of the Act.

Now therefore the transferee hereby gives you notice under subsection (6) of section 185 of the Companies Act, 1961 that in pursuance of that scheme or contract the transferee on the ..... day of ....., 19....., became beneficially entitled to shares in..... Limited and those shares together with any other shares in that company to which the transferee (or where the transferee is a company the transferee or any corporation that by virtue of subsection (5) of section 6 is deemed to be related to the transferee) is beneficially, entitled, comprise or include nine-tenths in nominal value of the shares in that company (or included in that class of shares in that company).

You are entitled under subsection (6) of that section within three months after the date on which this notice is given to require the transferee to acquire your shares.

\*You are entitled under subsection (6) of that section within three months after the date on which this notice is given to elect which of the alternative terms offered to the approving shareholders under the scheme or contract you will accept. The alternative terms are as follows:—

If you require the transferee so to acquire the shares held by you the transferee will be entitled and bound to acquire those shares on the terms that under the scheme or contract were offered to the approving shareholders (or, where alternative terms were offered, on the terms for which you have elected or where you do not so elect for which ever of the terms the transferee determines or on such other terms as are agreed or as the Supreme Court of Western Australia on the application of the transferee or of yourself thinks fit to order).

Dated this..... day of ....., 19.....

.....  
Signature of Transferee.

\* Strike out if alternative terms were not offered under the scheme or contract.

26. The Second Schedule to the principal regulations is amended by deleting Form 57 and substituting a new form as follows—

## Form 57.

Companies Act, 1961.

Sections 194 (2), 234 (1). Regulation 9.

## STATUTORY DECLARATION VERIFYING STATEMENT OF AFFAIRS.

..... LIMITED.

I,..... of.....  
in the State of....., do solemnly and sincerely declare—

1. That I am\*..... of..... Limited.

2. That the particulars contained in the statement of affairs relating to..... Limited dated the..... day of....., 19....., and signed by me are true to the best of my knowledge and belief.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of section 106 of the Evidence Act, 1906.

Declared at..... in the State }  
of..... this..... day of }  
....., 19.....

Before me—

\* Insert description sufficient to show that the person making the statutory declaration is a person referred to in section 194(2) or section 234(2) (as the case requires) of the Companies Act, 1961.



27. The Second Schedule to the principal regulations is amended as to Form 58, by deleting the passage commencing with the heading " Affidavit Verifying Account." and continuing until the end of that form and substituting a new passage as follows—

STATUTORY DECLARATION VERIFYING ACCOUNT.

I,....., of..... Limited in the State of....., do solemnly and sincerely declare—

- 1. That I am the \*receiver/\*manager/\*receiver and manager of the property of .....Limited.
- 2. That all the accounts and statements set out above are to the best of my knowledge and belief true in every particular.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of section 106 of the Evidence Act, 1906.

Declared at.....in the State }  
of.....this..... day of }  
....., 19..... }

Before me—

.....

\* Strike out whichever are inapplicable.

28. The Second Schedule to the principal regulations is amended by deleting Form 60C and substituting a new form as follows—

Form 60C.

Companies Act, 1961.

Sections 202B (1) and 214 (3).

NOTICE OF CHANGE IN SITUATION OF OFFICE OF OFFICIAL MANAGER\*/DEPUTY OFFICIAL MANAGER\*.

To the Registrar of Companies.

I,....., the official manager\*/deputy official manager\* of .....Limited, hereby give notice that, on the.....day of....., 19....., the situation of my office was changed to † .....

Dated this.....day of....., 19.....

.....  
(Signature).

\* Strike out whichever is inapplicable.

† Insert full address, including floor and room number if applicable.

29. The Second Schedule to the principal regulations is amended as to Form 61 by deleting the passage " Section 214 (3) " and substituting the passage " Section 214 (3a) ".

- 30. The Second Schedule to the principal regulations is amended as to Form 61D, by—
  - (a) deleting, in the heading, the words " TERMINATION OF APPOINTMENT " and substituting the words " HIS CEASING TO BE MANAGER "; and
  - (b) deleting the passage " whose appointment as official manager of..... Limited was terminated on the " and substituting the passage " who has ceased to be the official manager of..... Limited, as from the ".

31. The Second Schedule to the principal regulations is amended, by inserting after Form 62 a new form as follows—

Form 62A.  
Companies Act, 1961.

Section 231 (1). Regulation 10.

OFFICIAL LIQUIDATOR'S BOND (WITH SURETY).

I,\*....., of.....being an official liquidator for the purposes of the Companies Act, 1961, and †.....Limited, of....., jointly and severally bind ourselves to Her Majesty and Her Successors for the payment to the Master of the Supreme Court of Western Australia of the sum of Ten Thousand Dollars.

Sealed with our seals this.....day of....., 19.....

The condition of this obligation is such that if the said\*.....shall duly fulfil his duties as an official liquidator under the Companies Act, 1961, then this obligation shall be void and of no effect ; otherwise this obligation shall remain in full force and effect.

.....  
Signed, sealed and delivered by the abovenamed\*  
in the presence of :  
.....

The common seal of †.....  
the abovenamed surety, was hereunto affixed in the presence of :  
.....

\* Insert full name of official liquidator.  
† Insert name of surety corporation.

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32. The Second Schedule to the principal regulations is amended by inserting after Form 90A a new form as follows—

Form 90B.

Companies Act, 1961.

Section 364 (3).

STATUTORY DECLARATION IN RESPECT OF DISPOSAL OF SHARES OF SHAREHOLDER WHOSE WHEREABOUTS ARE UNKNOWN.

.....LIMITED.

I, ....., of ..... do hereby solemnly and sincerely declare—

1. That I am\* ..... of ..... Limited (hereinafter referred to as "the company").

2. That on the ..... day of ....., 19..... (hereinafter referred to as "the shareholder" of ..... was entered in the register of members as the holder of ..... †shares/†stock units‡ numbered ..... to ..... of the company and has continued to remain so registered.

3. That the whereabouts of the shareholder have been unknown to the company for a period in excess of ten years.

4. That the company has had reasonable grounds for believing that the shareholder had not during that last-mentioned period resided at the address shown in the register as his address.

5. That the company had, on each occasion during the last-mentioned period when it sought to communicate with the shareholder, been unable after the exercise of reasonable diligence so to do.

6. That the annexure marked with the letter 'A' is a true copy of the advertisement which the company caused to be published in||....., on the ..... day of ....., 19....., being a daily newspaper circulating in the place shown in the register of members as the address of the shareholder.

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of section 106 of the Evidence Act, 1906.

Declared at.....in the State }  
of.....this..... day of }  
....., 19..... }

Before me—

.....

\* Insert "the director", "the secretary" or "the manager".

† Insert number and class of shares or stock units.

‡ Strike out whichever is inapplicable.

§ Strike out if inapplicable.

|| Insert name of daily newspaper in which advertisement published.

33. The Second Schedule to the principal regulations is amended by adding after Form 91 a new form as follows—

Form 92.

Companies Act, 1961.

Regulation 33

APPLICATION FOR ALLOWANCES AND EXPENSES.

Special Investigation of affairs of.....LIMITED.

To the Registrar of Companies—

I....., of.....in the State of.....hereby apply to you for payment of the amount of (state total amount sought) \$.....in connexion with my appearance and examination before....., Inspector of.....Limited on (state dates of examination).....

In support of this application, I attach hereto such receipts and accounts relating to my said expenses as are available.

Dated this.....day of....., 19.....

Applicant.

STATUTORY DECLARATION.

I....., of.....in the State of.....do solemnly and sincerely declare :—

1. That on (state dates of examination)....., I appeared before and was examined by.....an Inspector of.....Limited.
2. That the particulars of the expenses incurred by me in connexion with my said appearance and examination shown below are true and correct.

Date expense incurred.	Reason for expense (e.g. accommodation, fares, etc.)	If receipt or other documentary evidence of expense is attached to application, state " See attached document ".	Amount of expense incurred.

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of section 106 of the Evidence Act, 1906.

Declared at.....in the State }  
of.....this..... day of }  
....., 19..... }

Before me—

.....