

## An Act to incorporate the Australasian Mineral Oil Company. [7th April, 1866.]

AUSTRALASIAN  
MINERAL OIL  
COMPANY'S INCOR-  
PORATION.

**W**HEREAS a Joint Stock Company called the “Australasian Mineral Oil Company” has been lately established at Sydney in the Colony of New South Wales under and subject to the rules regulations and provisions contained in a certain deed of settlement bearing date the twenty-fifth day of October in the year of our Lord one thousand eight hundred and sixty-five purporting to be the deed of settlement of the said Company And whereas by the said deed of settlement the several parties thereto have respectively and mutually covenanted and agreed that they whilst holding shares in the said Company shall be remain and continue a Joint Stock Company for the express object of carrying on the business thereof under the name style and title of the “Australasian Mineral Oil Company” for extracting and manufacturing oils and other articles from with and out of mineral and other substances for refining any such oils and other articles for exporting selling and disposing of any such oils and articles refined or otherwise for purchasing and taking on lease and holding lands tenements mines and hereditaments for selling letting and disposing of the same for working or contracting for the working of the minerals in or upon any land or mines of which the said Company may from time to time be owners or lessees for raising obtaining purchasing using exporting selling and disposing of minerals and other substances and articles for testing the mining capabilities of any land purchased or taken on lease or intended to be purchased or taken on lease or the minerals whereon are or may be purchased or taken on lease or intended to be purchased or taken on lease by the Company for purchasing making and erecting plant machinery apparatus buildings railways tramways roads wharves and other matters for any such purposes for obtaining loans with or without security and making other financial arrangements for any such purposes for establishing agencies branches and connections in relation to the said business for acting uniting or amalgamating with buying up or absorbing any other Company whether English or Australian of which the objects are similar or analogous to those of the Australasian Mineral Oil Company and for doing and transacting all such matters and things as may be necessary for the purposes aforesaid and also such other business and purposes as the Board of Directors shall from time to time think fit and most beneficial for the interests of the said Company And it has been by the same deed of settlement agreed that the capital of the said Company shall consist of seventy thousand pounds to be contributed in seven thousand shares of ten pounds each And whereas by the same deed of settlement provision has been made for the due management of the affairs of the Company by certain Directors already appointed and by other Directors to be from time to time elected and appointed as their successors by the shareholders of the said Company And whereas the whole of the capital of seventy thousand pounds has been subscribed for And whereas the said Company is desirous of being incorporated and it is expedient that the said Company should be incorporated accordingly subject to the provisions hereinafter contained Be it therefore enacted by the Queen's Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows :—

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Interpretation  
clause.

1. The following words and expressions in the Act shall have the several meanings hereby assigned to them unless there be something in the subject or the context repugnant to such construction that is to say—

"The Company."

The expression "the Company" shall mean the Company incorporated by this Act

"The Directors."

The expression "the Directors" shall mean the Board of Directors of the Company duly appointed under the provisions of the deed of settlement of the Company

"Shareholder."

The word "shareholder" shall mean shareholder proprietor or member of the Company

"Deed of settlement."

The expression "deed of settlement" shall mean the deed of settlement of the Company and any addition to alteration or amendment thereof which may be made in pursuance of the provisions thereof.

Company incor-  
porated.

2. Such and so many persons as have already become or at any time or times hereafter shall or may in the manner provided by and subject to the rules regulations and provisions contained in the deed of settlement become shareholders or proprietors of shares of or in the capital for the time being of the Company shall subject nevertheless to the conditions regulations and provisions hereinafter contained be one body politic and corporate by name and in deed by the name of the "Australasian Mineral Oil Company" and by that name shall and may grant and receive and shall and may sue and implead any person whether a member of the Company or not and may be sued and impleaded by any person whether a member of the Company or not in all Courts whatsoever at law or in equity and may prefer lay and prosecute any indictment information or prosecution against any person whomsoever whether a shareholder or not for any stealing embezzlement fraud forgery or other crime or offence and in all indictments informations and prosecutions it shall be lawful to state the money goods effects bills notes securities or other property of the Company relative to which such indictment information or prosecution is preferred laid or prosecuted to be the money goods effects bills notes securities or other property of the Company and generally to designate the Company by its corporate name whenever for the purpose of any allegation of an intent to defraud or otherwise howsoever such designation shall be necessary and the Company shall have perpetual succession with a common seal which may be altered varied and changed from time to time at the pleasure of the Company.

Deed of settlement  
confirmed.

3. The several laws rules regulations clauses and agreements contained in the deed of settlement or to be made under or by virtue or in pursuance thereof shall be deemed and considered to be and shall be the by-laws for the time being of the Company save and except in so far as any of them are or shall or may be altered varied or repealed by or are or shall or may be inconsistent or incompatible with or repugnant to any of the provisions of this Act or of any of the laws or statutes now or hereafter to be in force in the said Colony subject nevertheless to alteration amendment or repeal in manner provided by the deed of settlement But no rule or by-law shall on any account or pretence whatsoever be made by the Company either under or by virtue of the deed of settlement or of this Act in opposition to the general scope or true intent and meaning of this Act or of any of the laws or statutes in force for the time being in the said Colony.

Evidence of by-laws.

4. The production of a written or printed copy of the deed of settlement or of any rules by-laws or regulations to be made in pursuance thereof or in pursuance of this Act having the common seal of the Company affixed thereto shall be sufficient evidence in every Court of civil or criminal jurisdiction of such deed of settlement or of such rules by-laws or regulations.

5.

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5. It shall be lawful for the Company notwithstanding any statute or law to the contrary to purchase take hold and enjoy to them and their successors for any estate term of years or interest or under license any mineral or other lands mines houses offices buildings hereditaments and fixtures as may be necessary or proper for the purpose of managing and conducting and carrying on the affairs concerns and business of the Company And to sell convey assign assure lease and otherwise dispose of or act in respect of such lands mines houses offices buildings hereditaments and fixtures as occasion may require.

Power to purchase  
and hold lands &c.

6. It shall be lawful for any person competent so to do to grant sell alien and convey demise assign assure and dispose of unto and to the use of the Company and their successors for the purposes aforesaid or any of them any such land mines houses offices buildings hereditaments and fixtures or to grant to the Company a license for working any such land mines and hereditaments.

Power to sell to  
Company.

7. All the land mines securities covenants debts moneys choses in action and things at present vested in the Trustees of the Company or any other person on behalf of the Company shall immediately after the passing of this Act become vested in the Company for the same estate and interest and with the like powers and authorities as the same are now vested in the said Trustees or other person without any assignment or conveyance whatsoever.

Property at present  
in Trustees to  
become vested in  
Corporation.

8. It shall be lawful for the Company from time to time to extend or increase its capital for the time being by the creation and disposal of new shares subject to the provisions of the deed of settlement.

Increase of capital.

9. It shall be lawful for the Directors from time to time as they shall see fit to make accept and indorse such promissory notes or bills of exchange on behalf of the Company for any purposes connected with the affairs and business of the Company or to authorize any person or persons so to do and the making accepting or indorsing of any such promissory notes or bills of exchange by the Chairman of the Company or other person or persons authorized in that behalf by the Directors for and on behalf of the Company shall be binding against any shareholder and it shall also be lawful for the Directors on behalf of the Company to procure advances and to borrow money and to pay off and discharge such advances subject to the provisions of the deed of settlement Provided that nothing herein contained shall give the Company power to borrow to a greater extent than double the amount of the paid up capital.

Power to borrow.

10. Nothing herein contained shall prejudice or be construed to prejudice any call made or any contract or other act deed matter or thing entered into made or done by the Company prior to or under or by virtue of the said deed of settlement before this Act shall come into operation but the same call contract act deed matter or thing shall be as valid and effectual to all intents and purposes and may be enforced in like manner as if the Company had been incorporated before the same call contract act deed matter or thing had been made entered into or done.

Contracts &c. under  
the deed of settle-  
ment before the Act.

11. The capital or joint stock for the time being and all the funds and property of the Company and the several shares therein and the profits and advantages to be derived therefrom shall be and be deemed to be personal estate and be transmissible as such subject to the regulations and provisions of the deed of settlement.

Capital and shares  
to be personalty.

12. The Company shall not be bound to notice or see to the execution of any trust or equitable interest or demand whether express implied or constructive to which any share may be subject and the receipt

Company not bound  
to regard trusts &c.

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receipt of the party in whose name any such share shall stand in the books of the Company or if it stands in the name of more parties than one the receipt of one of the parties named in the shareholders' register book hereinafter mentioned shall subject to the deed of settlement from time to time be a sufficient discharge to the Company for any dividend or other sum of money payable in respect of such share notwithstanding any trust or equitable claim or demand to which such share may then be subject and notwithstanding that the Company have had notice of such trusts and the Company shall not be bound to see to the application of the money paid upon such receipt And any such share shall be subject to all claims by the Company and otherwise to the provisions of the deed of settlement in the same manner as if the same were not liable to any trust or equitable claim or demand.

Assignee of insolvent shareholder and trustee of assigned estates to nominate a person to become shareholder.

13. In case the assignees of any insolvent shareholder shall elect to accept the shares of such insolvent or in case the trustees of any estate assigned for the benefit of creditors shall elect to accept the shares belonging to such assigned estate such assignees or trustees shall forthwith nominate some other person to become a shareholder in respect of such shares such nominee to be subject to the approval of the Directors but in no case shall such assignees be themselves entitled to become shareholders in respect of the shares of any insolvent shareholder nor shall such trustees be themselves entitled to become shareholders in respect of the shares belonging to any estate assigned for the benefit of creditors.

Declaration in actions for calls.

14. In any action or suit to be brought by the Company against any shareholder to recover the money due for any call made by virtue of this Act or of the deed of settlement it shall not be necessary to set forth the special matter but it shall be sufficient for the Company to declare that the defendant is the holder of one share or more in the capital of the Company (stating the number of shares) and is indebted to the Company in the sum to which the calls in arrear shall amount in respect of one call or more upon one share or more (stating the number and amount of each of such calls) whereby an action hath accrued to the Company.

Matter to be proved in action for calls.

15. On the trial or hearing of such action or suit it shall be sufficient to prove that the defendant at the time of making such call was a holder of one share or more in the capital of the Company and that such call was in fact made and such notice thereof given as is provided for that purpose in the deed of settlement and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever and thereupon the Company shall be entitled to recover what shall be due upon such call with interest thereon.

Shareholders' register book.

16. The Company shall keep a book to be called "the shareholders' register book" and in such book shall be fairly and distinctly entered from time to time the names and (as accurately as may be) the addresses of the several persons entitled to shares in the Company together with the number of shares to which such shareholders shall be respectively entitled.

Shareholders' register book to be evidence.

17. The production of the shareholders' register book shall be admitted in all Courts of civil and criminal jurisdiction as *prima facie* evidence of each person named therein as a shareholder being such shareholder and of the number of his shares.

Dividend to be paid out of the profits.

18. In every case dividends or bonuses shall be declared and paid out of the net gains and profits of the Company and not out of the capital for the time being of the Company.

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19. In the event of the assets of the Company being insufficient to meet its engagements each shareholder shall in addition to the amount of his subscribed shares in the capital of the Company be responsible to the extent only of a sum equal to the amount of his said shares.

Liability of shareholders.

20. In all cases in which by any Act of Parliament or of the Colonial Legislature or by any rule or order or the practice of the Supreme Court or any other Court now or hereafter to be in force in this Colony the plaintiff complainant or defendant in any action suit or other proceeding civil criminal or otherwise or any creditor of an insolvent estate or any person being a party to or interested in any process or proceeding whatsoever is or shall be authorized empowered or required to make any affidavit deposition or information or to sign or present any petition or to do any other act it shall be lawful and competent for the manager or other officer or agent of the Company (where such Company shall be such plaintiff complainant defendant or creditor or be a party to or otherwise interested in any process or proceeding whatsoever as aforesaid) for and on behalf of the Company to make any such affidavit deposition or information sign present any such petition or do any such other act as aforesaid.

Power to manager or other officer to do certain acts.

21. The Directors for the time being shall have the custody of the common seal of the Company and the form thereof and all other matters relating thereto shall from time to time be determined by the Directors in the same manner as is provided in and by the deed of settlement for the determination of other matters by the Directors And the Directors present at a Board of Directors of the Company shall have power to use such common seal or authorize the same to be used for the affairs and concerns of the Company and under such seal to authorize and empower any person without such seal to execute any deeds and do all or any such other matters and things as may be required to be executed and done on behalf of the Company in conformity with the provisions of the deed of settlement and of this Act And such seal may be affixed to any deed or document by the hand of any person whom the Directors shall appoint in that behalf And the affixing thereof shall be attested by at least one Director and such person so appointed But it shall not be necessary to use the corporate seal in respect of any of the ordinary business of the Company or for the appointment of an attorney or solicitor for the prosecution or defence of any action suit or proceeding or of any officer or servant of the Company And all agreements documents and writings relating to the ordinary business of the Company the appointment of attorneys solicitors officers and servants shall be valid and effectual without having the corporate seal attached thereto.

Custody and use of corporate seal.

22. And whereas it has been ascertained that mineral and certain other oils cannot be manufactured and refined without using apparatus used and employed in the process of distillation Be it therefore enacted that notwithstanding any Act of the Legislature of New South Wales to the contrary it shall and may be lawful for the Governor of the Colony of New South Wales or the Colonial Treasurer or other person appointed by the Governor of the said Colony for the time being upon being applied to for that purpose to issue a license free of all charge to the said Company to keep and use apparatus used and employed in the process of distillation for the purpose of manufacturing and refining mineral and other oils and to be used only on the premises of the said Company Provided that the said Company or two of the Directors thereof or shareholders therein shall enter into a recognizance payable to the Colonial Treasurer in the sum of two hundred pounds conditioned that the said Company will not make

Power to Governor &c. to grant license to Company to use certain apparatus.

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make use of such apparatus or suffer the same to be made use of except for the purpose of manufacturing and refining mineral and other oils And provided also that it shall be lawful for any Inspector of Distilleries or other officer or person appointed by the Governor at all times to enter into and upon the premises of the said Company to search and examine the apparatus used thereon and to ascertain the use made thereof.

Short title of Act.

23. In citing this Act in other Acts of Parliament and in legal instruments it shall be sufficient to use the expression "the Australasian Mineral Oil Company's Incorporation Act 1866."

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