



Smith Kline & French Laboratories, Australia, and Menley & James, Australia, Act 1991

1991 CHAPTER i

An Act to make provision for the transfer to the State of New South Wales in the Commonwealth of Australia of the incorporation of Smith Kline & French Laboratories (Australia) Limited and Menley & James (Australia) Limited; for the cesser of application to those companies of provisions of the Companies Act 1985; and for other purposes incidental thereto. [28th February 1991]

Whereas Smith Kline & French Laboratories (Australia) Limited (hereinafter referred to as “Smith Kline”) and Menley & James (Australia) Limited (hereinafter referred to as “Menley & James”) are existing companies within the meaning of the Companies Act 1985 and are companies limited by shares:

And whereas Smith Kline was incorporated under another name on 25th February 1914 under the Companies Acts 1908 and 1913, and Menley & James was incorporated under another name on 26th August 1901 under the Companies Acts 1862 to 1900:

And whereas both Smith Kline and Menley & James (hereinafter referred to as “the Companies”) are wholly-owned subsidiaries, within the meaning of section 736 of the Companies Act 1985, of SmithKline Beecham Plc, a company within the meaning of that Act with its registered office in England:

And whereas both of the Companies carry on the business of the production and marketing of medicines, medical preparations, drugs and related products and businesses of every description:

And whereas the registered offices of both of the Companies are situated in England:

And whereas having regard to the fact that the areas of operations of both of the Companies are wholly in the Commonwealth of Australia, certain advantages would accrue to the Companies if they were incorporated under the laws of New South Wales or the Commonwealth of Australia instead of under the laws of England:

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And whereas no procedure exists whereby the incorporation of a company to which the Companies Act 1985 applies can be transferred from England to another country:

And whereas, on the passing of this Act, the Companies will be able to become incorporated either under the laws of New South Wales or under the laws of the Commonwealth of Australia (depending on the outcome of constitutional proceedings in the Australian High Court concerning the Corporations Act 1989 passed by the Commonwealth Parliament):

And whereas it is expedient that such provisions should be enacted as are in this Act contained:

And whereas the objects of this Act cannot be attained without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted, and be it enacted, by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:—

1 Short title

This Act may be cited as the Smith Kline & French Laboratories, Australia, and Menley & James, Australia, Act 1991.

2 Interpretation

In this Act—

“the Companies” means Smith Kline & French Laboratories (Australia) Limited and Menley & James (Australia) Limited, or either of them; and “Company” shall be construed accordingly;

“date of incorporation” means the date on which the Companies become companies or (if one only is involved) the date on which the Company becomes a company, incorporated under the laws of New South Wales or the Commonwealth of Australia;

“New South Wales” means the State of New South Wales in the Commonwealth of Australia;

“the registrar” means the registrar or other officer performing under the Companies Act 1985 the duty of registration of companies in England.

3 Incorporation in New South Wales or Commonwealth

Subject to the laws in force in New South Wales and the Commonwealth of Australia and with such legislative, governmental or other authority as may be necessary, the Companies may become incorporated under the laws of New South Wales or the Commonwealth of Australia, whether on one date of incorporation or on separate such dates.

4 Removal from register in England

(1) (a)

On the date of incorporation or as soon as reasonably practicable thereafter the Companies, or (if one only is involved) the Company, shall notify the registrar thereof

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by telefax, telex or cablegram and they shall also transmit to him as soon as reasonably practicable thereafter by registered or insured post a Queen's Printer's copy of this Act and a copy of the certificate or certificates of incorporation of the Companies (or such one of them as is involved) issued in New South Wales or in the Commonwealth of Australia.

- (b) On receipt of a copy of any such certificate the registrar shall with effect from the date of incorporation strike the names of the Companies (or the name of such one of them as aforesaid) from the register in England, and from that date the provisions of the Companies Act 1985 (except so far as the provisions of that Act apply to oversea companies) shall not apply to the Companies (or such one as aforesaid) but the same shall (save for incorporation in New South Wales or in the Commonwealth of Australia) for all purposes be the same companies or company after the date of incorporation as before that date.
- (2) The registrar shall retain and register the copy of any certificate transmitted to him under subsection (1)(a) above.