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[AS REPORTED FROM THE GOLD FIELDS AND MINES COMMITTEE.]

*This is a reprint of the Bill as passed in the LEGISLATIVE COUNCIL and reported from the Gold Fields Committee of the HOUSE OF REPRESENTATIVES last session.*

*Hon. Mr. Rolleston.*

**MINING COMPANIES ACT 1872 AMENDMENT.**

**ANALYSIS.**

<p>Title.</p> <p>1. Short Title.</p> <p>2. Sections 28 and 29 of said Act repealed. Blank forms of transfer prohibited.</p> <p>3. Transfers not to cancel prior liability.</p> <p>4. Sections 31 and 32 repealed.</p> <p>5. Creditors and others may apply for rectification of register.</p> <p>6.</p> <p>7. Section 45 and Fourth Schedule amended.</p> <p>8. Section 52 repealed. Calls to be due when made.</p> <p>9. Forfeiture not to cancel prior liability.</p>	<p>10. Section 55 of the said Act amended.</p> <p>11. Removal of liquidator. Security for costs.</p> <p>12. Liquidator may recover calls.</p> <p>13. Additional contributories.</p> <p>14. Liquidator may pay current expenses of winding up, &amp;c.</p> <p>15. Court may order costs, expenses, &amp;c.</p> <p>16. Enforcement of orders of Court.</p> <p>17. Alterations in newspaper notices required by "The Mining Companies Act, 1872."</p> <p>18. Validation of the registration of certain companies in Counties of Grey and Inangahua. Schedule.</p>
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**A BILL INTITULED**

AN ACT to amend "The Mining Companies Act, 1872." Title.  
 BE IT ENACTED by the General Assembly of New Zealand in Parliament assembled, and by the authority of the same, as follows :—

1. The Short Title of this Act is "The Mining Companies Act 1872 Amendment Act, 18823." Short Title.

*Struck out.*

It shall come into operation on the first day of October, one thousand eight hundred and eighty-three, and shall be construed according to the interpretations provided in "The Mining Companies Act, 1872."

2. Sections twenty-eight and twenty-nine of "The Mining Companies Act, 1872," hereinafter called the said Act, are hereby repealed, and in lieu thereof it is enacted as follows :— Sections 28 and 29 of said Act repealed.

Blank forms of transfer of shares shall not be valid. In every form of transfer there shall be written in ink the name of the transferee, whether a person or a company. Blank forms of transfer prohibited.

Transfers may be made on a separate document, instead of being indorsed on a scrip certificate.

3. Notwithstanding any transfer whatever of any shares not fully paid up, made after this Act comes into operation, the transferrer thereof shall continue to be chargeable for ~~twelve~~ six months after the transfer, but no longer, with any debt or liability incurred prior thereto; and, in so far as respects any such debt or liability, such transferrer shall be deemed to be a contributory under the said Act in cases where it may be necessary to determine who are contributories. Transfers not to cancel prior liability.

4. Sections thirty-one and thirty-two of the said Act are hereby repealed. Sections 31 and 32 repealed.

5. Besides the parties mentioned in the thirty-fifth section of the said Act as being entitled to make application for the rectification of No. 18—2. Creditors and others may apply for rectification of register.

the register of shareholders, the following persons, that is to say, any person claiming to be a member of the company, or ~~claiming to be being~~ a creditor of the company, and any person whose name appears on the aforesaid register, may apply in the manner provided by the section for such rectification; and the Court, on any such application, may decide on any question relating to the rectification of the register, irrespective of the manner how, or the parties between whom, the question shall arise.

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*Struck out.*

Section 44 amended.

**6.** The words, in section forty-four of the said Act, "after the final call shall have been made of such respective amounts," are hereby repealed and the said section shall be read and construed as though the said words were omitted therefrom; and in lieu of the words last mentioned the following words shall be inserted: "of the same nominal value as in the case of the original issue."

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*New clause.*

**6.** Notwithstanding anything contained in the said Act, it shall not be necessary that a final call shall have been made before the capital is increased: Provided that the shares issued in pursuance of any increase of capital shall be of the same nominal value as in the case of the original issue.

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Section 45 and Fourth Schedule amended.

**7.** The following words towards the end of section forty-five of the said Act, that is to say, "and, as the case may be, of the increased amount of the shares," and the Fourth Schedule of the said Act are hereby repealed.

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The Schedule hereto is substituted for the Fourth Schedule of the said Act; and wherever in the said Act the Fourth Schedule is mentioned, the Schedule hereto shall be deemed to be the Schedule referred to.

*Struck out.*

No call may be made after petition.

**8.** No calls upon shares in any company shall be made after the presenting of a petition for the winding-up thereof, unless such petition is dismissed or proceedings thereunder stayed.

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Section 52 repealed.

**9.** Section fifty-two of the said Act is hereby repealed, and in lieu thereof it is enacted as follows:—

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Calls to be due when made.

The amount of any call which for the time being may be unpaid upon any share in a company shall, on and from the day when the call shall be made, be deemed to be a debt due from the holder of such share to the company, and shall, ~~on and from~~ *from and after* the day on which it is payable, be recoverable, with interest thereon and costs of suit, by the manager, describing himself in any proceeding therefor as manager of the company to whom the call shall be due, in any Court of competent jurisdiction; and payment of any number of calls due by a shareholder may be enforced in one and the same proceeding.

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Forfeiture not to cancel prior liability.

**10.** Notwithstanding any forfeiture whatever of any share, the holder thereof prior to its forfeiture shall continue and be chargeable for twelve months thereafter, but no longer, with any debt or liability incurred prior to such forfeiture; and, in so far as respects any such debt or liability, the holder shall be deemed to be a contributory under the said Act in cases where it may be necessary to determine who are contributories.

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11. The words following are hereby added to section fifty-five of the said Act: "and should the share not realize the amount of the call due, together with the costs and expenses incurred, the balance shall be recoverable by the manager, as a debt due to the company."

Section 55 of the said Act amended.

12. Where application is made to the Court for its sanction to the removal of a liquidator, the Court or a Judge thereof may require that security be given by the applicant for the due prosecution of his application, and for the payment of the liquidator's expenses in case the application be unsuccessful; and in every case of such an application the Court or Judge may make such order as to it or him may seem fitting.

Removal of liquidator.  
Security for costs.

13. A liquidator under the said Act may at any time, whilst holding such office in respect to a company, sue for and recover all calls which have been made previously to the commencement of the winding-up of the company and shall be unpaid, in respect of any shares whatever of such company.

Liquidator may recover calls.

14. Subsection five of section ninety-four of the said Act is hereby repealed, and the words following shall be added to the said section and read and construed as part thereof:—

Additional contributors.

(5.) Any person who may be chargeable with any liability incurred prior to transfer or forfeiture for or in respect of a share either transferred or forfeited in any manner:

Provided that no ~~past member~~ transferee shall be liable to contribute to the assets of the company unless the Court is satisfied that the liquidator has used all reasonable means to compel the contributions required ~~of them~~ from the shareholders under the said Act.

15. Pending the complete realization of the property of a company, the Court or a Judge thereof may, in such cases, at such times, and upon such terms as to it or him may seem proper, authorize the liquidator of a company's affairs to disburse moneys for reasonable expenses incurred in or about the winding-up proceedings, or for the payment of any *ad interim* dividend or dividends to the parties entitled thereto.

Liquidator may pay current expenses of winding-up, &c.

16. In any case where no general rule is provided under the one hundred and thirty-first section of the said Act, the Court or a Judge thereof, until such rule is provided, may make such order as shall seem fitting in respect of the payment to any party of any fees, costs, or other expenses incident to any proceedings under the said Act or this Act, all which orders shall be enforced in manner as is hereinafter provided with respect to any other orders of the said Court or Judge.

Court may order costs, expenses, &c.

17. The Court or a Judge thereof shall have the same power of summoning and compelling the attendance of witnesses and the production of documents, and of punishing persons duly summoned for non-attendance, or for refusing to give evidence or produce documents, and the same means of enforcing its rules or orders, and for punishing for contempt, as is or may be possessed by the Supreme Court or any Judge thereof.

Enforcement of orders of Court.

*New clause.*

18. Wherever in the said Act it is made compulsory to insert any notice in one or more newspapers published in the chief town of the province where the company shall carry on operations, the said Act shall be read and construed as if such words had been omitted therefrom.

Alterations in newspaper notices required by "The Mining Companies Act, 1872."

Sections fifty, fifty-five, one hundred and thirteen, and every other section wherein the word "daily" occurs in reference to a newspaper, shall be read and construed as though the word "daily" had been omitted therefrom.

Validation of the registration of certain companies in Counties of Grey and Inangahua.

19. Notwithstanding anything in the said Act contained, every 5  
 mining company carrying on operations within the Counties of Grey  
 and Inangahua respectively, in respect of which a memorandum has  
 been duly lodged in the office of the Registrar of the Supreme Court  
 for the Judicial District of Nelson, and which has thereupon been  
 registered in such office, and to which respectively certificates of 10  
 incorporation have been issued by the aforesaid Registrar at any time  
 between the eighteenth day of April, in the year one thousand eight  
 hundred and seventy-eight, and the twenty-second day of May, in the  
 year one thousand eight hundred and eighty-two, both last-named 15  
 days inclusive, shall, in so far as the validity of the registration or  
 incorporation of any such company may depend on compliance with  
 the hereinbefore-recited provision of the said Act, be deemed to have  
 been duly registered and incorporated under the said Act, notwith-  
 standing that the said companies respectively were not carrying on 20  
 operations within the limits of the judicial district wherein their regis-  
 tration and incorporation were respectively effected: Provided that  
 nothing in this Act contained shall prejudicially affect, restrain, or  
 shall be deemed in any way to authorize the restraint of, any action,  
 suit, or other proceeding which may have been commenced before the 25  
 passing of this Act in relation to any wrong or damage sustained or  
 suffered by any person or persons or company in consequence of the  
 erroneous registration of any such company as aforesaid.

Schedule.

#### SCHEDULE.

[Name of Company.]

##### INCREASE OF CAPITAL.

I, the undersigned, Manager, hereby give notice that an increase in the capital of the above-named company was on the \_\_\_\_\_ day of \_\_\_\_\_, 18\_\_\_\_, resolved on.

The mode adopted for the increase is by issuing [State number of new shares] new shares of \_\_\_\_\_ pounds each, in addition to the [State number of existing shares] shares now existing in the company.

[If any of the new shares are preference shares, so state, and the terms upon which issued.]

A. B.,  
 Manager of the above-named Company.  
 C. D., } Directors of the above-  
 E. F., } named Company.

[Date.]

1. I, A. B., of \_\_\_\_\_, do solemnly and sincerely declare that the foregoing statement is, to the best of my knowledge and belief, true in every particular.

2. I am the Manager of the above-named Company.

3. C. D., and E. F., whose signatures are affixed to the said statement, are directors of the said Company; and I make this solemn declaration, conscientiously believing the same to be true, and by virtue of an Act of the General Assembly of New Zealand intituled "The Justices of the Peace Act, 1882."

Taken before me, &c.—

J. P.

A. B.