



ANNO DECIMO NONO

ELIZABETHAE II REGINAE

A.D. 1970

No. 31 of 1970

An Act to provide that conditionally upon D. & J. Fowler Limited and D. & J. Fowler (Australia) Limited, companies incorporated in the United Kingdom, being authorized under the law of the United Kingdom to become companies incorporated under the law of this State, they may become companies so incorporated; and for purposes incidental and ancillary thereto.

[Assented to 19th November, 1970]

WHEREAS D. & J. Fowler Limited (hereinafter called "the company") and D. & J. Fowler (Australia) Limited (hereinafter called "the subsidiary company") are companies incorporated under the law of the United Kingdom to which Division III of Part XI of the Companies Act, 1962, as amended, applies: AND WHEREAS the company is resident in Australia for the purposes of taxation, the major part of the company's business is transacted in this State, and a majority of the issued ordinary shares are transferable on the South Australian register of the company: AND WHEREAS the subsidiary company is controlled by the company and has an integral part in the conduct of the operations of the company: AND WHEREAS the company and the subsidiary company propose to seek statutory authorization from the Parliament of the United Kingdom to become companies incorporated under the law of this State: AND WHEREAS it is in the interests of the companies and not inconsistent with the public interest that the companies should become companies so incorporated: BE IT

Preamble.

THEREFORE ENACTED by the Governor of the State of South Australia, with the advice and consent of the Parliament thereof, as follows:

- Short title.** **1. This Act may be cited as the “D. & J. Fowler (Transfer of Incorporation) Act, 1970”.**
- Interpretation.** **2. In this Act—**
 “the companies” means D. & J. Fowler Limited and D. & J. Fowler (Australia) Limited, the companies referred to in the preamble to this Act;
 “the Registrar” means the Registrar of Companies.
- Transfer of incorporation.** **3. (1) Each of the companies may, at any time after it has been authorized by the law of the United Kingdom to become a company incorporated under the law of this State lodge with the Registrar—**
 (a) a copy of the Act of the Parliament of the United Kingdom authorizing that company to become a company incorporated under the law of this State;
 (b) a copy of the memorandum and articles of association of that company, amended into a form appropriate to a public company limited by shares incorporated under the Companies Act, 1962, as amended;
 and
 (c) a statement specifying—
 (i) the nominal share capital of that company expressed in Australian currency, the classes of shares into which it is divided, and the proportion of the nominal share capital represented by each class of shares;
 and
 (ii) the number of shares issued in each class and the amount paid up on each share.

 (2) The documents lodged under subsection (1) of this section must be verified by the statutory declaration of at least two directors of the company by which the documents were lodged.

 (3) Upon lodgment of the documents referred to in subsection (1) of this section by either of the companies, duly verified as required by subsection (2) of this section, the Registrar shall issue a certificate of incorporation in respect of that company and thereupon that company—

(a) shall become a company incorporated under the Companies Act, 1962, as amended;

and

(b) shall cease to be a foreign company to which Division III of Part XI of the Companies Act, 1962, as amended, applies.

(4) A certificate of incorporation issued under subsection (3) of this section shall be conclusive evidence that the requirements of this section have been complied with and that the company to which it relates is duly incorporated under the Companies Act, 1962, as amended.

(5) The incorporation of the companies under the law of this State shall not affect the identity or juristic capacity of either company.

(6) A fee of eight hundred dollars in respect of the incorporation of D. & J. Fowler Limited pursuant to the law of this State, and a fee of three hundred dollars in respect of the incorporation of D. & J. Fowler (Australia) Limited pursuant to the law of this State, shall be paid to the Registrar and the companies shall be exempt from any other fees under the Companies Act, 1962, as amended, in respect of incorporation.

(7) The provisions of the Companies Act, 1962, as amended, shall apply to the companies with such modifications as are necessary in view of the pre-existing incorporated character of the companies, and the provisions of this Act.

In the name and on behalf of Her Majesty, I hereby assent to this Bill.

J. M. NAPIER, Governor's Deputy.