

Regulations under the *Companies Ordinance*

I THOMAS ALAN O'BRIEN, the Acting Administrator of the Northern Territory of Australia, having received the advice of the Administrator's Council, hereby make the following Regulations under the *Companies Ordinance*.

Dated this tenth

day of August, 1973.

T. A. O'BRIEN
Acting Administrator

AMENDMENTS OF THE COMPANIES REGULATIONS†

1. Regulation 2 of the Companies Regulations is amended—

Parts

(a) by omitting the words and figures—

“Part IV.—Official Management (Regulations 22-24).”

and inserting in their stead the words and figures—

“Part IV.—Substantial Shareholdings and Take-overs (Regulations 22-24B).”;

(b) by omitting the words and figures—

“Division 1.—Meetings of Creditors and Contributories (Regulations 25-36).”

and inserting in their stead the words and figures—

“Division 1.—Meetings of Creditors (Regulations 25-31).”;

(c) by omitting the words and figures—

“Division 4.—Proxies of Creditors and Contributories (Regulations 51-59)”

and inserting in their stead the words and figures—

“Division 4.—Proxies of Creditors (Regulations 51-56).”

* Notified in the *Northern Territory Government Gazette* on 16 August 1973.

† Regulations 1963, No. 11

Repeal of
regulations
14 and 15

Certified
copies of
statements
of affairs

2. Regulations 14 and 15 of the Companies Regulations are repealed.

3. Regulation 16 of the Companies Regulations is amended—

(a) by omitting paragraph (b) and inserting in its stead the following paragraphs:—

“(b) in the case of a copy lodged for the purpose of sub-section (18.) of section 199 of the Ordinance—by a director or secretary of the company;

“(ba) in the case of a copy lodged for the purpose of sub-section (11.) of section 206 of the Ordinance—by the person who, immediately before the appointment of the liquidator, was the official manager of the company; and ”; and

(b) by adding at the end thereof the following sub-regulations:—

“(2.) The copy of the report of the person who was the official manager of a company that is required by sub-section (5.) of section 212 of the Ordinance to be lodged with the Registrar is a copy certified in writing by that person to be a true copy of the original report.

“(3.) Where a copy of a statement or report referred to in a preceding provision of this regulation is required to be lodged together with, or have attached to it, a copy of a certificate or other document, that last-mentioned copy shall be a copy certified in writing by the person required to lodge the copy of the statement or report or, in the case of a company, by a director or secretary of the company, to be a true copy of the original certificate or document.”.

4. Part IV. of the Companies Regulations is repealed and the following Part inserted in its stead:—

“PART IV.—SUBSTANTIAL SHAREHOLDINGS AND TAKE-OVERS.

“22. For the purposes of paragraph (c) of sub-section (9.) of section 6A of the Ordinance, the following offices are prescribed offices:—

(a) Registrar of Companies;

(b) Curator of Estates of Deceased Persons under the *Administration and Probate Ordinance*;

(c) Registrar of the Supreme Court;

(d) an office in or of a State or another Territory that is, by regulations as in force for the time being under, and for the purposes of, the provisions of the law of that State or other Territory that correspond to the provisions of paragraph (c) of sub-section (9.) of section 6A of the Ordinance, a prescribed office for the purposes of those corresponding provisions;

(e) a trustee of the estate of a bankrupt under the *Bankruptcy Act 1966-1970* or a trustee of the estate of a bankrupt under the *Bankruptcy Act 1924-1965* continued in office under the first-mentioned Act; and

(f) the Controller of Enemy Property appointed under the National Security (Enemy Property) Regulations.

“23. For the purposes of paragraph (d) of sub-section (9.) of section 6A of the Ordinance, an interest of The Official Receiver in Bankruptcy in a share is a prescribed interest in a share.

Prescribed
offices for
purposes of
section 6A
(9)(c)

Prescribed
interest in
share for
purposes of
section 6A
(9)(d)

" 24. For the purposes of Part VIA. of the Ordinance and of the Tenth Schedule to the Ordinance, the following Stock Exchanges are prescribed Stock Exchanges:—

Brisbane Stock Exchange
 Hobart Stock Exchange
 Stock Exchange of Adelaide
 Stock Exchange of Melbourne
 Stock Exchange of Perth
 Sydney Stock Exchange.

Prescribed
 Stock
 Exchanges for
 purposes of
 Part VIA. and
 Tenth Schedule
 to Ordinance

" 24A.—(1.) Expressions that are defined in section 180A of the Ordinance for the purposes of Part VIA. of the Ordinance and of the Tenth Schedule to the Ordinance have, in this regulation, the same respective meanings as they have for the purposes of that Part and of that Schedule.

Lodging of
 prescribed
 documents
 given under
 Part VIA.

" (2.) For the purposes of this regulation, each of the following documents, being a document made or given in pursuance of Part VIA. of the Ordinance, is a prescribed document:—

- (a) a Part A statement;
- (b) a Part B statement;
- (c) a take-over offer;
- (d) a notice under sub-section (2.) of section 180N of the Ordinance;
and
- (e) a notice under sub-section (3.) of section 180N of the Ordinance.

" (3.) An offeror who gives, in accordance with paragraph (b) of sub-section (1.) of section 180c of the Ordinance, a Part A statement to an offeree company shall lodge, as required by sub-regulation (8.), a signed copy of the statement with each of the Stock Exchanges specified in regulation 24 on the official list of which shares in the offeree company are listed for quotation.

" (4.) An offeree company which, having received a Part A statement, gives, in accordance with section 180G of the Ordinance, to the offeror, or to each holder of shares to which that statement refers a Part B statement shall lodge, as required by sub-regulation (8.), a signed copy of the Part B statement with each of the Stock Exchanges specified in regulation 24 on the official list of which shares in the offeree company are listed for quotation.

" (5.) An offeror who has dispatched a take-over offer shall lodge, as required by sub-regulation (9.), with the Registrar a signed copy of the notice given in pursuance of paragraph (b) of sub-section (1.) of section 180H of the Ordinance.

" (6.) An offeror who has dispatched the first take-over offer under a take-over scheme shall lodge as required by sub-regulation (8.), a copy of that take-over offer with each of the Stock Exchanges specified in regulation 24 on the official list of which shares in the offeree company are listed for quotation.

" (7.) An offeror who has caused to be published, in accordance with sub-section (2.) or (3.) of section 180N of the Ordinance, a notice in a newspaper referred to in sub-section (5.) of that section shall lodge, as required by sub-regulation (9.), with the Registrar, a signed copy of the notice.

" (8.) A signed copy of a prescribed document that is required by sub-regulation (3.), (4.) or (6.) to be lodged with a Stock Exchange shall be so lodged—

- (a) by delivering the signed copy to the office of the Stock Exchange—
 - (i) on the day on which the prescribed document is given or dispatched; or

- (ii) if that office is not open for business on the day on which the prescribed document is given or dispatched or has on that day closed for business before the time at which the prescribed document is given or dispatched, on the next day on which that office is open; or
- (b) by posting, on the day on which the document is given or dispatched, the signed copy as a letter under pre-paid post in an envelope addressed to the Stock Exchange at its address.

" (9.) A signed copy of a prescribed document that is required to be lodged by sub-regulation (5.) or (7.) with the Registrar shall be so lodged—

- (a) by delivering the signed copy to the office of the Registrar—
 - (i) on the day on which the prescribed document is dispatched or published; or
 - (ii) if the office of the Registrar is not open for business on the day on which the prescribed document is dispatched or published or has, on that day, closed for business before the time at which the prescribed document is dispatched or published, on the next day on which the office is open for business; or
- (b) by posting, on the day on which the document is dispatched or published, the signed copy as a letter under pre-paid post in an envelope addressed to the Registrar at his office.

Modification
of Form 51A,
51B, 52 or 53

" 24B. For the purposes of Form 51A, Form 51B, Form 52 or Form 53, where the shares in the company referred to in that form are not divided into two or more classes, the form may be appropriately altered to refer to those shares."

5. Division 1 of Part V. of the Companies Regulations is repealed and the following Division inserted in its stead:—

" Division 1.—Meetings of Creditors.

Application
of Division

" 25. Except where provision to the contrary is made by the Ordinance, the provisions of this Division apply to, and in relation to, a meeting of the creditors of a company (being a meeting relating to the official management of the company) referred to in sub-section (1.) of section 203c, sub-section (1.) or sub-section (4.) of section 204, paragraph (c) of sub-section (1.), or sub-section (4.), of section 206, section 212 or sub-section (4.) of section 214, of the Ordinance.

Notice of
meeting
(Form 92)

" 26.—(1.) The person calling a meeting of creditors of a company shall give not less than seven days' notice of the time and place of the meeting by advertisement in a daily newspaper published in the Territory and shall, not less than seven days before the day appointed for the meeting, send notice of the meeting by post to every person appearing by the company's books or otherwise to be a creditor of the company.

" (2.) The advertisement referred to in sub-regulation (1.) and a notice sent to a person in accordance with that sub-regulation shall each be in accordance with Form 92.

" (3.) A notice to a creditor shall be sent to the address given in the last statement of affairs of the company prepared before the sending of the notice or, if no address is given in that statement, to the address of the creditor last known to the person calling the meeting.

Quorum

" 27.—(1.) A meeting of the creditors of a company shall not act for any purpose except the election of a chairman and the adjournment of the meeting

unless there are present or represented at least two creditors entitled to vote at the meeting, or, if the number of creditors entitled to vote at the meeting does not exceed two, all those creditors.

" (2.) If, within half-an-hour after the time appointed for a meeting of creditors of a company, a quorum is not present, the meeting shall stand adjourned to a day (not being less than seven days, or more than twenty-one days, from the day from which the meeting is adjourned), and to such time and place, as the chairman appoints or, if the chairman does not appoint a day, to a day seven days after the day from which the meeting is adjourned and at the same time and place as the time and place specified in the notice of the meeting.

" 28. Subject to sub-section (2.) of section 203 of the Ordinance, the persons present at a meeting of the creditors of a company shall elect one of their number to be the chairman of the meeting. Chairman

" 29. The chairman of a meeting of creditors of a company shall, if so directed by the meeting, or may, if the meeting consents, adjourn the meeting from time to time and from place to place, but the adjourned meeting shall be held at the same place as the original place of meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders. Adjournment of meeting

" 30. At a meeting of creditors of a company, a resolution shall be taken to be passed if a majority in number and in value of the creditors voting, either personally or by proxy, on the resolution vote in favour of the resolution. Passing of resolutions

" 31. The chairman of a meeting of creditors of a company— Record of meeting

- (a) shall cause minutes of the proceedings at the meeting to be entered in a book kept for the purpose;
- (b) shall sign the minutes; and
- (c) shall cause a list of the names of the creditors present at the meeting to be made and kept."

6. Regulation 37 of the Companies Regulations is amended by omitting the words " sub-section (3.) of section 74 " and inserting in their stead the words " sub-section (1.) of section 74B ". Application of Division

7. Regulation 43 of the Companies Regulations is repealed and the following regulation inserted in its stead:—

" 43. Except where provision to the contrary is made by the Ordinance or in the articles of the company concerned, the provisions of this Division apply to and in relation to a joint meeting of the creditors and members of a company called by the official manager of the company under sub-section (1.) of section 203A, or sub-section (4.) of section 214, of the Ordinance." Application of Division

8. Regulation 44 of the Companies Regulations is amended by omitting from sub-regulation (1.) the words " sub-section (2.) of section 213 " and inserting in their stead the words " sub-section (4.) of section 214 ". Notices of joint meetings called by official manager

9. Regulation 45 of the Companies Regulations is amended by omitting the words " sub-section (2.) of section 213 of the Ordinance or under sub-section (1.) of section 271 " and inserting in their stead the words " sub-section (1.) of section 203A, or sub-section (4.) of section 214, ". Quorum

10. Regulation 46 of the Companies Regulations is repealed and the following regulation inserted in its stead:—

" 46. The persons present at a joint meeting called under sub-section (1.) of section 203A, or sub-section (4.) of section 214, of the Ordinance shall elect one of their number to be the chairman of the meeting." Chairman

Adjournment of meeting 11. Regulation 47 of the Companies Regulations is amended by omitting the words "sub-section (2.) of section 213 of the Ordinance or under sub-section (1.) of section 271" and inserting in their stead the words "sub-section (1.) of section 203A, or sub-section (4.) of section 214,".

Record of meeting 12. Regulation 50 of the Companies Regulations is amended by omitting the words "sub-section (2.) of section 213 of the Ordinance or under sub-section (1.) of section 271" and inserting in their stead the words "sub-section (1.) of section 203A, or sub-section (4.) of section 214,".

13. Division 4 of Part V. of the Companies Regulations is repealed and the following Division inserted in its stead:—

" Division 4.—Proxies of Creditors.

Appointment of proxies " 51.—(1.) A creditor entitled to attend and vote at a meeting referred to in regulation 25 or regulation 43 may appoint another person (whether a creditor or not) as his proxy to attend and vote instead of the creditor at the meeting.

" (2.) A proxy appointed under this regulation has the same right to speak at the meeting as the creditor appointing him.

Form of proxies (Form 93) " 52.—(1.) The appointment of a person as the proxy of a creditor shall be made by an instrument of appointment in accordance with Form 93.

" (2.) Subject to regulation 53, the instrument appointing a proxy shall be signed by the person appointing the proxy in the presence of a person (not being the person nominated as proxy) who shall add to his signature his description and the address of his place of residence.

Proxies of disabled persons (Form 93) " 53. The proxy of a creditor who is blind or incapable of writing is sufficient for the purposes of these Regulations if the creditor attaches his signature or mark to the instrument appointing the proxy in the presence of a person (not being the person nominated as proxy) who completes the instrument in accordance with the last preceding regulation, and also completes and signs the certificate set out in Form 93.

Proxy form to accompany notice of meeting " 54. The person calling a meeting of creditors of a company or a joint meeting of a company and the creditors of the company shall send a form of proxy to each creditor with the notice of the meeting and shall ensure that neither the name nor the description of any person is inserted in the body of the form before it is so sent.

General proxy " 55. A creditor may give a general proxy to any person who is not a minor

Special proxy " 56. A creditor may give a special proxy to any person to vote at a specific meeting or adjournment of that meeting on all or any questions relating to an matter arising at the meeting or an adjournment of the meeting."

Stock Exchanges 14. Regulation 74 of the Companies Regulations is amended—

(a) by omitting paragraph (b) of sub-regulation (1.);

(b) by omitting paragraphs (i), (j) and (k) of sub-regulation (1.) and inserting in their stead the following paragraphs:—

" (i) Brisbane Stock Exchange, Queensland; and

(j) Stock Exchange of Perth, Western Australia."; and

(c) by omitting paragraphs (u), (v), (w) and (x) of sub-regulation (2.) and inserting in their stead the following paragraphs:—

- “ (u) Bendigo Stock Exchange, Victoria; and
- (v) Newcastle Stock Exchange, New South Wales.”.

15. The First Schedule to the Companies Regulations is amended—

First Schedule

(a) by inserting after the words and figures—

“ 64 (7.) ..	Certificate of lodgment of order of Supreme Court confirming reduction of share capital	22 ”
--------------	--	------

the words and figures—

“ 69H (1.) ..	Notice by substantial shareholder holding voting shares as trustee for non-resident	22A ”;
---------------	--	--------

(b) by inserting after the words and figures—

“ 171 (3.) ..	Notice by inspector	51 ”
---------------	---------------------------	------

the words and figures—

“ 180x (3.) ..	Notice by offeror of take-over to dissenting offeree ..	51A
180y (2.) ..	Notice by offeror of take-over offers to remaining shareholders	51B ”;

(c) by omitting the figures “ 185 (4.) ” and inserting in their stead the figures “ 185 (6.) ”;

(d) by omitting the items relating to sections 198 (2.), 200, 201 (2.) and 205 (1.) (d) and inserting in their stead the following items:—

“ 199 (4.) ..	Statement of affairs	56
“ 199 (9.) ..	Notice of meeting of creditors	59
“ 199 (10.) (a) ..	Summary of affairs	59A
“ 202 (2) (a) ..	Notice of special resolution of creditors placing company under official management, &c.	60
“ 202 (2.) (c) ..	Notice to creditors and members of placing of company under official management and of rights under section 211	60A
“ 202e (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
“ 206 (5.) ..	Statement of affairs	56
“ 206 (11.) ..	Notice by official manager of holding of meetings of members and creditors when company unable to pay debts	61B
“ 212 (5.) ..	Notice relating to meeting called to receive report of official manager on termination of appointment ..	61C
“ 214 (3.) ..	Notice of appointment of deputy official manager ..	60B
“ 214 (3.) ..	Notice by deputy official manager of cessation of office	61 ”;

(e) by inserting after the item relating to section 352 (2.) the following item:—

“ 352 (2A.) ..	Notice by foreign company of placing under, or ter- mination of, official management in place of incor- poration	90A ”;
----------------	--	--------

(f) by omitting the first item relating to regulation 26 (2.);

(g) by omitting from the second item relating to regulation 26 (2.) the words “or contributories”;

(h) by omitting from the item relating to regulation 44 (2.) the words “or contributories”; and

(i) by omitting the items relating to regulations 62 and 64.

Companies Regulations

Second
Schedule

16.—(1.) The Second Schedule to the Companies Regulations is amended by inserting after Form 22 the following Form:—

FORM 22A.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 69H (1.).

NOTICE BY SUBSTANTIAL SHAREHOLDER HOLDING VOTING SHARES
AS TRUSTEE FOR NON RESIDENT.

To: of

WHEREAS I,, am the holder of voting shares [or voting shares included
in class of shares] in

AND WHEREAS you are a person who is not resident in Australia [or a body corporate that
is not incorporated in Australia] and you have an interest in those shares within the meaning of
section 6A of the Companies Ordinance:

NOW THEREFORE I hereby give you notice under sub-section (1.) of section 69H of that
Ordinance as to the requirements of Division 3A of Part IV. of that Ordinance, that is to say:

1. A substantial shareholder in a company incorporated under that Ordinance
(that is to say, a person who has an interest within the meaning of section 6A of that
Ordinance in one or more voting shares [or voting shares included in that class] in the
company the nominal value of which, or the aggregate of the nominal values of which,
is not less than one-tenth of the nominal value of all the voting shares [or voting shares
included in that class] in the company) is required under section 69B of that Ordinance
to give notice in writing to the company within the period prescribed by that section or
as extended by section 69J of that Ordinance stating his name and address and full
particulars of those voting shares, of each such interest and of the circumstances (including
circumstances described in section 69G of that Ordinance) by reason of which he
has that interest.

2. Where there is a change within the meaning of section 69E of that Ordinance in
such an interest or interests of such a substantial shareholder, he is required under that
section to give notice in writing to the company stating his name and full particulars
of the change within the period prescribed by that section or as extended by section
69J of that Ordinance.

3. A person who ceases to be such a substantial shareholder is required under section
69F of that Ordinance to give notice in writing to the company within the period of
fourteen days after ceasing to be a substantial shareholder or within that period as
extended by section 69J of that Ordinance stating his name and the date on which he
ceased to be a substantial shareholder and full particulars of the circumstances (including
circumstances described in section 69G of that Ordinance) by reason of which he so
ceased to be a substantial shareholder.

*I know [or have reasonable grounds for believing] that the interest you hold in the voting
shares is held for another person [or other persons] and I direct you in pursuance of section
69H of that Ordinance to give this notice, or a copy of it, to that other person [or to each of
those other persons].

Dated this day of, 19

[Signature of
substantial
shareholder]

(2.) The Second Schedule to the Companies Regulations is amended by omitting Forms 52 and 53 and inserting in their stead the following Forms:—

FORM 51A.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 180x (3.).

NOTICE BY OFFEROR OF TAKE-OVER OFFERS TO DISSENTING OFFEREE.

To: of

WHEREAS take-over offers that constituted a take-over scheme within the meaning of Part VIA. of the Companies Ordinance (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 certain shares, that is to say, all the shares included in class of shares in (other than shares to which the offeror [or any of the persons constituting the offeror] is entitled as provided by that Part):

AND WHEREAS the last day (disregarding any extension under sub-section (3.) of section 180L of that Ordinance) upon which a take-over offer under the take-over scheme was open for acceptance was the day of, 19.....:

AND WHEREAS you are a dissenting offeree, that is to say, you are [or are entitled to be registered as] the holder of shares included in that class but have not accepted the take-over offers in respect of the outstanding shares included in that class held by you:

AND WHEREAS the take-over offers in respect of shares included in that class and representing not less than nine-tenths of the nominal amount of the shares subject to acquisition have been accepted [or representing less than nine-tenths of the nominal amount of all shares included in that class have been accepted by not less than three-quarters of the offerees];

NOW THEREFORE the offeror hereby gives you notice under sub-section (3.) of section 180X of that Ordinance that the offeror desires to acquire as provided by that section the outstanding shares included in that class held by you.

You are entitled under sub-section (9.) of section 180x of that Ordinance, 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.

Unless, on application made by you within one month after the date on which this notice is given, or within fourteen days after the statement asked for by you is supplied to you under sub-section (9.) of section 180x of that Ordinance, whichever is the later, the Supreme Court of the Northern Territory of Australia orders otherwise, the offeror will be entitled and bound to acquire the outstanding shares held by you on the terms applicable under the take-over offers.

* 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 the statement asked for by you is supplied to you under sub-section (9.) of section 180x of that Ordinance, whichever is the later, to specify which of the terms offered under the take-over offers you prefer, and the terms so specified will apply to the acquisition of the outstanding shares held by you.

Dated this day of, 19

[Signature(s) of offeror(s) or of director(s) or secretary or secretaries of offeror company or companies]

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

Companies Regulations

FORM 51B.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 180Y (2).

NOTICE BY OFFEROR OF TAKE-OVER OFFERS TO REMAINING SHAREHOLDERS.

To: of

WHEREAS take-over offers under a take-over scheme within the meaning of Part VIA. of the Companies Ordinance have been made by (in this notice, called "the offeror" [or, where two or more persons constitute the offeror, together called the "offeror"]) in respect of shares included in class of shares in

NOW THEREFORE the offeror hereby gives you notice under sub-section (2.) of section 180Y of that Ordinance that, on the day of, 19....., the aggregate nominal value of shares included in that class to which the offeror [or any of the persons constituting the offeror] became entitled in consequence of the take-over offers, and 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 despatched, became not less than nine-tenths of the nominal value of the issued shares included in that class.

Unless you have been given notice under sub-section (3.) of section 180X of that Ordinance in accordance with Form 51A of the Second Schedule to the Companies Regulations, you, as the holder of remaining shares included in that class, are entitled, within three months after the giving of this notice, to require the offeror to acquire shares included in that class of which you are the holder.

Unless otherwise agreed or as the Supreme Court of the Northern Territory of Australia, on your application or on the application of the offeror, otherwise thinks fit to order, if you so require the offeror to acquire those remaining shares held by you, the offeror will also be and bound to acquire those shares on the terms on which shares were acquired under the take-over scheme.

* You are entitled, within three months after the date on which this notice is given, to elect which of the alternative terms you were offered in respect of those remaining shares in take-over offers under the take-over scheme you will accept.

* Unless otherwise agreed or as the Supreme Court of the Northern Territory of Australia, on your application or on the application of the offeror, otherwise thinks fit to order, if you so require the offeror to acquire those remaining shares held by you, the offeror will also be entitled and bound to acquire those shares on the terms for which you have elected or, where you have not so elected, for whichever of the terms the offeror determines.

Dated this day of , 19

[Signature(s) of offeror(s) or of director(s) or secretary or secretaries of offeror company or companies]

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

FORM 52.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 185 (1).

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 included in class of shares in for the transfer of those shares to the transferee:

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

Companies Regulations

FORM 52—continued

AND WHEREAS you are a dissenting shareholder of shares included in that class, that is to say, a shareholder who has not assented to that scheme or contract [or has failed or refused to transfer those shares to the transferee in accordance with that scheme or contract]:

NOW THEREFORE the transferee hereby gives you notice under sub-section (1.) of section 185 of the Companies Ordinance that the transferee desires to acquire those shares held by you.

You are entitled under sub-section (5.) of that section to require the transferee, by 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 as shown in the register of members.

Unless on application made by you within one month after the date on which this notice is given or within fourteen days after the date on which the statement is supplied to you under sub-section (5.) of that section, whichever is the later, the Supreme Court of the Northern Territory of Australia orders otherwise, the transferee will be entitled and bound, subject to that section, to acquire those shares on terms on which, under that scheme or contract, the shares of the approving shareholders are to be transferred to the transferee.

* 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 the statement is supplied to you under sub-section (5.) of that section, whichever is the later, to elect which of the alternative terms offered to approving shareholders under the scheme or contract you prefer and, if you fail to make the election within the time allowed, the transferee will be entitled, unless the Supreme Court of the Northern Territory of Australia otherwise orders, to determine which of those terms is to apply to the acquisition of the shares held by you.

Dated this _____ day of _____, 19 _____

[Signature of transferee] _____

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

FORM 53.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 185 (6.).

NOTICE TO NON-ASSENTING SHAREHOLDERS.

To: _____ of _____

WHEREAS _____ (in this notice called "the transferee") on the _____ day of _____, 19_____, made an offer to the holders of shares included in _____ class of shares _____ for the transfer of those shares to the transferee:

AND WHEREAS the scheme or contract involving that transfer of those shares to the transferee was, up to the _____ day of _____, 19_____, approved by not less than nine-tenths in nominal value of the shares included in that class (other than shares already held at the date of the offer by the transferee or by a nominee for the transferee [or, where the transferee is a company, by its subsidiary]):

AND WHEREAS you are one of the holders of remaining shares included in that class and have not, at the date on which this notice is given, assented to the scheme or contract or been given notice in respect of those shares by the transferee in accordance with Form 52 of the Second Schedule to the Companies Regulations:

Companies Regulations

FORM 53—continued

NOW THEREFORE the transferee hereby gives you notice under sub-section (6.) of section 185 of the *Companies Ordinance* that, in pursuance of that scheme or contract, the transferee, on the day of, 19, became beneficially entitled to shares in that company, 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 its subsidiary*] is entitled, comprise or include nine-tenths in nominal value of the shares included in that class.

You are entitled under sub-section (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 also entitled under sub-section (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 approving shareholders under the scheme or contract you will accept.

If you so require the transferee to acquire the shares held by you, the transferee will be entitled and bound to acquire those shares on the terms on which, under the scheme or contract, the shares of the approving shareholders were transferred to the transferee [*or, where alternative terms were offered to those shareholders, on the terms on which, under the scheme or contract, the shares of the approving shareholders were transferred to the transferee and on the terms for which you have elected or, where you do not so elect, for whichever of the terms the transferee determines*] or on such other terms as are agreed or as the Supreme Court of the Northern Territory of Australia, on your application or that of the transferee, 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.

(3.) The Second Schedule to the Companies Regulations is amended by omitting from Form 56 the words and figures "Sections 193, and 194; 200; 234; and 260 (4.)." and inserting in their stead the words and figures "Sections 193 and 194; 199 (4.); 206 (5.); 234; and 260 (4.)."

(4.) The Second Schedule to the Companies Regulations is amended by omitting Forms 59, 60 and 61 and inserting in their stead the following Forms:—

FORM 59.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 199 (9.).

NOTICE OF MEETING OF CREDITORS
LIMITED.

Notice is hereby given that a meeting of the creditors of Limited will be held at* on the day of, 19, at o'clock in the noon for the purpose of placing the company under official management and appointing an official manager as provided by Part IX. of the *Companies Ordinance*.

Dated this day of, 19

Director†
Secretary†

* Insert full address, including floor and room number (if applicable).
† Strike out whichever is inapplicable.

FORM 59A.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 199 (10.) (a).

SUMMARY OF AFFAIRS*

LIMITED.

Statement of Assets and Liabilities as at the day of , 19 .†

	Cost or Book Value‡	Estimated Realizable Values
1. ASSETS NOT SPECIFICALLY CHARGED	\$	\$
(a) Real estate		
(b) Sundry debtors		
(c) Cash on hand		
(d) Cash at bank		
(e) Stock as detailed in inventory		
(f) Plant and equipment as detailed in inventory		
(g) Other assets		
2. ASSETS SUBJECT TO SPECIFIC CHARGES, LIENS, MORTGAGES, BILLS OF SALE OR HIRE-PURCHASE AGREEMENTS	\$	
Less amounts owing		
TOTAL ASSETS		
TOTAL ESTIMATED REALIZABLE ASSETS		\$
3. Less PREFERENTIAL CREDITORS ENTITLED TO PRIORITY OVER THE HOLDERS OF DEBENTURES UNDER ANY FLOATING CHARGE		
4. Less AMOUNTS OWING AND SECURED BY DEBENTURE OR FLOATING CHARGE OVER COMPANY'S ASSETS TO		
5. Less PREFERENTIAL CREDITORS		
ESTIMATED AMOUNT AVAILABLE FOR UNSECURED CREDITORS		
6. CREDITORS (UNSECURED)	\$	
Amount claimed (\$)		
7. BALANCES OWING TO PARTLY SECURED CREDITORS		
Total claims (\$)		
Security held (\$)		
8. CONTINGENT ASSETS \$		
Estimated to produce		
9. CONTINGENT LIABILITIES \$		
Estimated to rank for		
ESTIMATED \$DEFICIENCY/SURPLUS		
(Subject to costs of \$administration/liquidation)		
SHARE CAPITAL		
Issued (\$)		
Paid up (\$)		

Director§
Secretary§

* Under section 199 (11.) of the Companies Ordinance, where the complete Statement of Affairs (Form 56) is attached to each notice of meeting posted to creditors under section 199 (9.), Form 59A need not be sent out.

† Not earlier than the date of the passing of the resolution of the directors that the company is unable to pay its debts as and when they become due, or the date of receipt of a request of a judgment creditor (under section 199 (1.) that a meeting of creditors be called for the purpose of placing the company under official management (as the case may be).

‡ Indicate in respect of each entry whether cost or book value.

§ Strike out whichever is inapplicable.

Companies Regulations

FORM 60.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 202 (2.) (a).

NOTICE OF RESOLUTIONS OF CREDITORS APPOINTING OFFICIAL
MANAGER, Etc.
LIMITED.

To the Registrar of Companies.

I, _____ of _____, being
*the official manager/the secretary/a person who immediately prior to the passing of
the special resolution was a director of _____ Limited do hereby
certify that at a meeting of creditors of the company duly convened and held on
the _____ day of _____, 19____, subsequent to the passing of the
resolution set out *in Schedule A below/ in the annexure† marked with the letter "A"
and signed by me for the purposes of identification a special resolution within the meaning
of section 198 of the Companies Ordinance a true copy of which is set out *in Schedule B
below/ in the annexure† marked "B" and signed by me for the purposes of identification was
duly passed.

SCHEDULE A.

‡

SCHEDULE B.

Dated this _____ day of _____, 19____.

(Signature of Official Manager, Secretary
or person who immediately prior to the
passing of the special resolution, was a
director.)

* Strike out whichever is inapplicable.

† Where the copy of the resolution is annexed, the annexure is to be endorsed as follows:— " This is the annexure
marked *A "/*B " referred to in the notice of resolutions signed by me on the
day of _____, 19____."

‡ Here set out the terms of the resolution that was to the effect that in the opinion of the creditors the Com-
pany is unable to pay its debts as and when they become due and payable but that if the Company were placed
under official management there would in their opinion be a reasonable probability that it would be able to pay
its debts.

FORM 60A.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 202 (2.) (c).

NOTICE TO CREDITORS AND MEMBERS OF PLACING OF COMPANY UNDER
OFFICIAL MANAGEMENT AND OF RIGHTS UNDER SECTION 211
LIMITED.

I, _____ of _____, being
*the official manager/the secretary of _____ Limited,
do hereby certify that at a meeting of creditors of the company duly convened and held
on the _____ day of _____, 19____, a special resolution within the
meaning of section 198 of the Companies Ordinance a true copy of which is set out *below/in
the annexure† marked with the letter "A" and signed by me for purposes of identification
was duly passed.

(Set out a copy of resolution here if it is not annexed.)

Under section 211 of the Ordinance—

- (a) any creditor to whom the company owes, or any representative of a group of
creditors to whom the company owes in the aggregate, more than 10 per centum of
the total unsecured debts of the company;
- (b) in the case of a company having a share capital—any member holding, or any
representative of a group of members holding collectively, not less than 10 per
centum of the paid up capital of the company; or

Companies Regulations

2185

FORM 60A—continued

(c) in the case of a company not having a share capital—any member holding, or representative of a group of members holding collectively, not less than 10 per centum of the total voting rights of all members having a right to vote at all general meetings—

may apply to the Supreme Court for the variation or cancellation of the resolution at any time within a period of fourteen days after the passing thereof.

Dated this _____ day of _____, 19 ____ .

Official Manager.*
Secretary.*

* Strike out whichever is inapplicable.
† Where the copies of the special resolutions are annexed, the annexure is to be endorsed as follows:—
"This is the annexure marked "A" referred to in the notice of special resolution of creditors signed by me on the _____ day of _____, 19 ____ ."

FORM 60B.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 202B (1.).
Section 214 (3.).

NOTICE OF APPOINTMENT AND SITUATION OF OFFICE OF
*OFFICIAL MANAGER/DEPUTY OFFICIAL MANAGER
LIMITED.

To the Registrar of Companies.

I, _____, of _____, hereby
give notice that—

(a) I was appointed *official manager/deputy official manager of
Limited—

*by the creditors of _____ Limited
on the _____ day of _____, 19 ____ ;

*by an order of the Supreme Court made on the _____ day
of _____, 19 ____ ;

*by the committee of management on the _____ day of _____, 19 ____ .

(b) my office is situated at

Dated this _____ day of _____, 19 ____ .

(Signature.)

* Strike out whichever is inapplicable.
† Insert full address, including floor and room number (if applicable).

FORM 60C.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 202B (1.).

NOTICE OF CHANGE IN SITUATION OF OFFICE OF OFFICIAL
MANAGER
LIMITED.

To the Registrar of Companies.

I, _____, the 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.)

* Insert full address, including floor and room number (if applicable).

Companies Regulations

FORM 61.

THE NORTHERN TERRITORY OF AUSTRALIA.

*Companies Ordinance.*Section 202b (2).
Section 214 (3).NOTICE BY *OFFICIAL MANAGER/DEPUTY OFFICIAL MANAGER
OF CESSATION OF OFFICE
LIMITED.

To the Registrar of Companies.

I, _____, of _____, being
the person appointed as *official manager/deputy official manager of
_____ Limited, hereby give notice of my *resignation/removal from the office
of *official manager/deputy official manager on the _____ day of _____, 19 ____ .
(Signature.)

* Strike out whichever is inapplicable.

FORM 61A.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 203A (7.).

NOTICE BY OFFICIAL MANAGER OF HOLDING OF SIX-MONTHLY
MEETING
LIMITED.

To the Registrar of Companies.

Notice is hereby given that, pursuant to section 203A (7.) of the *Companies Ordinance*, a
meeting of the creditors and members of _____ Limited
was called for and held on the _____ day of _____, 19 ____, to consider
my statement and report prepared under that section.

A copy of the statement and report is attached hereto.

Dated this _____ day of _____, 19 ____ .

(Signature.)

FORM 61B.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 206 (11.).

NOTICE BY OFFICIAL MANAGER OF HOLDING OF MEETING OF MEMBERS AND
CREDITORS WHEN COMPANY UNABLE TO PAY DEBTS
LIMITED.

To the Registrar of Companies.

Notice is hereby given that, pursuant to section 206 (3.) and 206 (4.) of the *Companies
Ordinance*, a meeting of members of _____ Limited
was called for and held on the _____ day of _____, 19 ____, for the purp
of considering a special resolution that the company be wound up voluntarily, and a meetng
of the creditors of the company was called for and held on the _____ day
of _____, 19 ____ .

At the meeting of creditors the statement of the company's affairs prepared by me was
laid before the meeting.

The special resolution was duly passed.

Dated this _____ day of _____, 19 ____ .

(Signature.)

Companies Regulations

2187

FORM 61C.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 212 (5.).

NOTICE RELATING TO MEETING OF CREDITORS CALLED TO RECEIVE REPORT OF OFFICIAL MANAGER ON TERMINATION OF APPOINTMENT LIMITED.

To the Registrar of Companies

I, of the person whose appointment as official manager of Limited was terminated on the day of , 19 , hereby inform you that a meeting of the creditors of the company called for the day of 19 , for the purpose of receiving a report showing how the official management was conducted by me *was duly held on that date/was not attended by the necessary quorum.

A copy of the report is attached hereto.

(Signature.)

* Strike out whichever is inapplicable.

(5.) The Second Schedule to the Companies Regulations is amended by inserting after Form 90 the following Form:—

FORM 90A.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 352 (2A.).

NOTICE BY FOREIGN COMPANY OF PLACING UNDER OR TERMINATION OF OFFICIAL MANAGEMENT IN PLACE OF INCORPORATION LIMITED.

To the Registrar of Companies.

Limited, a foreign company registered in the Northern Territory, hereby gives notice that on the day of , 19 —

*the company was placed under official management int

by ‡

, a

law or enactment corresponding to Part IX. of the Companies Ordinance, and was appointed official manager.

*the period of official management of the company int was terminated on the day of , 19 , by§ .

Dated this day of , 19 .

(Signature and designation of person signing notice.)||

* Strike out if inapplicable.

† Insert name of place of incorporation or origin of company.

‡ Give reference to foreign law.

§ Set out method of termination.

|| The form may be signed by the Secretary or a director of the company (or a person who immediately prior to the company's being placed under official management was a director). The person signing must indicate in what capacity he signs.

Companies Regulations

(6.) The Second Schedule to the Companies Regulations is amended by omitting Forms 92 and 93 and inserting in their stead the following Forms:—

FORM 92.

Regulation 26 (2.)
and 44 (2.).

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Regulations.

NOTICE OF MEETING OF CREDITORS.

.....LIMITED

Notice is hereby given that a meeting of the creditors of (*name of company*) will be held at _____ on the _____ day of _____ 19__ at _____ o'clock in the forenoon (*or* afternoon).

AGENDA*

Dated this _____

day of _____

, 19__ .

(Signature)

* Set out the purpose for which the meeting is called.

FORM 93.

Regulations 52 and 53.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Regulations.

PROXY.

I (*or* We), _____, of _____, appoint _____ as my (*or* our) general (*or* special) proxy to vote at the meeting of creditors to be held on the _____ day of _____, 19__, and at any adjournment of that meeting.*

Dated this _____

day of _____

, 19__ .

(Signature)

(Signature, description and address of place of residence of witness)

CERTIFICATE†

I, _____ of _____, hereby certify that all insertions in the above proxy were made by me at the request, and in the presence, of (*name of person giving proxy*), and that I read over the completed proxy to him before he attached his signature or mark to the proxy.

Dated this _____

day of _____

, 19__ .

(Signature of witness)

* If a special proxy, add the words "to vote for" or "to vote against" followed by words specifying the particular resolution.

† This certificate is only to be completed where the person giving the proxy is blind or incapable of writing.

17. The Companies Regulations are amended—

- (a) by omitting from sub-regulation (1.) of regulation 10 the words "Five thousand pounds" and inserting in their stead the words "Ten thousand dollars";
- (b) by omitting from regulation 75 the words "Twenty pounds" and inserting in their stead the words "Forty dollars";
- (c) by omitting from Form 3 in the Second Schedule the words "Five thousand pounds" and inserting in their stead the words "Ten thousand dollars";
- (d) by omitting from Forms 15, 17, 18, 28, 29, 30, 31, 39, 45, 49, 56, 58, 63, 72 and 74 in that Schedule the symbols "£" (wherever occurring) and "£ s. d." (wherever occurring) and inserting in their stead the symbol "\$";
- (e) by omitting from Forms 21, 34 and 74 in that Schedule the word "pounds" (wherever occurring) and inserting in its stead the word "dollars"; and
- (f) by omitting from Form 74 in that Schedule the words ".....shillings andpence".

Decimal
currency
amendments

18. For the purposes of sub-section (2.) of section 13 of the *Companies Ordinance* 1972, the Companies Regulations as in force immediately before the commencement of this regulation continue, notwithstanding these Regulations, to apply to and in relation to a take-over scheme referred to in that sub-section.

Transitional
application
of existing
Companies
Regulations

