

MISCELLANEOUS ACTS (COMPANIES) AMENDMENT ACT,
1981, No. 123

New South Wales



ANNO TRICESIMO

ELIZABETHÆ II REGINÆ

Act No. 123, 1981.

An Act to make amendments to certain Acts consequential upon the enactment of the Companies (Application of Laws) Act, 1981, to make certain other amendments to Acts and for other purposes. [Assented to, 30th December, 1981.]

Miscellaneous Acts (Companies) Amendment.

BE it 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:—

Short title.

1. This Act may be cited as the "Miscellaneous Acts (Companies) Amendment Act, 1981".

Commencement.

2. (1) Except as provided in this section, this Act shall commence on the date of assent to this Act.

(2) Section 4, 5, 6, 7 or 8 (1), in its application to a provision of Schedules 1–8, shall commence on the day on which the provision commences or is deemed to have commenced, as the case may require.

(3) Schedules 1, 2, 4, 6 and 9 shall commence on the day on which the Companies (Application of Laws) Act, 1981, commences.

(4) Schedules 3 (1)–(5), 5 and 7 shall be deemed to have commenced on the day on which the National Companies and Securities Commission (State Provisions) Act, 1981, commenced.

(5) Schedule 3 (6) shall be deemed to have commenced on 1st October, 1981.

(6) Schedule 8, except—

(a) item (4) of the matter relating to the Co-operation Act, 1923;

(b) item (1) of the matter relating to the Credit Union Act, 1969; and

(c) item (2) of the matter relating to the Permanent Building Societies Act, 1967,

shall commence on the day referred to in subsection (3).

Miscellaneous Acts (Companies) Amendment.

Schedules.**3. This Act contains the following Schedules:—**

SCHEDULE 1.—AMENDMENTS TO THE NATIONAL COMPANIES AND SECURITIES COMMISSION (STATE PROVISIONS) ACT, 1981.

SCHEDULE 2.—AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS) ACT, 1981.

SCHEDULE 3.—FURTHER AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS) ACT, 1981.

SCHEDULE 4.—AMENDMENTS TO THE COMPANIES (ACQUISITION OF SHARES) (APPLICATION OF LAWS) ACT, 1981.

SCHEDULE 5.—FURTHER AMENDMENTS TO THE COMPANIES (ACQUISITION OF SHARES) (APPLICATION OF LAWS) ACT, 1981.

SCHEDULE 6.—AMENDMENTS TO THE COMPANIES AND SECURITIES (INTERPRETATION AND MISCELLANEOUS PROVISIONS) (APPLICATION OF LAWS) ACT, 1981.

SCHEDULE 7.—FURTHER AMENDMENTS TO THE COMPANIES AND SECURITIES (INTERPRETATION AND MISCELLANEOUS PROVISIONS) (APPLICATION OF LAWS) ACT, 1981.

SCHEDULE 8.—AMENDMENTS TO OTHER ACTS.

SCHEDULE 9.—SAVINGS AND TRANSITIONAL PROVISIONS.

Amendment of Act No. 60, 1981.

4. The National Companies and Securities Commission (State Provisions) Act, 1981, is amended in the manner set forth in Schedule 1.

Amendment of Act No. 61, 1981.

5. The Securities Industry (Application of Laws) Act, 1981, is amended in the manner set forth in Schedules 2 and 3.

Amendment of Act No. 62, 1981.

6. The Companies (Acquisition of Shares) (Application of Laws) Act, 1981, is amended in the manner set forth in Schedules 4 and 5.

Miscellaneous Acts (Companies) Amendment.

Amendment of Act No. 63, 1981.

7. The Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act, 1981, is amended in the manner set forth in Schedules 6 and 7.

Amendment of other Acts.

8. (1) Each Act specified in Schedule 8 is amended in the manner set forth in that Schedule.

(2) The Governor may make regulations containing—

- (a) provisions requiring a reference, in a specified Act or provision of an Act, to a specified excluded Act or provision of an excluded Act or to the Corporate Affairs Commission to be read and construed as, or as including, a reference to a specified Code or provision of a Code or to the National Companies and Securities Commission; and
- (b) such other provisions (if any) as in the opinion of the Governor are necessary or convenient to be made for the purposes of dealing with matters that are incidental to or consequential on the making of the provisions referred to in paragraph (a).

(3) In this section—

“Code” means the Companies (New South Wales) Code, the Companies (Acquisition of Shares) (New South Wales) Code, the Securities Industry (New South Wales) Code or the Companies and Securities (Interpretation and Miscellaneous Provisions) (New South Wales) Code;

“excluded Act” means the Companies Act, 1961, the Companies (Transfer of Domicile) Act, 1968, the Marketable Securities Act, 1970, or the Securities Industry Act, 1975, or any corresponding previous enactment.

Savings and transitional provisions.

9. Schedule 9 has effect.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 1.

(Sec. 4.)

AMENDMENTS TO THE NATIONAL COMPANIES AND SECURITIES
COMMISSION (STATE PROVISIONS) ACT, 1981.

(1) Section 12 (1)—

Before “any functions”, insert “all or”.

(2) Section 12 (3) (b)—

Omit the paragraph, insert instead:—

- (b) the person for the time being holding a specified office under an Act, an Act of another State or a Commonwealth Act or the person for the time being occupying a position in the Public Service of the State, of another State or of the Commonwealth, being a position that is specified in the instrument of delegation.

(3) Section 12 (5) (b)—

Omit the paragraph, insert instead:—

- (b) the person for the time being occupying a position in the Public Service of the State, of another State or of the Commonwealth, being a position that is specified in the instrument by which the authority is given.

SCHEDULE 2.

(Sec. 5.)

AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS)
ACT, 1981.

(1) Section 3—

From the matter relating to Part II, omit “15”, insert instead “15A”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 2—*continued.*

AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS)
ACT, 1981—*continued.*

(2) Section 15A—

After section 15, insert:—

Exemptions from “prescribed interest”.

15A. (1) Where the Ministerial Council approves an exemption of a right or interest, or a right or interest included in a class or kind of rights or interests, to be an exempt right or interest or a class or kind of exempt rights or interests for the purposes of paragraph (g) of the definition of “prescribed interest” in section 4 (1) of the Securities Industry (New South Wales) Code, the Governor may make regulations declaring that right or interest, or a right or interest included in the class or kind of rights or interests, to be an exempt right or interest or a class or kind of exempt rights or interests for the purposes of that paragraph.

(2) Regulations under subsection (1) shall be read and construed as one with the Securities Industry (New South Wales) Regulations.

(3) Schedule 1, clause 1 (a)—

Omit the paragraph, insert instead:—

- (a) for the words “*Companies Act 1981*” in the Commonwealth Act (wherever occurring) there were substituted the words “*Companies (New South Wales) Code*”;

(4) Schedule 1, clause 2 (2)—

Omit the subclause, insert instead:—

- (2) In section 4 (7) of the Commonwealth Act for the words “that Act” there were substituted the words “that Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 2—*continued.*AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS)
ACT, 1981—*continued.*

(5) Schedule 1, clause 11—

Omit the clause, insert instead:—

11. In section 30 of the Commonwealth Act—

- (a) the word “and” at the end of sub-section (4) (a) were repealed;
- (b) in sub-section (4) (b) for the word “Commonwealth.” there were substituted the words “State; and”;
- (c) after sub-section (4) (b) there were inserted the following paragraph:—
 - (c) the Commonwealth Minister may cause to be printed and published the whole or any part of a report under this Division that relates to an investigation the expenses of which are, under the Agreement, to be borne by the Commonwealth.
- (d) in sub-section (5) for the words “Ministerial Council or the Minister” (wherever occurring) there were substituted the words “Ministerial Council, the Minister or the Commonwealth Minister”.

(6) Schedule 1, clause 13A—

After clause 13, insert:—

13A. In section 48 (b) of the Commonwealth Act for the words “of a State or of another Territory” (where twice occurring) there were substituted the words “in force in another State or in a Territory”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 2—*continued.*

AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS)
ACT, 1981—*continued.*

(7) Schedule 1, clauses 17, 17A—

Omit clause 17, insert instead:—

17. (1) In section 75 (2) (e) of the Commonwealth Act for the words “of a participating State or a” there were substituted the words “in force in a participating State or”.

(2) In section 75 (3) (e) of the Commonwealth Act for the words “*Business Names Ordinance 1963*” there were substituted the words “*Business Names Act, 1962*”.

(3) In section 75 (3) (f) of the Commonwealth Act for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”.

(4) In section 75 (19) of the Commonwealth Act for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”.

(5) In section 75 (20) of the Commonwealth Act for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”.

17A. In section 76 (9) of the Commonwealth Act for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”.

(8) Schedule 2, clause 6—

After clause 5, insert:—

6. For the words “Securities Industry Regulations” (wherever occurring) there were substituted the words “Securities Industry (New South Wales) Regulations”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 3.

(Sec. 5.)

FURTHER AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS) ACT, 1981.

(1) Schedule 1, clause 1 (c)—

Omit the paragraph, insert instead:—

- (c) for the words “law of a State or of another Territory” in the Commonwealth Act (wherever occurring) there were substituted the words “law in force in another State or in a Territory”;

(2) Schedule 1, clause 2 (3)—

After clause 2 (2), insert:—

- (3) After section 4 (9) of the Commonwealth Act there were inserted the following subsection:—

(10) In this Code—

- (a) a reference to a previous law, or provision of a previous law, or previous enactment, of New South Wales or of the State corresponding to, or to a provision of, this Code includes a reference to, or to a provision of, the *Securities Industry Act, 1975*; and
- (b) a reference to a previous law, or provision of a previous law, or previous enactment, of a State other than New South Wales or another State corresponding to, or to a provision of, this Code includes a reference to, or to a provision of, the law of that State corresponding to the *Securities Industry Act, 1975*.

(3) Schedule 1, clause 4A—

After clause 4, insert:—

- 4A. In section 9 (2) of the Commonwealth Act for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 3—*continued.*

FURTHER AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS) ACT, 1981—*continued.*

(4) Schedule 1, clause 10—

Omit the clause, insert instead:—

10. For section 20 of the Commonwealth Act there were substituted the following section:—

20. An investigation under this Division shall, for the purposes of Part IV of the *Evidence Act*, 1898, be deemed to be a legal proceeding.

(5) Schedule 1, clause 16—

Omit the clause, insert instead:—

16. For section 60 (5) of the Commonwealth Act there were substituted the following sub-section:—

(5) A person disqualified or deemed to be disqualified, either permanently or for a period, from holding a licence—

- (a) under the corresponding law in force in another State or in a Territory by reason of an order of a court under that corresponding law or by reason of a provision of that corresponding law; or
- (b) by reason of an order of a court under section 47 of the *Securities Industry Act*, 1975, or under a corresponding provision of a previous law or under a provision of a law, or a previous law, of another State,

shall, while he is so disqualified or deemed to be disqualified, be deemed to be disqualified from holding a licence under this Code.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 3—*continued.*FURTHER AMENDMENTS TO THE SECURITIES INDUSTRY (APPLICATION OF LAWS) ACT, 1981—*continued.*

(6) Schedule 1, clause 18—

Omit the clause, insert instead:—

18. In section 81 of the Commonwealth Act—

- (a) in sub-section (1) for the words “is not, in the absence of malice on his part, liable to any action for defamation at the suit of any person” there were substituted the words “has qualified privilege in proceedings for defamation”;
- (b) in sub-section (2) for the words “is not, in the absence of malice on his part, liable to any action for defamation at the suit of any person” there were substituted the words “has qualified privilege in proceedings for defamation”;
- (c) in sub-section (2) (a) for the words “of a participating State or of a” there were substituted the words “in force in a participating State or”;
- (d) in sub-section (3) for the words “an action” there were substituted the word “proceedings”.

SCHEDULE 4.

(Sec. 6.)

AMENDMENTS TO THE COMPANIES (ACQUISITION OF SHARES)
(APPLICATION OF LAWS) ACT, 1981.

(1) Section 5 (1)—

Omit the subsection, insert instead:—

- (1) The provisions applying by reason of section 4, except as provided by section 17, operate to the exclusion of Part VIb of, and the Tenth Schedule to, the *Companies Act, 1961.*

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 4—*continued.*

AMENDMENTS TO THE COMPANIES (ACQUISITION OF SHARES)
(APPLICATION OF LAWS) ACT, 1981—*continued.*

(2) Sections 7, 8—

Omit the sections, insert instead:—

Incorporation in Companies (New South Wales) Code.

7. (1) The provisions applying by reason of section 4 are incorporated with, and shall be read as one with, the Companies (New South Wales) Code.

(2) The provisions applying by reason of section 6 are incorporated with, and shall be read as one with, regulations applying under the Companies (New South Wales) Code.

Operation of Companies (New South Wales) Code.

8. For the purposes of the operation of the Companies (New South Wales) Code and regulations applying under that Code and the performance of functions and the exercise of powers under that Code or those regulations, with respect to the provisions of, or matters relating to or arising under, the applied provisions—

- (a) references in that Code or those regulations to documents submitted to, or lodged with, the Commission shall be construed as references to documents submitted to, or lodged with, the Commission under the applied provisions; and
- (b) references in those regulations to the Companies (New South Wales) Code shall, in accordance with section 7 (1), be construed as references to that Code with the incorporation of, and as read as one with, the provisions applying by reason of section 4.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 4—*continued.*AMENDMENTS TO THE COMPANIES (ACQUISITION OF SHARES)
(APPLICATION OF LAWS) ACT, 1981—*continued.*

(3) Schedule 1, clause 1 (a)—

Omit the paragraph, insert instead:—

- (a) for the words "*Companies Act 1981*" in the Commonwealth Act (wherever occurring) there were substituted the words "*Companies (New South Wales) Code*";

(4) Schedule 1, clause 3A—

After clause 3, insert:—

3A. In section 38 (4) of the Commonwealth Act—

- (a) in paragraph (a) (ii) for the words "law of the place" there were substituted the words "law in force in the place";
- (b) in paragraph (c) for the words "law of a place" there were substituted the words "law in force in a place".

SCHEDULE 5.

(Sec. 6.)

FURTHER AMENDMENTS TO THE COMPANIES (ACQUISITION OF SHARES)
(APPLICATION OF LAWS) ACT, 1981.

(1) Schedule 1, clause 1 (e)—

Omit the paragraph, insert instead:—

- (e) for the words "law of a State or of another Territory" and "law of a State or another Territory" in the Commonwealth Act (wherever occurring) there were substituted the words "law in force in another State or in a Territory".

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 5—*continued.*

FURTHER AMENDMENTS TO THE COMPANIES (ACQUISITION OF SHARES)
(APPLICATION OF LAWS) ACT, 1981—*continued.*

(2) Schedule 1, clause 2A—

After clause 2, insert:—

2A. After section 6 of the Commonwealth Act there were inserted the following section:—

6A. In this Code—

- (a) a reference to a previous law, or provision of a previous law, or previous enactment, of New South Wales or of the State corresponding to, or to a provision of, this Code includes a reference to, or to a provision of, the *Companies Act, 1961*; and
- (b) a reference to a previous law, or provision of a previous law, or previous enactment, of a State other than New South Wales or of another State corresponding to, or to a provision of, this Code includes a reference to, or to a provision of, that law of that State corresponding to the *Companies Act, 1961*.

SCHEDULE 6.

(Sec. 7.)

AMENDMENTS TO THE COMPANIES AND SECURITIES (INTERPRETATION AND
MISCELLANEOUS PROVISIONS) (APPLICATION OF LAWS) ACT, 1981.

(1) Section 11 (2)—

After “regulation,” insert “clause,”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 6—*continued.*

AMENDMENTS TO THE COMPANIES AND SECURITIES (INTERPRETATION AND MISCELLANEOUS PROVISIONS) (APPLICATION OF LAWS) ACT, 1981—*continued.*

(2) Schedule 1, clause 3 (g)—

Omit the paragraph, insert instead:—

- (g) in paragraph (b) of the definition of “constituent documents” for the words “(other than the *Companies Act* 1981 or the corresponding law of a State or another Territory or of another country)” there were substituted the words “(other than the *Companies (New South Wales) Code* or the corresponding law in force in another State or in a Territory or in another country)”;

(3) Schedule 1, clauses 17, 18—

After clause 16, insert:—

17. In section 40 of the Commonwealth Act—

- (a) in sub-section (1) before the word “made” there were inserted the word “applying,”;
- (b) in sub-section (2) before the words “was made” there were inserted the words “applies or”.

18. For section 41 of the Commonwealth Act there were substituted the following section:—

Evidence of laws of other States and of Territories.

41. (1) Where a provision of a law of another State or of a Territory, being a law by reason of which provisions of a relevant Act of the Commonwealth or regulations in force for the time being under a relevant Act of the Commonwealth apply as laws of that State or Territory, provides that a document published in accordance with that provision is *prima facie* evidence of the provisions of that Act or those regulations as so applying on a particular date, a document that is, or purports

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 6—*continued.*AMENDMENTS TO THE COMPANIES AND SECURITIES (INTERPRETATION AND MISCELLANEOUS PROVISIONS) (APPLICATION OF LAWS) ACT, 1981—*continued.*

to be, a copy of a document so published is *prima facie* evidence of the provisions of that Act or those regulations as so applying on that date.

(2) In sub-section (1), “relevant Act of the Commonwealth” means—

- (a) the *Companies and Securities (Interpretation and Miscellaneous Provisions) Act* 1980 of the Commonwealth;
- (b) the *Companies (Acquisition of Shares) Act* 1980 of the Commonwealth;
- (c) the *Securities Industry Act* 1980 of the Commonwealth; or
- (d) the *Companies Act* 1981 of the Commonwealth, as amended and in force for the time being.

SCHEDULE 7.

(Sec. 7.)

FURTHER AMENDMENTS TO THE COMPANIES AND SECURITIES (INTERPRETATION AND MISCELLANEOUS PROVISIONS) (APPLICATION OF LAWS) ACT, 1981.

- (1) Schedule 1, clause 3 (w)—
Omit the paragraph.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 7—*continued.*

FURTHER AMENDMENTS TO THE COMPANIES AND SECURITIES (INTERPRETATION AND MISCELLANEOUS PROVISIONS) (APPLICATION OF LAWS) ACT, 1981—*continued.*

(2) Schedule 1, clause 11—

(a) Omit “(6)”, insert instead “(5A)”.

(b) Omit “(7)”, insert instead “(5B)”.

(c) At the end of the clause, insert:—

(5C) Nothing in this section affects the operation of Part XIII A of the *Crimes Act*, 1900.

SCHEDULE 8.

(Sec. 8.)

AMENDMENTS TO OTHER ACTS.

Agricultural Seeds Act, 1921, No. 15—

Section 4 (1) (a), (a1)—

Omit section 4 (1) (a), insert instead:—

(a) the name of the seller;

(a1) the address of the seller, unless the seller is—

(i) a company or a registered foreign company, within the meaning of the Companies (New South Wales) Code;

(ii) a recognized company or a recognized foreign company, within the meaning of the Companies (New South Wales) Code, in respect of which there is currently lodged with the National Companies and Securities Commission notice of the situation of its principal office within New South Wales; or

(iii) a firm having its name registered under the Business Names Act, 1962; and

Air Transport Act, 1964, No. 36—

Section 8 (2) (b)—

Omit “section 362 (1) of the Companies Act, 1961”, insert instead “section 528 (1) of the Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

Anti-Discrimination Act, 1977, No. 48—

(1) Section 4 (1), definition of “corporation”—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(2) Section 25 (4)—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(3) Section 40 (4)—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

Associated General Contractors Insurance Company Limited Act, 1980, No. 38—

(1) Section 11 (a), (b)—

Omit the paragraphs, insert instead:—

(a) the reference to the authority of the Court, of the committee of inspection or of a resolution of the creditors in section 377 of the Companies (New South Wales) Code were a reference to the authority of the Government Insurance Office; and

(b) the words “subject to the provisions of section 441,” were omitted from section 377 (1) (b) of the Companies (New South Wales) Code.

(2) Section 12 (2)—

Omit “section 237 (4) of the Companies Act, 1961”, insert instead “section 379 (4) of the Companies (New South Wales) Code”.

(3) Section 13 (1), (2), (3)—

Omit “section 292 of the Companies Act, 1961” wherever occurring, insert instead “section 441 of the Companies (New South Wales) Code”.

Bread (Returns) Act, 1977, No. 21—

Section 3 (2)—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.***Builders Licensing Act, 1971, No. 16—**

(1) Section 9 (3)—

After “1919”, insert “, but those subsections do apply to a company within the meaning of the Companies (New South Wales) Code”.

(2) Section 13A (3)—

After “1919”, insert “, but those subsections do apply to a company within the meaning of the Companies (New South Wales) Code”.

(3) Section 34 (4)—

Omit “section 6 (5) of the Companies Act, 1961,”, insert instead “section 7 (5) of the Companies (New South Wales) Code”.

Building and Construction Industry Long Service Payments Act, 1974, No. 98—

Section 31 (7)—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

Business Franchise Licences (Tobacco) Act, 1975, No. 63—

(1) Section 3 (1), definition of “voting share”—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(2) Section 3B—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(3) Section 7 (6)—

Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.***Business Names Act, 1962, No. 11—**

- (1) (a) Section 4 (1), definition of “Commission”—
Omit “constituted under the Securities Industry Act, 1975”, insert instead “continued in existence by the Corporate Affairs Commission Act, 1981”.
- (b) Section 4 (1), definition of “Corporation”—
Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.
- (c) Section 4 (1), definition of “Secretary”—
Omit “Division 3 of Part XI of the Companies Act, 1961,”, insert instead “Division 5 of Part XIII of the Companies (New South Wales) Code”.
- (2) (a) Section 5A (1) (a) (iii)—
Omit “or 303”, insert instead “, 374B or 374c”.
- (b) Section 5A (1) (a) (iii)—
Omit “and”.
- (c) Section 5A (1) (b) (ii)—
Omit “name.”, insert instead “name; and”.
- (d) Section 5A (1) (c)—
After section 5A (1) (b), insert:—
(c) to a person convicted on or after the date appointed and notified pursuant to section 2 (2) of the Companies (Application of Laws) Act, 1981, of an offence under section 108, 229, 554, 555, 556, 559 or 560 of the Companies (New South Wales) Code or under any other provision of that Code that may be prescribed, under section 44 of the Companies (Acquisition of Shares) (New South Wales) Code, under section 129 of the Securities Industry (New South Wales) Code, or under any corresponding provision of a law in force in another State or in a Territory.
- (3) Section 19 (1) (d)—
Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.
- (4) Section 26 (2)—
Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—continued.**AMENDMENTS TO OTHER ACTS—continued.**

(5) Section 32 (2) (a)—

Omit “twenty dollars”, insert instead “\$500”.

Cinematograph Films Act, 1935, No. 41—

(1) Section 11c (1) (a)—

Omit “registered in the State”, insert instead “within the meaning of the Companies (New South Wales) Code”.

(2) Section 11c (1) (a)—

Omit “as defined in the Companies Act, 1936”, insert instead “within the meaning of that Code”.

(3) Section 11c (1) (a)—

Omit “that Act”, insert instead “that Code”.

Coal Mining Act, 1973, No. 81—

(1) Section 6 (1), definition of “corporation”—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(2) Section 36 (b)—

Omit “foreign company (as defined in section 5 (1) of the Companies Act, 1961)”, insert instead “recognized company or a foreign company, as defined in section 5 (1) of the Companies (New South Wales) Code”.

(3) Section 45—

Omit “foreign corporation (as defined in section 5 (1) of the Companies Act, 1961)”, insert instead “recognized company or a foreign company, as defined in section 5 (1) of the Companies (New South Wales) Code”.

Companies Act, 1961, No. 71—**Sections 8, 9—**

Omit the sections.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

Consumer Claims Tribunals Act, 1974, No. 16—

Section 30 (3) (a)—

Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.

Consumer Protection Act, 1969, No. 28—

Section 42 (2) (f)—

Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.

Conveyancing Act, 1919, No. 6—

(1) Section 7 (1), definition of “Bankruptcy”—

After “1961,” insert “, or the Companies (New South Wales) Code”.

(2) (a) Section 109A (1) (b)—

After “1961,” insert “or under Division 9 of Part IV of the Companies (New South Wales) Code,”.

(b) Section 109A (1) (b)—

After “such Act,” insert “or Code”.

(3) Section 142, definition of “Dividends”—

Omit “registered under the Companies Act, 1961,” insert instead “within the meaning of the Companies (New South Wales) Code”.

(4) Section 164 (1A)—

After “Commission,” insert “or the National Companies and Securities Commission, whether within New South Wales or elsewhere,”

Co-operation Act, 1923 (1924, No. 1)—

(1) (a) Section 41A (3)—

Omit “Corporation,” insert instead “corporation”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

- (b) Section 41A (3)—
Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.
- (2) (a) Section 44A (1)—
Omit “company registered or deemed to be registered under the Companies Act, 1961,”, insert instead “company within the meaning of the Companies (New South Wales) Code”.
- (b) Section 44A (1)—
Omit “that Act”, insert instead “that Code”.
- (c) Section 44A (2D)—
Omit “Companies Act, 1961, and the name of the company shall be removed from the register kept under that Act”, insert instead “Companies (New South Wales) Code, the Companies Act, 1961, or a corresponding previous enactment, and the registration of the company thereunder shall be cancelled”.
- (3) (a) Section 47B (2) (d)—
Omit “section 6A of the Companies Act, 1961,”, insert instead “section 8 of the Companies (New South Wales) Code”.
- (b) Section 47B (2) (d)—
Omit “that Act”, insert instead “that Code”.
- (c) Section 47B (2) (d) (i)—
Omit “(7) and (8)”, insert instead “(8), (9), (10) and (11)”.
- (4) Section 60 (2)—
At the end of section 60, insert:—
(2) A society is not a company within the meaning of the Companies (Acquisition of Shares) (New South Wales) Code.
- (5) (a) Section 65 (3)—
Omit “sections 70 and 73 and of Division 7 of Part IV of the Companies Act, 1961,”, insert instead “sections 147 and 151 and of Division 9 of Part IV of the Companies (New South Wales) Code”.
- (b) Section 65 (4)—
Omit “Part VIII of the Companies Act, 1961,”, insert instead “Part X of the Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (6) (a) Section 68 (3A)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (b) Section 68 (3A)—
Omit “other” where secondly occurring.
- (7) (a) Section 70 (1)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (b) Section 70 (1A)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (c) Section 70 (4) (a)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (d) Section 70 (4) (b)—
After “under” where secondly occurring, insert “the Companies (New South Wales) Code or”.
- (e) Section 70 (5)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (f) Section 70 (5) (b)—
Omit “the Fourth Schedule”, insert instead “Schedule 3 to that Code”.
- (g) Section 70 (7)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (h) Section 70 (7) (b)—
Omit “Corporate Affairs Commission” wherever occurring, insert instead “National Companies and Securities Commission”.
- (i) Section 70 (7) (b) (i)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (j) Section 70 (8)—
Omit “Corporate Affairs Commission”, insert instead “National Companies and Securities Commission”.
 - (k) Section 70 (8)—
Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.
 - (l) Section 70 (8)—
Omit “the said Act”, insert instead “that Code”.
 - (m) Section 70 (9)—
Omit “Corporate Affairs Commission”, insert instead “National Companies and Securities Commission”.
 - (n) Section 70 (12)—
After “Commission”, insert “or by the National Companies and Securities Commission”.
 - (o) Section 70 (12)—
Omit “Companies Act, 1961, in respect of registration under that Act”, insert instead “Companies (New South Wales) Code or the Companies Act, 1961, or any corresponding previous enactment, in respect of registration in respect of any such Code or Act”.
- (8) (a) Section 84AA (2) (c)—
Omit “or”.
- (b) Section 84AA (2) (d)—
Omit “1961,”, insert instead “1961; or”.
- (c) Section 84AA (2) (e)—
After section 84AA (2) (d), insert:—
- (e) of an offence under section 108, 229, 554, 555, 556, 559 or 560 of the Companies (New South Wales) Code or any other provision of that Code that may be prescribed, under section 44 of the Companies (Acquisition of Shares) (New South Wales) Code, under section 129 of the Securities Industry (New South Wales) Code, or under any corresponding provision of a law in force in another State or in a Territory,
- (9) Section 88A (2)—
Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

(10) Section 91A—

Omit “Part IX of the Companies Act, 1961,” insert instead “Part XI of the Companies (New South Wales) Code”.

(11) (a) Section 92 (2)—

Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.

(b) Section 92 (6) (a)—

Omit “Part X of the Companies Act, 1961,” insert instead “Part XII of the Companies (New South Wales) Code”.

(c) Section 92 (6) (a)—

Omit “that Act”, insert instead “that Code”.

(d) Section 92 (6) (b)—

Omit “Part X of the Companies Act, 1961,” insert instead “Part XII of the Companies (New South Wales) Code”.

(e) Section 92 (6) (b) (iii)—

Omit “section 218 (1) (d)”, insert instead “section 360 (1) (e)”.

(f) Section 92 (6) (b) (iv)—

Omit “sections 221 and 222”, insert instead “section 364”.

(g) Section 92 (6) (b) (v)—

Omit “sections 270, 271 and 272 of the Companies Act, 1961,” insert instead “sections 409, 410 and 411 of the Companies (New South Wales) Code”.

(h) Section 92 (6) (b) (v)—

Omit “that Act”, insert instead “that Code”.

(i) Section 92 (6) (b) (vi)—

Omit the subparagraph, insert instead:—

(vi) section 417 (4) shall be deemed to be amended by inserting after the words “winding up of” the words “a society that is a co-operative housing society or a Starr-Bowkett society as defined in section 16 (2) of the Co-operation Act, 1923, or of”.

(12) Sections 92A, 92B—

Omit “Companies Act, 1961” wherever occurring, insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

(13) Section 92c—

Omit the section, insert instead:—

Certain provisions of Companies (New South Wales) Code to apply.

92c. (1) Subject to this section, the provisions of sections 541 and 542 and of sections 553 to 561, both inclusive, of the Companies (New South Wales) Code apply to and in respect of a society in the same way as they apply to and in respect of a company.

(2) For the purposes of subsection (1), the provisions referred to therein shall be construed as if—

- (a) a reference therein to a company were a reference to a society;
- (b) a reference therein to the Commission were a reference to the registrar;
- (c) section 553 (1) (d) were omitted;
- (d) paragraph (c) were omitted from—
 - (i) the definition of “appropriate officer” in section 553 (3); and
 - (ii) the definition of “relevant day” in section 553 (3); and
- (e) the reference in section 555 to section 267 were a reference to the provisions of this Act relating to the keeping of accounts of a society.

Corporate Affairs Commission Act, 1981, No. 64—

(1) Section 11A—

After section 11, insert:—

Fees.

11A. The Commission may, for and on behalf of the State—

- (a) waive or reduce, in a particular case or classes of cases, any fees that would otherwise be payable to the Commission for and on behalf of the State; or
- (b) refund in whole or in part, in a particular case or classes of cases fees paid to the Commission for and on behalf of the State.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

(2) (a) Section 13 (3) (b)—

Omit the paragraph, insert instead:—

(b) the person for the time being holding a specified office under an Act or the person for the time being occupying a position in the Public Service, being a position that is specified in the instrument of delegation.

(b) Section 13 (5) (b)—

Omit the paragraph, insert instead:—

(b) the person for the time being holding a specified office under an Act or the person for the time being holding a position in the Public Service, being a position that is specified in the instrument by which the authority is given.

Credit Union Act, 1969, No. 8—

(1) Section 10 (2)—

At the end of section 10, insert:—

(2) A credit union, or an association, is not a company within the meaning of the Companies (Acquisition of Shares) (New South Wales) Code.

(2) (a) Section 11 (2)—

Omit "Companies Act, 1961", insert instead, "Companies (New South Wales) Code".

(b) Section 11 (2)—

Omit "other".

(3) (a) Section 12 (10)—

Omit "sections 70 and 73 and of Division 7 of Part IV of the Companies Act, 1961,", insert instead "sections 147 and 151 and of Division 9 of Part IV of the Companies (New South Wales) Code".

(b) Section 12 (11)—

Omit "Part VIII of the Companies Act, 1961,", insert instead "Part X of the Companies (New South Wales) Code".

(4) (a) Section 36 (5)—

Omit "sections 70 and 73 and of Division 7 of Part IV of the Companies Act, 1961,", insert instead "sections 147 and 151 and of Division 9 of Part IV of the Companies (New South Wales) Code".

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (b) Section 36 (6)—
Omit “Part VIII of the Companies Act, 1961,” insert instead “Part X of the Companies (New South Wales) Code”.
- (5) (a) Section 55A (2) (c)—
Omit “or”.
- (b) Section 55A (2) (d)—
Omit the paragraph, insert instead:—
(d) of an offence under section 124, 374B or 374C of the Companies Act, 1961, or under any other provision of that Act that may be prescribed; or
- (c) Section 55A (2) (e)—
After section 55A (2) (d), insert:—
(e) of an offence under section 108, 229, 554, 555, 556, 559 or 560 of the Companies (New South Wales) Code or under any other provision of that Code that may be prescribed, under section 44 of the Companies (Acquisition of Shares) (New South Wales) Code, under section 129 of the Securities Industry (New South Wales) Code, or under any corresponding provision of a law in force in another State or in a Territory,
- (6) Section 71—
Omit “Part IX of the Companies Act, 1961,” insert instead “Part XI of the Companies (New South Wales) Code”.
- (7) (a) Section 72 (2)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (b) Section 72 (7)—
Omit “Part X of the Companies Act, 1961,” insert instead “Part XII of the Companies (New South Wales) Code”.
- (c) Section 72 (7)—
Omit “that Act”, insert instead “that Code”.
- (d) Section 72 (8)—
Omit “Part X of the Companies Act, 1961,” insert instead “Part XII of the Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (e) Section 72 (8) (c)—
Omit “paragraph (d) of subsection (1) of section 218”, insert instead “section 360 (1) (e)”.
- (f) Section 72 (8) (d)—
Omit “sections 221 and 222”, insert instead “section 364”.
- (g) Section 72 (8) (e)—
Omit “sections 270, 271 and 272 of the Companies Act, 1961,”, insert instead “sections 409, 410 and 411 of the Companies (New South Wales) Code”.
- (h) Section 72 (8) (e)—
Omit “that Act”, insert instead “that Code”.
- (i) Section 72 (8) (f)—
Omit the paragraph, insert instead:—
(f) section 417 (4) shall be deemed to be amended by inserting after the words “winding up of” the words “a credit union registered under the Credit Union Act, 1969, or of”.
- (8) Sections 73, 74—
Omit “Companies Act, 1961,” wherever occurring, insert instead “Companies (New South Wales) Code,”.
- (9) Section 75A—
Omit the section, insert instead:—
Certain provisions of Companies (New South Wales) Code to apply.
75A. (1) Subject to this section, the provisions of sections 541 and 542 and of sections 553 to 561, both inclusive, of the Companies (New South Wales) Code apply to and in respect of credit unions and associations in the same way as they apply to and in respect of a company.
(2) For the purposes of subsection (1), the provisions referred to therein shall be construed as if—
(a) a reference therein to a company were, in the application of the provisions to and in respect of—
(i) a credit union, a reference to a credit union; and
(ii) an association, a reference to an association;
(b) a reference therein to the Commission were a reference to the Registrar;

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

- (c) section 553 (1) (d) were omitted;
- (d) paragraph (c) were omitted from—
 - (i) the definition of “appropriate officer” in section 553 (3); and
 - (ii) the definition of “relevant day” in section 553 (3); and
- (e) the reference in section 555 to section 267 were a reference to the provisions of this Act relating to the keeping of accounts by a credit union or an association, as the case may be.

Crimes Act, 1900, No. 40—

(1) Section 185A (6)—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(2) (a) Tenth Schedule—

From paragraph (f) (iv), omit “or” where lastly occurring.

(b) Tenth Schedule—

From paragraph (f) (v), omit “Code.”, insert instead “Code; or”.

(c) Tenth Schedule—

After paragraph (f) (v), insert:—

- (vi) section 108 (1), 123 (11), 174 (1), 276 (1) (being an offence committed as referred to in section 276 (1) (b)), 310 (1), 559 or 560 of the Companies (New South Wales) Code.

Evidence Act, 1898, No. 11—

Section 43c (5), definition of “prescribed corporation”—

From paragraph (c), omit “Companies Act, 1936, as amended by subsequent Acts.”, insert instead “Companies (New South Wales) Code”.

Evidence (Reproductions) Act, 1967, No. 44—

Section 9—

After “this Act”, insert “, or any Code within the meaning of the Companies and Securities (Interpretation and Miscellaneous Provisions) (New South Wales) Code.”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

Farm Water Storages and Bores Subsidies Act, 1973, No. 58—

Section 5 (2) (c) (ii)—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

Firearms and Dangerous Weapons Act, 1973, No. 38—

(1) Sections 7 (6) (b), 10 (5) (d) (ii)—

Omit "Companies Act, 1961" wherever occurring, insert instead "Companies (New South Wales) Code".

(2) Section 11 (2) (b) (ii)—

Omit "section 362 (1) of the Companies Act, 1961", insert instead "section 528 (1) of the Companies (New South Wales) Code".

(3) Section 68 (1)—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

Fisheries and Oyster Farms Act, 1935, No. 58—

Section 48 (3) (f)—

Omit the paragraph, insert instead:—

(f) the society may be wound up in accordance with Division 6 of Part XII of the Companies (New South Wales) Code.

Friendly Societies Act, 1912, No. 46—

(1) Section 10 (5) (a)—

After "under", insert "the Companies (New South Wales) Code or".

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

- (2) (a) Section 44B (5)—
 Omit “sections 70 and 73 and Division 7 of Part IV of the Companies Act, 1961,” insert instead “sections 147 and 151 and of Division 9 of Part IV of the Companies (New South Wales) Code”.
- (b) Section 44B (6)—
 Omit “Companies Act, 1961, referred to in that subsection to the Corporate Affairs Commission”, insert instead “Companies (New South Wales) Code referred to in that subsection to the Commission”.
- (3) (a) Section 61 (1), (2)—
 Omit “Companies Acts” wherever occurring, insert instead “Companies (New South Wales) Code”.
- (b) Section 61 (2)—
 Omit “the said Act”, insert instead “that Code”.
- (4) (a) Section 93A (2) (c)—
 Omit “or”.
- (b) Section 93A (2) (d)—
 Omit “prescribed,” insert instead “prescribed; or”.
- (c) Section 93A (2) (e)—
 After section 93A (2) (d), insert:—
- (e) of an offence under section 108, 229, 554, 555, 556, 559 or 560 of the Companies (New South Wales) Code or any other provision of that Code that may be prescribed, under section 44 of the Companies (Acquisition of Shares) (New South Wales) Code, under section 129 of the Securities Industry (New South Wales) Code, or under any corresponding provision of a law in force in another State or in a Territory,

Funeral Funds Act, 1979, No. 106—

- (1) Section 4 (1), definition of “company”—
 Omit the definition, insert instead:—
 “company” means a company within the meaning of the Companies (New South Wales) Code;

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

(2) Section 13 (1) (f)—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

(3) (a) Section 24 (2) (b)—

Omit "is a manager or secretary of the fund as are required by section 134 of the Companies Act, 1961, to be contained in the register of directors, managers and secretaries of the fund", insert instead "is a principal executive officer or secretary of the fund as are required by section 238 of the Companies (New South Wales) Code to be contained in the register of directors, principal executive officers and secretaries of the fund".

(b) Section 24 (3) (a)—

Omit "manager", insert instead "principal executive officer".

(c) Section 24 (3) (a), (b)—

Omit "section 162 of the Companies Act, 1961," wherever occurring, insert instead "section 269 of the Companies (New South Wales) Code".

(d) Section 24 (3) (c)—

Omit "section 167 of the Companies Act, 1961," insert instead "section 285 of the Companies (New South Wales) Code".

(4) (a) Section 68 (1) (b)—

Omit "Companies Act, 1961," insert instead "Companies (New South Wales) Code".

(b) Section 68 (1) (c)—

Omit "Part VIA of the Companies Act, 1961", insert instead "Part VII of the Companies (New South Wales) Code".

(c) Section 68 (6)—

Omit "Companies Act, 1961," insert instead "Companies (New South Wales) Code".

(5) Section 70 (4)—

Omit "of the Fourth Schedule to the Companies Act, 1961", insert instead "in Schedule 3 to the Companies (New South Wales) Code".

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

(6) Section 74—

Omit the section, insert instead:—

Application of Companies (New South Wales) Code.

74. In its application to a funeral contribution fund, the Companies (New South Wales) Code shall be read as if—

- (a) after section 363 (1), the following sub-section had been inserted:—
 - (1A) Without prejudice to the application of sub-section (1) to a funeral contribution fund within the meaning of the *Funeral Funds Act, 1979*, such a fund may be wound up under an order of the Court on the application of the Registrar of Funeral Funds or on the application of the Registrar of Funeral Funds and one or more of the parties specified in that sub-section.
- (b) the word “or” had been omitted from section 364 (1) (h) where lastly occurring;
- (c) the words “wound up.” had been omitted from section 364 (1) (j) and the words “wound up; or” had been inserted instead;
- (d) after section 364 (1) (j), the following paragraph had been inserted:—
 - (k) in the case of a funeral contribution fund within the meaning of the *Funeral Funds Act, 1979*, the Registrar of Funeral Funds has, after holding an inquiry under Division 2 of Part V of that Act, reported that he is of the opinion that the fund cannot pay its debts and should be wound up, or that it is in the interests of the public or of the creditors of the fund or of the contributors to the fund that the fund should be wound up.
- (e) after the words “*Securities Industry (New South Wales) Code*” in section 441 (j), the words “or pursuant to a direction given under section 61 (2) of the *Funeral Funds Act, 1979*,” had been inserted;
- (f) after the words “wound up,” in section 442 (1), the words “or a direction given under section 61 (2) of the *Funeral Funds Act, 1979*, is served on a funeral contribution fund that is being wound up,” had been inserted;
- (g) after the words “the order” in section 442 (1), the words “, or, as the case may be, the service of the direction” had been inserted;
- (h) the word “or” had been omitted from section 470 (1) (c) (iii);

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

- (i) the words "wound up." had been omitted from section 470 (1) (c) (iv) (B) and the words "wound up; or" had been inserted instead;
- (j) after section 470 (1) (c) (iv), the following sub-paragraph had been inserted:—
 - (v) if the company is carrying on contributory funeral benefit business in contravention of the *Funeral Funds Act, 1979.*

(7) Section 96—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

Gaming and Betting Act, 1912, No. 25—

Sections 50BA (1) (d), 50D (5) (a), 50EA (2) (a), 50EB (2) (a), (3) (a), 50J (2) (a), 50R (4)—

Omit "Companies Act, 1961," wherever occurring, insert instead "Companies (New South Wales) Code".

Gas and Electricity Act, 1935, No. 42—

Section 34 (1) (b)—

Omit "registered under the Companies Acts for the time being in force in the State of New South Wales", insert instead "within the meaning of the Companies (New South Wales) Code".

Indecent Articles and Classified Publications Act, 1975, No. 32—

Section 22—

Omit "Companies Act, 1961," insert instead "Companies (New South Wales) Code".

Land Tax Management Act, 1956, No. 26—

(1) (a) Section 10 (1A) (ii)—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

(b) Section 10 (1B)—

Omit "Division 3 of Part XI of the Companies Act, 1961, or is a recognised company within the meaning of that Act", insert instead "Division 5 of Part XIII of the Companies (New South Wales) Code, or is a recognized company within the meaning of that Code".

(c) Section 10 (1c) (b)—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

(2) Section 10A (1), definition of "corporation"—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

Loan Fund Companies Act, 1976, No. 94—

(1) (a) Section 4 (1), definition of "executive officer"—

After the definition of "Deputy Supervisor", insert:—

"executive officer", in relation to a loan fund company, means any person, by whatever name called and whether or not he is a director of the company, who is concerned, or takes part, in the management of the company;

(b) Section 4 (1), definition of "foreign company"—

Omit the definition, insert instead:—

"foreign company" has the meaning ascribed to that expression by section 5 (1) of the Companies (New South Wales) Code;

(c) Section 4 (1), definition of "officer"—

Omit the definition, insert instead:—

"officer", in relation to a loan fund company, includes—

- (a) a director, secretary, executive officer or employee of the company;
- (b) a receiver and manager of the property or any part of the property of the company appointed under a power contained in an instrument;
- (c) an official manager or deputy official manager of the company;

*Miscellaneous Acts (Companies) Amendment.*SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (d) a liquidator of the company appointed in a voluntary winding up of the company; and
 - (e) a trustee or other person administering a compromise or arrangement made between the company and another person or other persons,
- but does not include—
- (f) a receiver who is not also a manager;
 - (g) a receiver and manager appointed by a court;
 - (h) a liquidator appointed by a court; or
 - (i) an administrator appointed in respect of the company under section 60;
- (d) Section 4 (1), definition of “prospectus”—
Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.
- (e) Section 4 (1), definition of “public company”—
Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.
- (f) Section 4 (1), definition of “recognised company”—
Omit the definition, insert instead:—
“recognised company” has the meaning ascribed to the expression “recognized company” by section 5 (1) of the Companies (New South Wales) Code;
- (g) Section 4 (1), definition of “recognised foreign company”—
After the definition of “recognised company”, insert:—
“recognised foreign company” has the meaning ascribed to the expression “recognized foreign company” by section 5 (1) of the Companies (New South Wales) Code;
- (2) Section 14 (3)—
Omit the subsection, insert instead:—
- (3) Where—
- (a) a loan fund company, being a company within the meaning of the Companies (New South Wales) Code has been wound up under Part XII of that Code or the registration of that company has been cancelled under section 459 of that Code;

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (b) a loan fund company, being a recognised company—
 - (i) lodges with the National Companies and Securities Commission a notice under the provisions of the law of the State or Territory where it is incorporated that correspond with section 503 of that Code, to the effect that it has ceased to have a place of business or to carry on business in New South Wales; or
 - (ii) is dissolved in the State or Territory where it is incorporated;
- (c) a loan fund company, being a recognised foreign company—
 - (i) lodges with the National Companies and Securities Commission a notice under the provisions of the law of the State or Territory where it is incorporated that correspond with section 503 of that Code, to the effect that it has ceased to have a place of business or to carry on business in New South Wales;
 - (ii) is dissolved in the place where it is incorporated; or
 - (iii) has its registration as a foreign company in a State or Territory cancelled under the provisions of the law of the State or Territory that correspond with Division 5 of Part XIII of that Code; or
- (d) a loan fund company, being a foreign company (other than a recognised foreign company)—
 - (i) lodges with the National Companies and Securities Commission a notice under section 518 of that Code to the effect that it has ceased to have a place of business or to carry on business in New South Wales;
 - (ii) is dissolved in the place where it is incorporated; or
 - (iii) has its name removed from or struck off the register, pursuant to section 518 of that Code,

the order made under subsection (1) with respect to that company shall thereupon be deemed to be revoked.

- (3) (a) Section 18 (1) (a) (i)—

Omit “incorporated under the Companies Act, 1961”, insert instead “within the meaning of the Companies (New South Wales) Code”.

- (b) Section 18 (1) (a) (i)—

Omit “or”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

(c) Section 18 (1) (a) (ii), (iii)—

Omit section 18 (1) (a) (ii), insert instead:—

- (ii) if it is a recognised company or a foreign company and keeps a branch register in New South Wales of members who are resident in New South Wales, keep at the place where that branch register is kept; or
- (iii) if it is a recognised company or a foreign company to which subparagraph (ii) does not apply, keep at its principal or registered office in New South Wales,

(d) Section 18 (4)—

Omit “, or if the company is a recognised company or a foreign company, the branch register of members who are resident in New South Wales”, insert instead “or, if the company keeps a branch register in New South Wales of members who are resident in New South Wales, that register”.

(4) (a) Section 21 (1)—

Omit “incorporated under the Companies Act, 1961,”, insert instead “a company within the meaning of the Companies (New South Wales) Code”.

(b) Section 21 (4) (a) (i)—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(c) Section 21 (4) (a) (i)—

Omit “or”.

(d) Section 21 (4) (a) (ii), (iii)—

Omit section 21 (4) (a) (ii), insert instead:—

- (ii) if the company is a recognised company or a foreign company and keeps a branch register in New South Wales of members who are resident in New South Wales, be kept at the place where that branch register is kept; or
- (iii) if the company is a recognised company or a foreign company to which subparagraph (ii) does not apply, be kept at its principal or registered office in New South Wales; and

(e) Section 21 (4) (b)—

Omit “Companies Act, 1961, as if the register were a register of members referred to in section 151 of that Act”, insert instead “Companies (New South Wales) Code as if the register were a register of members referred to in section 256 of that Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (f) Section 21 (5)—
Omit “Sections 151, 152 and 153 of the Companies Act, 1961,”, insert instead “Sections 256, 257 and 547 of the Companies (New South Wales) Code”.
- (g) Section 21 (5)—
Omit “in the case of a recognised company or a foreign company, to members who are resident in New South Wales”, insert instead “in the case of a company which keeps a branch register in New South Wales of members who are resident in New South Wales, to those members”.
- (h) Section 21 (6)—
Omit “Sections 95, 96, 97 (1) and 155 of the Companies Act, 1961,”, insert instead “Sections 183, 184, 185 (1) and 259 of the Companies (New South Wales) Code”.
- (i) Section 21 (6)—
Omit “is a recognised company or a foreign company, to the transfer of shares of members who are resident in New South Wales”, insert instead “keeps a branch register in New South Wales of members who are resident in New South Wales, to the transfer of shares of those members”.
- (j) Section 21 (10)—
After section 21 (9), insert:—
(10) Nothing in this section affects the operation of section 131 of the Companies (New South Wales) Code.
- (5) (a) Section 22 (1)—
Omit “incorporated under the Companies Act, 1961, shall, within the period specified in subsection (3), enter in the register of members kept pursuant to section 151 of that Act”, insert instead “which is a company within the meaning of the Companies (New South Wales) Code shall, within the period specified in subsection (3), enter in the register of members kept pursuant to section 256 of that Code”.
- (b) Section 22 (2)—
Omit “A loan fund company which is a recognised company or a foreign company shall, within the period specified in subsection (3), enter in the branch register of members who are resident in New South Wales kept pursuant to section 343i or, as the case may be, section 354 of the Companies Act, 1961”, insert instead “A loan fund company which, pursuant to section 262 or, as the case may be, section 521 of the

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

Companies (New South Wales) Code, keeps a branch register in New South Wales of members who are resident in New South Wales shall, within the period specified in subsection (3), enter in that branch register”.

(6) (a) Section 23 (2) (b)—

Omit “incorporated under the Companies Act, 1961”, insert instead “within the meaning of the Companies (New South Wales) Code”.

(b) Section 23 (2) (c)—

Omit “its branch register”, insert instead “the branch register (if any)”.

(c) Section 23 (2) (d)—

Omit the paragraph, insert instead:—

(d) all such particulars with respect to the persons who, as at the date of lodgment of the return, are directors of the company and any person who, as at that date, is a principal executive officer or secretary of the company as are required by section 238 of the Companies (New South Wales) Code to be contained in the register of directors, principal executive officers and secretaries of the company, or, where the company is a recognised company or a foreign company, would be so required if the company were incorporated under the Companies (New South Wales) Code;

(d) Section 23 (3) (a)—

Omit “or by the manager or secretary, of the loan fund company to be a true copy of all accounts relating to the company required by section 162 of the Companies Act, 1961”, insert instead “or by the principal executive officer or secretary, of the loan fund company to be a true copy of all accounts relating to the company required by section 269 of the Companies (New South Wales) Code”.

(e) Section 23 (3) (a)—

Omit “Companies Act, 1961” where secondly occurring, insert instead “Companies (New South Wales) Code”.

(f) Section 23 (3) (b)—

Omit “section 162 of the Companies Act, 1961,”, insert instead “section 269 of the Companies (New South Wales) Code”.

(g) Section 23 (3) (b)—

Omit “Companies Act, 1961” where secondly occurring, insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (h) Section 23 (3) (c)—
Omit “section 167 of the Companies Act, 1961,” insert instead “section 285 of the Companies (New South Wales) Code”.
- (i) Section 23 (3) (c)—
Omit “Companies Act, 1961” where secondly occurring, insert instead “Companies (New South Wales) Code”.
- (7) (a) Section 39 (1), (2)—
Omit “Companies Act, 1961” wherever occurring, insert instead “Companies (New South Wales) Code”.
- (b) Section 39 (3)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (8) Section 41—
Omit “section 64 of the Companies Act, 1961, or any other enactment or rule of law”, insert instead “section 123 of the Companies (New South Wales) Code or any other law”.
- (9) (a) Section 45 (1) (a) (i)—
Omit “incorporated under the Companies Act, 1961,” insert instead “within the meaning of the Companies (New South Wales) Code”.
- (b) Section 45 (1) (a) (i)—
Omit “or”.
- (c) Section 45 (1) (a) (ii), (iii)—
Omit section 45 (1) (a) (ii), insert instead:—
(ii) if it is a recognised company or a foreign company and keeps a branch register in New South Wales of members who are resident in New South Wales, keep at the place where that branch register is kept; or
(iii) if it is a recognised company or a foreign company to which subparagraph (ii) does not apply, keep at its principal or registered office in New South Wales,
- (d) Section 45 (3)—
Omit “is a recognised company or a foreign company, the branch register of members who are resident in New South Wales”, insert instead “keeps a branch register in New South Wales of members who are resident in New South Wales, that register”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

(10) Section 57 (5)—

Omit "Companies Act, 1961,", insert instead "Companies (New South Wales) Code".

(11) (a) Section 60 (1) (b)—

After "this Act", insert ", of the Companies (New South Wales) Code".

(b) Section 60 (1) (c)—

After "1961,", insert "or under Part VII of the Companies (New South Wales) Code,".

(c) Section 60 (9)—

Omit "Companies Act, 1961,", insert instead "Companies (New South Wales) Code".

(12) Section 61 (4)—

Omit "of the Fourth Schedule to the Companies Act, 1961", insert instead "in Schedule 3 to the Companies (New South Wales) Code".

(13) (a) Section 72 (1)—

Omit the subsection, insert instead:—

(1) in its application to a loan fund company, the Companies (New South Wales) Code shall be read as if—

(a) after section 363 (1), the following sub-section had been inserted:—

(1A) Without prejudice to the application of sub-section (1) to a loan fund company within the meaning of the *Loan Fund Companies Act, 1976*, such a company may be wound up under an order of the Court on the application of the Supervisor of Loan Fund Companies or on the application of the Supervisor of Loan Fund Companies and one or more of the parties specified in that sub-section.

(b) the word "or" had been omitted from section 364 (1) (h) where lastly occurring;

(c) the words "wound up." had been omitted from section 364 (1) (j) and the words "wound up; or" had been inserted instead;

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (d) after section 364 (1) (j), the following paragraph had been inserted:—
- (k) in the case of a loan fund company within the meaning of the *Loan Fund Companies Act, 1976*—
- (i) the company has failed to lodge with the Supervisor of Loan Fund Companies any return or document required to be lodged with him under section 23, or to comply with a notice served on the company under section 24, of that Act;
 - (ii) the company, if formed after the date of assent to that Act, does not, at the date of the making of the application to the Court to wind up the company, have assets (less current liabilities), valued at their current market value, of \$5,000,000 or more; or
 - (iii) the Supervisor of Loan Fund Companies has, after holding an inquiry under Division 2 of Part VI of that Act, reported that he is of the opinion that the company cannot pay its debts and should be wound up, or that it is in the interests of the public or of the shareholders or of the creditors of the company or of persons who hold options to acquire loan entitlement shares in the company that the company should be wound up.
- (e) after the words "*Securities Industry (New South Wales) Code*" in section 441 (j), the words "or pursuant to a direction given under section 55 (2) of the *Loan Fund Companies Act, 1976*," had been inserted;
- (f) after the words "wound up," in section 442 (1), the words "or a direction given under section 55 (2) of the *Loan Fund Companies Act, 1976*, is served on a loan fund company that is being wound up," had been inserted;
- (g) after the words "the order" in section 442 (1), the words ", or, as the case may be, the service of the direction" had been inserted;
- (h) the word "or" had been omitted from section 470 (1) (c) (iii);
- (i) the words "wound up." had been omitted from section 470 (1) (c) (iv) (B) and the words "wound up; or" had been inserted instead;
and

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

(j) after section 470 (1) (c) (iv), the following sub-paragraph had been inserted:—

(v) if the company is operating, or managing, controlling or promoting the operation of, a loan fund scheme in contravention of section 12 of the *Loan Fund Companies Act, 1976.*

(b) Section 72 (6)—

Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.

Long Service Leave Act, 1955, No. 38—

Section 4 (13) (a), definition of “Holding company” and “subsidiary”—

Omit “Companies Act, 1961, or any Act amending or replacing that Act”, insert instead “Companies (New South Wales) Code”.

Mining Act, 1973, No. 42—

(1) Section 6 (1), definition of “corporation”—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(2) Section 47 (b)—

Omit “foreign company (as defined in section 5 (1) of the Companies Act, 1961)”, insert instead “recognized company or a foreign company, as defined in section 5 (1) of the Companies (New South Wales) Code”.

(3) Section 61—

Omit “foreign corporation (as defined in section 5 (1) of the Companies Act, 1961)”, insert instead “recognized company or a foreign company, as defined in section 5 (1) of the Companies (New South Wales) Code”.

Mock Auctions Act, 1973, No. 17—

Section 5—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

Moneylending Act, 1941, No. 67—

(1) Section 3B (1) (e)—

Omit "section 38 (7) (c) (i) of the Companies Act, 1961, is a prescribed corporation as defined in section 38 (7) of that Act", insert instead "section 97 (7) (c) (i) of the Companies (New South Wales) Code, is a prescribed corporation as defined in section 97 (7) of that Code".

(2) Section 7 (3) (b)—

Omit "1934", insert instead "1962".

(3) (a) Section 60 (1), definition of "finance lender"—

(i) From paragraph (f), omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

(ii) From paragraph (h), omit "Securities Industry Act, 1970", insert instead "Securities Industry (New South Wales) Code".

(iii) From paragraph (h), omit "that Act", insert instead "that Code".

(b) Section 60 (2) (e)—

Omit "section 38 (7) (c) (i) of the Companies Act, 1961, is a prescribed corporation as defined in section 38 (7) of that Act", insert instead "section 97 (7) (c) (i) of the Companies (New South Wales) Code, is a prescribed corporation as defined in section 97 (7) of that Code".

Monopolies Act, 1923, No. 54—

Section 7 (2) (b)—

Omit "under the Companies Act, 1936,", insert instead "within the meaning of the Companies (New South Wales) Code".

Motor Vehicles (Third Party Insurance) Act, 1942, No. 15—

(1) Section 37 (c)—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

(2) Section 37 (c)—

Omit “that Act”, insert instead “that Code”.

Northumberland Insurance Company Limited Act, 1975, No. 86—

(1) Section 4 (a)—

Omit “or of the committee of inspection in section 236 of the Companies Act, 1961,” insert instead “, of the committee of inspection or of a resolution of the creditors in section 377 of the Companies (New South Wales) Code”.

(2) Section 4 (b)—

Omit “section 292’ were omitted from section 236 (1) (b) of the Companies Act, 1961”, insert instead “section 441,’ were omitted from section 377 (1) (b) of the Companies (New South Wales) Code”.

Pay-roll Tax Act, 1971, No. 22—

(1) (a) Section 3 (1), definition of “corporation”—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(b) Section 3 (1), definition of “voting share”—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

(2) Section 10 (3)—

Omit the subsection, insert instead:—

(3) In this section, “statutory body” does not include a company within the meaning of the Companies (New South Wales) Code.

(3) Sections 16B, 16D (4)—

Omit “section 6 (5) of the Companies Act, 1961, to be deemed, for the purposes of that Act” wherever occurring, insert instead “section 7 (5) of the Companies (New South Wales) Code to be deemed, for the purposes of that Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

(4) Section 16H (2)—

Omit "section 6 (5) of the Companies Act, 1961, is to be deemed, for the purposes of that Act", insert instead "section 7 (5) of the Companies (New South Wales) Code is to be deemed, for the purposes of that Code".

(5) Section 25 (7) (b)—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

(6) Section 47 (3)—

Omit "relating to the service of documents or the provisions of section 362 of the Companies Act, 1962", insert instead "or the Companies (New South Wales) Code relating to the service of documents".

Permanent Building Societies Act, 1967, No. 18—

(1) Section 2—

From the matter relating to Division 4 of Part III, omit "*Companies Act*", insert instead "*Companies (New South Wales) Code*".

(2) Section 15 (2)—

At the end of section 15, insert:—

(2) A society is not a company within the meaning of the Companies (Acquisition of Shares) (New South Wales) Code.

(3) (a) Section 16 (2)—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

(b) Section 16 (2)—

Omit "other" where firstly occurring.

(4) (a) Section 20 (3)—

Omit "sections 70 and 73 and of Division 7 of Part IV of the Companies Act, 1961," insert instead "sections 147 and 151 and of Division 9 of Part IV of the Companies (New South Wales) Code".

(b) Section 20 (3)—

Omit "Corporate Affairs".

(c) Section 20 (4)—

Omit "Part VIII of the Companies Act, 1961," insert instead "Part X of the Companies (New South Wales) Code".

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (d) Section 20 (4)—
Omit “Corporate Affairs”.
- (5) Section 35 (3)—
Omit “Corporate Affairs Commission”, insert instead “National Companies and Securities Commission”.
- (6) Part III, Division 4, heading—
Omit “*Companies Act*”, insert instead “*Companies (New South Wales) Code*”.
- (7) (a) Section 42 (1), (4) (a)—
Omit “Companies Act, 1961” wherever occurring, insert instead “Companies (New South Wales) Code”.
- (b) Section 42 (5)—
Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.
- (c) Section 42 (5) (b)—
Omit “the Fourth Schedule to that Act”, insert instead “Schedule 3 to that Code”.
- (d) Section 42 (7)—
Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.
- (e) Section 42 (7) (b)—
Omit “Corporate Affairs Commission”, insert instead “National Companies and Securities Commission”.
- (f) Section 42 (7) (b) (i)—
Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.
- (g) Section 42 (8)—
Omit “Corporate Affairs Commission”, insert instead “National Companies and Securities Commission”.
- (h) Section 42 (8)—
Omit “Companies Act, 1961,”, insert instead “Companies (New South Wales) Code”.
- (i) Section 42 (8)—
Omit “the said Act”, insert instead “that Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

- (j) Section 42 (11)—
 After “Commission”, insert “or by the National Companies and Securities Commission”.
- (k) Section 42 (11)—
 Omit “Companies Act, 1961, in respect of registration under that Act”, insert instead “Companies (New South Wales) Code or the Companies Act, 1961, or any corresponding previous enactment in respect of registration under any such Code or Act”.
- (8) Section 44 (2)—
 Omit “Corporate Affairs Commission”, insert instead “National Companies and Securities Commission”.
- (9) (a) Section 52A (1) (b)—
 Omit “section 6A of the Companies Act, 1961,”, insert instead “section 8 of the Companies (New South Wales) Code”.
- (b) Section 52A (1) (b)—
 Omit “that Act”, insert instead “that Code”.
- (c) Section 52A (1) (b) (i)—
 Omit “subsections (1), (2) (a), (5) (a), (7) and (8)”, insert instead “subsections (1), (2) (a), (8), (9), (10) and (11)”.
- (10) (a) Section 68A (2) (c)—
 Omit “or”.
- (b) Section 68A (2) (d)—
 Omit “paragraph (c) of subsection (1) of section 122 of the Companies Act, 1961,”, insert instead “section 122 (1) (c) of the Companies Act, 1961; or”.
- (c) Section 68A (2) (e)—
 After section 68A (2) (d), insert:—
- (e) of an offence under section 108, 229, 554, 555, 556, 559 or 560 of the Companies (New South Wales) Code or under any other provision of that Code that may be prescribed, under section 44 of the Companies (Acquisition of Shares) (New South Wales) Code, under section 129 of the Securities Industry (New South Wales) Code, or under any corresponding provision of a law in force in another State or in a Territory,

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

- (11) (a) Section 86—
Omit “Part IX of the Companies Act, 1961,” insert instead “Part XI of the Companies (New South Wales) Code”.
- (b) Section 86—
Omit “Corporate Affairs”.
- (12) (a) Section 87(2)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (b) Section 87 (3) (d)—
Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.
- (c) Section 87 (7) (a)—
Omit “Part X of the Companies Act, 1961,” insert instead “Part XII of the Companies (New South Wales) Code”.
- (d) Section 87 (7) (a)—
Omit “that Act”, insert instead “that Code”.
- (e) Section 87 (7) (b)—
Omit “Part X of the Companies Act, 1961,” insert instead “Part XII of the Companies (New South Wales) Code”.
- (f) Section 87 (7) (b) (ii)—
Omit “Corporate Affairs”.
- (g) Section 87 (7) (b) (iii)—
Omit “paragraph (d) of subsection (1) of section 218”, insert instead “section 360 (1) (e)”.
- (h) Section 87 (7) (b) (iv)—
Omit “sections 221 and 222”, insert instead “section 364”.
- (i) Section 87 (7) (b) (v)—
Omit “sections 270, 271 and 272 of the Companies Act, 1961,” insert instead “sections 409, 410 and 411 of the Companies (New South Wales) Code”.
- (j) Section 87 (7) (b) (v)—
Omit “that Act”, insert instead “that Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

(13) Sections 88, 89—

Omit "Companies Act, 1961" wherever occurring, insert instead "Companies (New South Wales) Code".

(14) Section 90A—

Omit the section, insert instead:—

Certain provisions of Companies (New South Wales) Code to apply.

90A. (1) Subject to this section, the provisions of sections 541 and 542 and of sections 553 to 561, both inclusive, of the Companies (New South Wales) Code apply to and in respect of a society in the same way as they apply to and in respect of a company.

(2) For the purposes of subsection (1), the provisions referred to therein shall be construed as if—

- (a) a reference therein to a company were a reference to a society;
- (b) a reference therein to the Commission were a reference to the registrar;
- (c) section 553 (1) (d) were omitted;
- (d) paragraph (c) were omitted from—
 - (i) the definition of "appropriate officer" in section 553 (3); and
 - (ii) the definition of "relevant day" in section 553 (3); and
- (e) the reference in section 555 to section 267 were a reference to the provisions of this Act relating to the keeping of accounts by a society.

(15) Section 126 (2)—

Omit the subsection.

Printing and Newspapers Act, 1973, No. 46—

Section 6—

Omit "Companies Act, 1961", insert instead "Companies (New South Wales) Code".

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

Private Irrigation Districts Act, 1973, No. 47—

(1) (a) Section 17 (3) (a) (i)—

Omit “section 69c of the Companies Act, 1961”, insert instead “section 136 of the Companies (New South Wales) Code”.

(b) Section 17 (3) (a) (ii)—

Omit “section 6A of that Act”, insert instead “section 8 of that Code”.

(c) Section 17 (3) (b) (i)—

Omit “section 69c of the Companies Act, 1961”, insert instead “section 136 of the Companies (New South Wales) Code”.

(d) Section 17 (3) (b) (i)—

Omit “section 6 of that Act”, insert instead “section 7 of that Code”.

(e) Section 17 (3) (b) (ii)—

Omit “section 6A of that Act”, insert instead “section 8 of that Code”.

(2) Section 27 (4)—

Omit “Part X of the Companies Act, 1961,”, insert instead “Part XII of the Companies (New South Wales) Code”.

Public Accountants Registration Act, 1945, No. 18—

(1) Section 1 (3)—

After the matter relating to Part III, insert:—

PART IIIA.—COMPANIES AUDITORS AND LIQUIDATORS DISCIPLINARY BOARD—s. 26A.

(2) Section 2, definition of “Court”—

Omit the definition, insert instead:—

“Court” means the Supreme Court of New South Wales.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

(3) Part IIIA—

After Part III, insert:—

PART IIIA.

COMPANIES AUDITORS AND LIQUIDATORS DISCIPLINARY BOARD.

26A. (1) For the purposes of the Companies (New South Wales) Code, there shall be a Companies Auditors and Liquidators Disciplinary Board (in this Part referred to as "the Board").

(2) The Board shall perform functions and may exercise the powers conferred on it under Division 2 of Part II of the Companies (New South Wales) Code.

(3) The Public Accountants Registration Board, as constituted for the time being under this Act, shall be and shall constitute the Companies Auditors and Liquidators Disciplinary Board.

(4) Any 3 members of the Board shall have and may exercise any or all of the powers and authorities of the Board.

(5) Each member of the Board shall be entitled to such remuneration as is prescribed.

(6) The person holding office as Secretary of the Public Accountants Registration Board shall be ex officio the Secretary of the Board.

(4) Sections 28 (1) (a), 28A (a)—

Omit the paragraphs.

Public Trustee Act, 1913, No. 19—

Section 43 (3)—

After section 43 (2), insert:—

(3) Nothing in the Companies (New South Wales) Code affects the provisions of this section.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

Pure Food Act, 1908, No. 31—

Section 14 (2) (a), (b), (c)—

Omit section 14 (2) (a) and (b), insert instead:—

- (a) is a company or a registered foreign company, within the meaning of the Companies (New South Wales) Code;
- (b) is a recognized company or a recognized foreign company, within the meaning of the Companies (New South Wales) Code, in respect of which there is currently lodged with the National Companies and Securities Commission notice of the situation of its principal office within the State; or
- (c) is a firm having its name registered under the Business Names Act, 1962;

Registered Clubs Act, 1976, No. 31—

(1) Section 10 (1) (b)—

Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.

(2) Section 32 (2)—

Omit the subsection, insert instead:—

(2) Section 236 (1) of the Companies (New South Wales) Code, to the extent of its inconsistency with subsection (1), does not apply to a registered club that is a company within the meaning of that Code.

(3) (a) Section 34 (4)—

Omit “section 132 (4) of the Companies Act, 1961,” insert instead “section 236 (6) of the Companies (New South Wales) Code”.

(b) Section 34 (4)—

Omit “that Act” where firstly occurring, insert instead “that Code”.

(c) Section 34 (4)—

Omit “section 132 (4) of that Act”, insert instead “section 236 (6) of that Code”.

(4) (a) Section 38 (1) (a)—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

(b) Section 38 (2)—

Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.

(c) Section 38 (2)—

Omit “either of those Acts” wherever occurring, insert instead “that Code or that Act”.

(5) Section 39 (a)—

Omit “section 123 (1) of the Companies Act, 1961,” insert instead “section 228 (1) of the Companies (New South Wales) Code”.

(6) Section 41 (1)—

Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.

Riverina Insurance Company Limited and Another Insurance Company Act, 1971, No. 20—

Section 4 (a), (b)—

Omit the paragraphs, insert instead:—

- (a) the reference to the authority of the Court, of the committee of inspection or of a resolution of the creditors in section 377 of the Companies (New South Wales) Code were a reference to the authority of the Government Insurance Office; and
- (b) the words “subject to the provisions of section 441,” were omitted from section 377 (1) (b) of the Companies (New South Wales) Code.

The Standard Insurance Company Limited and Certain Other Insurance Companies Act, 1963, No. 18—

Section 4—

Omit the section, insert instead:—

Powers of liquidator of The Standard Insurance Company Limited.

4. The powers of the liquidator of The Standard Insurance Company Limited with respect to any claim, judgment or award arising from or pertaining to any policy of insurance issued by that Company shall be exercised as though the

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*

AMENDMENTS TO OTHER ACTS—*continued.*

reference to the authority of the Court, of the committee of inspection or of a resolution of the creditors in section 377 of the Companies (New South Wales) Code were a reference to the authority of the Government Insurance Office.

Strata Titles Act, 1973, No. 68—

Section 54 (2)—

Omit “Companies Act, 1961”, insert instead “Companies (New South Wales) Code”.

Sydney Turf Club Act, 1943, No. 22—

(1) (a) Section 4 (4)—

Omit “Companies Act, 1936”, insert instead “Companies (New South Wales) Code”.

(b) Section 4 (4)—

Omit “that Act” wherever occurring, insert instead “that Code”.

(c) Section 4 (7)—

Omit the subsection, insert instead:—

(7) The Club is exempt from complying with the provisions of the Companies (New South Wales) Code relating to the use of the word “Limited” as part of its name, and is, unless the Minister administering the Companies (Application of Laws) Act, 1981, directs to the contrary by order published in the Gazette, exempt from the provisions of that Code relating to the lodging of annual returns and returns of particulars of directors, principal executive officers and secretaries.

(2) (a) Section 10 (7)—

Omit “Part IX of the Companies Act, 1936,” insert instead “Division 9 of Part IV of the Companies (New South Wales) Code”.

(b) Section 10 (7)—

Omit “that Part”, insert instead “that Division”.

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 8—*continued.*AMENDMENTS TO OTHER ACTS—*continued.*

Trustee Act, 1925, No. 14—

Section 22 (2A)—

Omit “section 152 of the Companies Act, 1936,” insert instead “section 114 (2) of the Companies (New South Wales) Code”.

Trustee Companies Act, 1964, No. 6—

(1) Section 36 (2)—

Omit “section 56 of the Companies Act, 1961,” insert instead “section 114 (2) of the Companies (New South Wales) Code”.

(2) Section 36 (3)—

Omit “section 6 of the Companies Act, 1961,” insert instead “section 7 of the Companies (New South Wales) Code”.

Unsolicited Goods and Services Act, 1974, No. 89—

Section 11—

Omit “Companies Act, 1961,” insert instead “Companies (New South Wales) Code”.

SCHEDULE 9.

(Sec. 9.)

SAVINGS AND TRANSITIONAL PROVISIONS.

Exempt interests under s. 76 (1) (g) of the Companies Act, 1961.

1. Where, immediately before the commencement of this clause, an interest or right was an exempt right or interest for the purposes of section 76 (1) (g) of the Companies Act, 1961, that interest or right shall be deemed to have been an exempt right or interest for the purposes of paragraph (g) of the definition of “prescribed interest” in

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 9—*continued.*SAVINGS AND TRANSITIONAL PROVISIONS—*continued.*

section 4 (1) of the Securities Industry (New South Wales) Code during the period during which it was an exempt right or interest for the purposes of section 76 (1) (g) of the Companies Act, 1961.

Companies Auditors Board to continue in existence.

2. (1) Notwithstanding the repeal of sections 8 and 9 of the Companies Act, 1961, by this Act, the Companies Auditors Board established by the Companies Act, 1961, continues in existence for such period as is necessary for the Companies Auditors Board to complete any inquiry under section 9 (9) of the Companies Act, 1961, that had been commenced by the Companies Auditors Board but had not been completed before the repeal of sections 8 and 9 of the Companies Act, 1961, and the Companies Auditors Board has, for the purposes of completing such an inquiry, all the powers that it would have had if those sections had not been repealed.

(2) Where, pursuant to subclause (1), the Companies Auditors Board completes an inquiry, the Companies Auditors Board shall not exercise any of the powers mentioned in section 9 (11) of the Companies Act, 1961, but shall furnish to the Corporate Affairs Commission a report of the inquiry.

Regulations.

3. (1) The Governor may make regulations containing provisions of a savings or transitional nature consequent on the enactment of the Companies (Application of Laws) Act, 1981, or this Act or the making of regulations under section 8 (2).

(2) A provision made under subclause (1) may take effect as on and from the day appointed and notified under section 2 (2) of the Companies (Application of Laws) Act, 1981, or a later day.

(3) To the extent to which a provision referred to in subclause (1) takes effect on and from a date that is earlier than the date of its publication in the Gazette, the provision does not operate so as—

- (a) to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication; or

Miscellaneous Acts (Companies) Amendment.

SCHEDULE 9—*continued.*SAVINGS AND TRANSITIONAL PROVISIONS—*continued.*

- (b) to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.

 - (4) A provision made under subclause (1) shall, if the regulations under this clause so provide, have effect notwithstanding any other provision of this Schedule.
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