

ELIZABETH II



1982 CHAPTER x

An Act to make provision for the transfer to the State of New South Wales in the Commonwealth of Australia of the incorporation of Thomas Brown and Sons, Limited; for the cesser of application to that company of provisions of the Companies Acts 1948 to 1981; and for other purposes incidental thereto.

[28th June 1982]

WHEREAS Thomas Brown and Sons, Limited (hereinafter referred to as "the Company") is an existing company within the meaning of the Companies Acts 1948 to 1981 and is a company limited by shares:

And whereas the Company was incorporated on 12th January 1898 under the Companies Acts 1862 to 1893:

And whereas the Company carries on business as an investment and holding company:

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 wholly in the Commonwealth of Australia certain advantages would accrue to the Company if the Company were incorporated under the laws of New South Wales instead of under the laws of England:

And whereas no procedure exists whereby the incorporation of a company to which the Companies Acts 1948 to 1981 apply can be transferred from England to another country:

And whereas it is desirable that the Company should be enabled to become a company incorporated under the laws of New South Wales and that thereupon the provisions of the Companies Acts 1948 to 1981 (with the exception of those provisions which apply to oversea companies) should cease to apply to the Company:

And whereas by virtue of the legislation relating to companies which is in force in New South Wales, the Company will be enabled, upon the passing of this Act, and, subject to compliance with the requirements of that legislation, to become a company incorporated under the laws of New South Wales:

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 Thomas Brown and Sons, Limited Act 1982.
- Interpretation. 2. In this Act unless the subject or context otherwise requires—
 1948 c. 38. “the companies’ registrar” means the registrar or other officer performing under the Companies Act 1948 the duty of registration of companies in England;
 “the Company” means Thomas Brown and Sons, Limited;
 “the date of incorporation” means the date on which the Company becomes a company incorporated under the laws of New South Wales;
 “existing” means existing immediately before the date of incorporation;
 “New South Wales” means the State of New South Wales in the Commonwealth of Australia.
- Power to become incorporated in New South Wales. 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 become incorporated under the laws of New South Wales.
- Registrar in England to strike off register, but identity to be preserved. 4.—(1) As soon as reasonably practicable after the date of incorporation the Company shall notify the companies’ registrar thereof by telex or cablegram and shall also transmit to him by

registered or insured post a copy of the certificate of the incorporation of the Company in New South Wales and on the receipt of the said certificate the companies' registrar shall with effect from the date of incorporation strike the name of the Company from the register in England and on and from that date the provisions of the Companies Acts 1948 to 1981 (with the exception of those provisions which apply to oversea companies) shall not apply to the Company but the Company shall (save for its incorporation in New South Wales) for all purposes be the same company as the existing company.

(2) The companies' registrar shall retain and register the copy of the certificate transmitted to him under subsection (1) above.



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