

**Reprint
as at 8 September 1990**



A.E. Thorpe Limited Act 1990

Private Act 1990 No 3
Date of assent 7 September 1990
Commencement 7 September 1990

Contents

| | Page |
|--|------|
| Title | 1 |
| Preamble | 2 |
| 1 Short Title | 3 |
| 2 Interpretation | 3 |
| 3 Company may become incorporated in Australia | 4 |
| 4 Company to notify Registrar of incorporation in Australia | 4 |
| 5 Registration of Company under Companies Act 1955 to cease | 4 |
| 6 Private Act | 5 |

**An Act to enable A.E. Thorpe Limited to be incorporated in
Australia, to provide that, on its incorporation, the company
shall cease to be incorporated under the Companies Act 1955,
and to make provision for incidental matters**

Note

Changes authorised by section 17C of the Acts and Regulations Publication Act 1989 have been made in this reprint.

A general outline of these changes is set out in the notes at the end of this reprint, together with other explanatory material about this reprint.

Preamble

Whereas

- A A.E. Thorpe Limited (hereinafter referred to as **the Company**) is a company formed and registered under the Companies Act 1955 as a company limited by shares:
- B the Company is a private company within the meaning of section 2(1) of the Companies Act 1955:
- C the Company was incorporated in Auckland on 3 September 1956 and has a nominal capital of \$100,000 divided into 50,000 shares of \$2 each:
- D the registered office of the Company is at Europa House, 109–117 Featherston Street, Wellington, New Zealand:
- E the Company is a wholly-owned subsidiary of Oakbridge Limited, a company incorporated under the laws of the State of New South Wales having its registered office at Level 9, 100 Christie Street, St Leonards, New South Wales:
- F before becoming a subsidiary of Oakbridge Limited the Company was a wholly-owned subsidiary of Elders Resources NZFP Limited, a company incorporated under the New Zealand Companies Act 1933:
- G the Company owns or controls all the shares in the capital of The Newcastle Wallsend Coal Company Pty Limited and of Saxonvale Coal Pty Limited, both of which are companies incorporated under the laws of the State of New South Wales:
- H having regard to the fact that the only function of the Company is to be the holding company, within the meaning of section 158 of the Companies Act 1955, of companies that are incorporated in Australia, that the Company owns no assets of substance in New Zealand, and that the Company is itself a wholly-owned subsidiary of a company incorporated in Australia, it is considered expedient and advantageous for the Company to be incorporated under any laws of the Commonwealth of Australia or of a State or Territory of the Commonwealth of Australia that permit its

incorporation instead of under the Companies Act 1955:

- I no procedure exists for a company that is incorporated under the Companies Act 1955 to become incorporated under the laws of another country or the State or Territory of another country:
- J the winding-up and dissolution of the Company and the transfer or sale of its assets to a company incorporated under the laws of the Commonwealth of Australia or of a State or Territory of the Commonwealth of Australia would result in the Company losing its corporate identity, disturb the financial structure of the Company and that of the group of companies of which it is a member, and would involve significant expense:
- K it is desirable that the Company be enabled to become a company incorporated under any laws of the Commonwealth of Australia or of a State or Territory of the Commonwealth of Australia that permit its incorporation without the loss of its corporate identity and disturbance to its financial structure and that of the group of companies of which it is a member:
- L the objects of this Act cannot be attained without the authority of Parliament.

1 Short Title

This Act may be cited as the A.E. Thorpe Limited Act 1990.

2 Interpretation

In this Act, unless the context otherwise requires,—

company means A.E. Thorpe Limited

date of incorporation means the date on which the Company is incorporated under the laws of the Commonwealth of Australia or of a State or Territory of the Commonwealth of Australia that permit its incorporation

Registrar means the Registrar of Companies; and includes the District Registrar of Companies at Wellington.

3 Company may become incorporated in Australia

- (1) Subject to subsection (2), the Company is hereby authorised and empowered to become incorporated under any laws of the Commonwealth of Australia or of any State or Territory of the Commonwealth of Australia that permit its incorporation.
- (2) The Company shall not become so incorporated unless the Commissioner of Inland Revenue has given the Company notice in writing stating that the Commissioner has no objection to the Company becoming so incorporated and ceasing to be registered under The Companies Act 1955.

4 Company to notify Registrar of incorporation in Australia

- (1) As soon as practicable after the date of incorporation, the Company shall—
 - (a) notify the Registrar by telex or facsimile that it is incorporated under the laws of the Commonwealth of Australia or of a State or Territory of the Commonwealth of Australia that permit its incorporation; and
 - (b) transmit to the Registrar by registered or insured post or personal delivery—
 - (i) a copy of the certificate of incorporation of the Company under the laws of the Commonwealth of Australia or of that State or Territory; and
 - (ii) a copy of the notice referred to in subsection (2) of section 3.
- (2) The Registrar shall retain and register the copy of the certificate.
- (3) The certificate of incorporation shall be conclusive evidence that the Company is incorporated under the laws of such Commonwealth, State or Territory.

5 Registration of Company under Companies Act 1955 to cease

- (1) On receipt of the certificate of incorporation and notice referred to in section 4 the Registrar shall strike the name of the Company off the register, and in that event, with effect on and from the date of incorporation, the Company shall cease to be registered under the Companies Act 1955 and the provisions

of that Act, except provisions applying to overseas companies, shall cease to apply to the Company.

- (2) Nothing in this Act affects the identity of the Company as a legal entity and the Company, as so incorporated, shall be deemed for all purposes, to be the same legal entity as it was when it was incorporated and registered under the Companies Act 1955.

6 Private Act

This Act is hereby declared to be a private Act.

Contents

- 1 General
 - 2 Status of reprints
 - 3 How reprints are prepared
 - 4 Changes made under section 17C of the Acts and Regulations Publication Act 1989
 - 5 List of amendments incorporated in this reprint (most recent first)
-

Notes**1 General**

This is a reprint of the A.E. Thorpe Limited Act 1990. The reprint incorporates all the amendments to the Act as at 8 September 1990, as specified in the list of amendments at the end of these notes.

Relevant provisions of any amending enactments that contain transitional, savings, or application provisions that cannot be compiled in the reprint are also included, after the principal enactment, in chronological order. For more information, see <http://www.pco.parliament.govt.nz/reprints/>.

2 Status of reprints

Under section 16D of the Acts and Regulations Publication Act 1989, reprints are presumed to correctly state, as at the date of the reprint, the law enacted by the principal enactment and by the amendments to that enactment. This presumption applies even though editorial changes authorised by section 17C of the Acts and Regulations Publication Act 1989 have been made in the reprint.

This presumption may be rebutted by producing the official volumes of statutes or statutory regulations in which the principal enactment and its amendments are contained.

3 How reprints are prepared

A number of editorial conventions are followed in the preparation of reprints. For example, the enacting words are not included in Acts, and

provisions that are repealed or revoked are omitted. For a detailed list of the editorial conventions, see <http://www.pco.parliament.govt.nz/editorial-conventions/> or Part 8 of the *Tables of New Zealand Acts and Ordinances and Statutory Regulations and Deemed Regulations in Force*.

4 Changes made under section 17C of the Acts and Regulations Publication Act 1989

Section 17C of the Acts and Regulations Publication Act 1989 authorises the making of editorial changes in a reprint as set out in sections 17D and 17E of that Act so that, to the extent permitted, the format and style of the reprinted enactment is consistent with current legislative drafting practice. Changes that would alter the effect of the legislation are not permitted. A new format of legislation was introduced on 1 January 2000. Changes to legislative drafting style have also been made since 1997, and are ongoing. To the extent permitted by section 17C of the Acts and Regulations Publication Act 1989, all legislation reprinted after 1 January 2000 is in the new format for legislation and reflects current drafting practice at the time of the reprint.

In outline, the editorial changes made in reprints under the authority of section 17C of the Acts and Regulations Publication Act 1989 are set out below, and they have been applied, where relevant, in the preparation of this reprint:

- omission of unnecessary referential words (such as “of this section” and “of this Act”)
- typeface and type size (Times Roman, generally in 11.5 point)
- layout of provisions, including:
 - indentation
 - position of section headings (eg, the number and heading now appear above the section)
- format of definitions (eg, the defined term now appears in bold type, without quotation marks)
- format of dates (eg, a date formerly expressed as “the 1st day of January 1999” is now expressed as “1 January 1999”)

- position of the date of assent (it now appears on the front page of each Act)
- punctuation (eg, colons are not used after definitions)
- Parts numbered with roman numerals are replaced with arabic numerals, and all cross-references are changed accordingly
- case and appearance of letters and words, including:
 - format of headings (eg, headings where each word formerly appeared with an initial capital letter followed by small capital letters are amended so that the heading appears in bold, with only the first word (and any proper nouns) appearing with an initial capital letter)
 - small capital letters in section and subsection references are now capital letters
- schedules are renumbered (eg, Schedule 1 replaces First Schedule), and all cross-references are changed accordingly
- running heads (the information that appears at the top of each page)
- format of two-column schedules of consequential amendments, and schedules of repeals (eg, they are rearranged into alphabetical order, rather than chronological).

5 *List of amendments incorporated in this reprint
(most recent first)*
