# D. & J. Fowler, Limited and Associated Company Act 1971

CHAPTER xlix

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**ELIZABETH II**




**1971 CHAPTER xlix**

An Act to make provision for the transfer to the State of South Australia in the Commonwealth of Australia of the registered offices of D. & J. Fowler, Limited and D. & J. Fowler (Australia) Limited; for the cesser of application to those companies of provisions of the Companies Acts, 1948 to 1967; and for other purposes incidental thereto. [27th July 1971]

WHEREAS D. & J. Fowler, Limited is an existing company within the meaning of the Companies Acts, 1948 to 1967, and is a company limited by shares:

And whereas D. & J. Fowler, Limited was incorporated on 9th February, 1899, under the Companies Acts, 1862 to 1898:

And whereas D. & J. Fowler (Australia) Limited was incorporated as a company limited by shares under the Companies Act, 1948, on 13th March, 1959, and is a subsidiary within the meaning of section 154 of the said Act of 1948 of D. & J. Fowler, Limited (the said two companies being hereinafter referred to together as " the two companies "): 1948 c. 38.

And whereas each of the two companies carries on the business of manufacturing and wholesale grocers in the Commonwealth of Australia:

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

And whereas having regard to the fact that the area of operation of the two companies is wholly in the Commonwealth of Australia certain advantages would accrue to the two companies if each of the two 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 1967, apply can be transferred from England to another country:

And whereas procedure by way of winding up and dissolution of each of the two companies and the transfer or sale of assets to new companies incorporated in South Australia would involve loss of the identity of each of the two companies, 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 each of the two companies should be enabled to become a company incorporated under the laws of South Australia 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 that company:

And whereas by virtue of provisions contained in the D. & J. Fowler (Transfer of Incorporation) Act, 1970, passed by the legislature of South Australia and subject to the several conditions set forth in that Act each of the two 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:—

**Short title.**

**1.** This Act may be cited as the D. & J. Fowler, Limited and Associated Company Act 1971.

Interpretation.

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

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

"the Company" means each of the two companies;

"the date of assumption" means as respects each of the two 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;

"South Australia" means the State of South Australia in the Commonwealth of Australia;

"the two companies" means D. & J. Fowler, Limited and D. & J. Fowler (Australia) Limited.

(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.

Transfer on authorisation.

**3.** Subject to the laws in force in South Australia 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 South Australia.

Registrar in England to strike off register.

**4.**—(1) As soon as reasonably practicable after the date of assumption 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 of the incorporation of the Company in South Australia certified by an official thereunto authorised by the laws of South Australia and thereupon 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 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 South Australia and subject thereto for all purposes shall be and be deemed to 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 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 two companies in equal proportions.

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