

ELIZABETH II



1975 CHAPTER vi

An Act to make provision for the transfer to the State of New South Wales in the Commonwealth of Australia of the registered office of The Commonwealth Portland Cement Company, Limited; for the cesser of application to that company of provisions of the Companies Acts 1948 to 1967; and for other purposes incidental thereto.

[8th May 1975]

WHEREAS The Commonwealth Portland Cement Company, Limited (hereinafter referred to as "the Company") is an existing company within the meaning of the Companies Acts 1948 to 1967, and is a company limited by shares:

And whereas the Company is a subsidiary of Blue Circle Southern Cement Limited (a company incorporated in Canberra in the Australian Capital Territory in the Commonwealth of Australia):

And whereas the Company was incorporated on 4th December, 1900; under the Companies Acts 1862 to 1898 by the name of The Commonwealth Portland Cement Company, Limited:

And whereas the Company carries on the business of manufacturers of cement in the Commonwealth of Australia and activities ancillary to the said business or connected therewith:

And whereas the registered office of the Company is situate in England:

And whereas having regard to the fact that the area of operation of the Company is in the Commonwealth of Australia certain advantages would accrue to the Company if the Company were deemed to be incorporated under the laws of New South Wales instead of under the laws of England:

And whereas no procedure exists whereby the registration of a company to which the Companies Acts 1948 to 1967 apply can be transferred from England to another country:

And whereas procedure by way of winding up and dissolution of the Company and the transfer or sale of assets to a new company incorporated in New South Wales would involve loss of the identity of the Company, and the disturbance of its financial structure and would interfere with the continuity of its operations with considerable attendant expense and delay:

And whereas it is desirable that the Company should be enabled to become a company incorporated under the laws of New South Wales without any such loss of identity, disturbance or interference and that thereupon the provisions of the Companies Acts 1948 to 1967 (with the exception of those provisions which apply to oversea companies) should cease to apply to the Company:

And whereas by virtue of provisions contained in the Companies (Transfer of Domicile) Act 1968 passed by the legislature of New South Wales and subject to the several conditions set forth in that Act, the Company will be enabled, upon the passing of this Act, to become a company deemed to be incorporated under the Companies Act 1961 passed by the said legislature:

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:—

Short title.

1. This Act may be cited as the Commonwealth Portland Cement Company, Limited Act 1975.

2.—(1) In this Act unless the subject or context otherwise Interpretation. requires—

“the companies’ registrar” means the registrar or other officer performing the duty of registration of companies in England under the Companies Act 1948; 1948 c. 38.

“the Company” means The Commonwealth Portland Cement Company, Limited;

“the date of registration” means the date certified pursuant to section 8 of the Companies (Transfer of Domicile) Act 1968, passed by the legislature of New South Wales as the date on which the incorporation of the Company is changed to incorporation as a company under the Companies Act 1961, passed by the same legislature;

“existing” means existing immediately before the date of registration;

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

(2) Any reference in this Act to any enactment shall be construed as a reference to that enactment as applied, extended, amended or varied by or by virtue of any subsequent enactment or to any enactment substituted for the enactment, including this Act.

3. Subject to the laws in force in New South Wales and with such legislative, governmental, municipal or other authority, concession, licence or consent as is necessary the Company may transfer its registered office from England to a place in New South Wales. Transfer on authorisation.

4.—(1) As soon as reasonably practicable after the date of registration the Company shall notify the companies’ registrar thereof by cablegram and shall also transmit to him by registered or insured post a copy of the certificate issued under section 8 of the Companies (Transfer of Domicile) Act 1968, and providing that from the date so certified the incorporation of the Company is changed to incorporation under the Companies Act 1961 passed by the legislature of New South Wales, and thereupon the companies’ registrar shall as from the date of registration strike the name of the Company from the register in England and from that date the provisions of the Companies Acts 1948 to 1967 (with the exception of those provisions which apply to oversea companies) shall not apply to the Company but the Company shall not thereby cease or be deemed to cease to exist but shall instead be or be deemed to be a company incorporated under the laws of New South Wales and subject thereto for all purposes shall be and be deemed to be the same company as the existing company. Registrar in England to strike off register.

(2) The companies’ registrar shall retain and register the copy of the certificate of incorporation.

Copy of Act
to be
registered in
England.

5. The Company shall deliver to the companies' registrar a printed copy of this Act and he shall retain and register the copy delivered and if no such copy is so delivered within three months from the date of the passing of this Act the Company shall incur a fine not exceeding two pounds for every day after the expiration of those three months during which the default continues and any director or manager of the Company who knowingly and wilfully neglects to secure observance of the requirement of this section shall incur the like fine. Every fine under this section shall be recoverable summarily.

Costs of
Act.

6. All the costs, charges and expenses preliminary to and of and incidental to the preparation, application for, obtaining and passing of this Act, or otherwise in relation thereto, shall be borne and paid by the Company.

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