

Shell Company of Australia Act 1964

CHAPTER xix

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ELIZABETH II



1964 CHAPTER xix

An Act to make provision for the transfer to the State of Victoria in the Commonwealth of Australia of the registered office of the Shell Company of Australia Limited; for the cesser of application to that Company of provisions of the Companies Act, 1948; and for other purposes incidental thereto.

[16th July 1964]

WHEREAS the Shell Company of Australia Limited (hereinafter referred to as "the Company") is an existing company within the meaning of the Companies Act, 1948, and is a company limited by shares: 11 & 12 Geo. 6 c. 38.

And whereas the Company carries on the business of distributing and selling petroleum products in the Commonwealth of Australia and its Territories:

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 and its Territories certain advantages would accrue to the Company if the Company was deemed to be incorporated under the laws of the State of Victoria in the Commonwealth of Australia (hereinafter referred to as "Victoria") instead of under the laws of England:

And whereas no procedure exists whereby the registration of a company to which the Companies Act, 1948, applies 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 Victoria 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 whereas it is desirable that the Company should be enabled to become a company incorporated under the laws of Victoria without any such loss of identity, disturbance or interference and that thereupon the provisions of the Companies Act, 1948 (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 Shell Company of Australia Limited Act, 1963 passed by the legislature of Victoria 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 Shell Company of Australia Act 1964.

Interpretation.

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

"the Act of 1948" means the Companies Act, 1948;

"the companies' registrar" means the registrar or other officer performing under the Act of 1948 the duty of registration of companies in England;

"the Company" means the Shell Company of Australia Limited;

"the date of assumption" means the date on which the Company becomes a company deemed to be incorporated under the laws of Victoria;

"existing" means existing immediately before the date of assumption;

"Victoria" means the State of Victoria 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.

Transfer on authorisation.

3. Subject to the laws in force in Victoria 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 Victoria.

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 Victoria certified by an official thereunto authorised by the laws of Victoria 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 Act of 1948 (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 Victoria 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 subsection shall incur the like fine. Every fine under this section shall be recoverable summarily.

Fees.

6. The Company shall pay to the companies' registrar both in respect of the copy of the certificate of incorporation transmitted to him in pursuance of section 4 (Registrar in England to strike off register) of this Act and in respect of the copy of the Act delivered to him in pursuance of section 5 (Copy of Act to be registered in England) of this Act the like fee as is for the time being payable under the Act of 1948 on registration of any document (other than the memorandum or the abstract required to be delivered to the registrar by a receiver or manager or the statement required to be sent to the registrar by the liquidator in a winding up).

Costs of Act.

7. 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.

PRINTED BY WALTER AND WHITEHEAD LTD. FOR
SIR PERCY FAULKNER, K.B.E., C.B.
Controller of Her Majesty's Stationery Office and Queen's Printer of Acts of Parliament
LONDON: PUBLISHED BY HER MAJESTY'S STATIONERY OFFICE
Price 8*d* net
PRINTED IN ENGLAND.