

ELIZABETH II



1977 CHAPTER vii

An Act to make provision for the transfer to the State of South Australia in the Commonwealth of Australia of the registered offices of Emu Wine Holdings Limited, The Emu Wine Company Limited, P. J. Howes Limited and Stephen Smith & Company, Limited; for the cesser of application to those companies of provisions of the Companies Acts 1948 to 1976; and for other purposes incidental thereto. [30th June 1977]

WHEREAS Emu Wine Holdings Limited (hereinafter referred to as "the holding company") is an existing company within the meaning of the Companies Acts 1948 to 1976 and is a company limited by shares:

And whereas the holding company was incorporated on 10th February 1934 under the Companies Act 1929: 1929 c. 23.

And whereas The Emu Wine Company Limited was incorporated on 29th April 1949 under the Companies Act 1948: 1948 c. 38.

And whereas P. J. Howes Limited was incorporated on 18th March 1947 under the Companies Act 1929:

And whereas Stephen Smith & Company, Limited was incorporated on 4th June 1897 under the Companies Acts 1862 to 1893:

And whereas The Emu Wine Company Limited, P. J. Howes Limited and Stephen Smith & Company, Limited are subsidiaries within the meaning of section 154 of the said Act of 1948 of the holding company and the holding company and the said three companies are hereinafter referred to together as "the four companies":

And whereas the holding company is the wholly-owned subsidiary of Thomas Hardy & Sons Pty. Limited (hereinafter referred to as "the parent company"), a company originally incorporated in South Australia under the Companies Act 1864 passed by the legislature of South Australia:

And whereas the holding company through subsidiary companies incorporated in various States in the Commonwealth of Australia carries on the business of manufacturing, selling and distributing wines in the Commonwealth of Australia:

And whereas the registered office of each of the four companies is situate in England:

And whereas having regard to the fact that the area of operation of the parent company is wholly in the Commonwealth of Australia certain advantages would accrue to the four companies if each of the four companies were deemed to be incorporated under the laws of South Australia 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 1976 apply can be transferred from England to another country:

And whereas it is desirable that each of the four companies should be enabled to become a company incorporated under the laws of South Australia and that thereupon the provisions of the Companies Acts 1948 to 1976 (with the exception of those provisions which apply to oversea companies) should cease to apply to each of the four companies:

And whereas by virtue of provisions contained in the Emu Wine Companies (Transfer of Incorporation) Act 1976 passed by the legislature of South Australia and subject to the several conditions set forth in that Act each of the four companies will be enabled, upon the passing of this Act, to become a company deemed to be incorporated under the Companies Act 1962, as amended, 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:—

1. This Act may be cited as the Emu Wine Holdings Limited Short title. and Subsidiary Companies Act 1977.

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

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

“the company” means each of the four companies;

“the date of assumption” means as respects each of the four companies the date on which that company becomes a company deemed to be incorporated under the laws of South Australia;

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

“the four companies” means the holding company, The Emu Wine Company Limited, P. J. Howes Limited and Stephen Smith & Company, Limited;

“the holding company” means Emu Wine Holdings Limited;

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

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

4.—(1) As soon as reasonably practicable after the date of Registrar in assumption the company shall notify the companies' registrar England to thereof by cablegram and shall also transmit to him by registered strike off or insured post a copy of the certificate of the incorporation of the company in South Australia certified by an official thereunto register. authorised by the laws of South Australia and on the receipt of the said certificate the companies' registrar shall as from the date of assumption strike the name of the company from the register in England and from that date the provisions of the Companies Acts 1948 to 1976 (with the exception of those provisions which apply to oversea companies) shall not apply to the company but

the company shall be deemed to be a company incorporated under the laws of South Australia and subject thereto for all purposes shall be the same company as the existing company.

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

Copy of Act
to be regis-
tered 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 holding company.

PRINTED IN ENGLAND BY OYEZ PRESS LIMITED

FOR BERNARD M. THIMONT

Controller of Her Majesty's Stationery Office and Queen's Printer of Acts of Parliament

LONDON: PUBLISHED BY HER MAJESTY'S STATIONERY OFFICE

15p net

ISBN 0 10 510777 8