

NEW ZEALAND NATIONAL AIRWAYS CORPORATION DISSOLUTION BILL

EXPLANATORY NOTE

Clause 1 relates to the Short Title and dates of commencement.

The date of commencement for *clauses 2, 3, and 5* is deemed to be 1 March 1978.

The date of commencement for *clause 4* is to be fixed by Order in Council.

Clause 2 defines the terms "Air New Zealand Limited" and "Corporation". The Corporation is the New Zealand National Airways Corporation.

Clause 3 provides that Air New Zealand Limited may maintain and operate, in its own name and in the place of the Corporation, any service established by the New Zealand National Airways Corporation.

The transfer of licences to Air New Zealand Limited is authorised and transfers that took place before the passing of this Bill are validated.

The New Zealand National Airways Corporation remains in existence for the time being as a statutory corporation until *clause 4* is brought into force.

Clause 4, which is to come into force on a date to be fixed by Order in Council, dissolves the New Zealand National Airways Corporation and also, under *subclauses (2) to (6)*, transfers the Corporation's assets and liabilities to Air New Zealand Limited, and provides that the staff of the Corporation are to become employees of Air New Zealand Limited on the same terms and conditions of employment, including those applicable to salaries and allowances.

Subclause (7) provides that, for the purposes of the Income Tax Act 1976, losses incurred by the Corporation shall be deemed to have been incurred by Air New Zealand Limited.

Subclauses (8) and (9) repeal and revoke the New Zealand National Airways Act 1945 and amendments, the New Zealand National Airways Corporation (Extension of Powers) Regulations 1949, and the New Zealand National Airways Corporation Bylaws Order 1971.

Clause 5 makes it clear that Part III of the Commerce Act 1975 does not apply to the merger given effect to by this Bill.

Hon. Mr McLachlan

**NEW ZEALAND NATIONAL AIRWAYS
CORPORATION DISSOLUTION**

ANALYSIS

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A BILL INTITULED

- An Act to give effect to the merger of Air New Zealand Limited and the New Zealand National Airways Corporation by authorising Air New Zealand Limited to**
- 5 **assume the functions of the Corporation and providing for the dissolution of the Corporation**

BE IT ENACTED by the General Assembly of New Zealand in Parliament assembled, and by the authority of the same, as follows:

- 10 **1. Short Title and commencement—**(1) This Act may be cited as the New Zealand National Airways Corporation Dissolution Act 1978.
- (2) Sections 2, 3, and 5 of this Act shall be deemed to have come into force on the 1st day of March 1978.
- 15 (3) Section 4 of this Act shall come into force on a date to be fixed by Order in Council.

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2. Interpretation—In this Act, unless the context otherwise requires,—

“Air New Zealand Limited” means the duly incorporated company of that name having its registered office at Auckland:

“Corporation” means the New Zealand National Airways Corporation established under section 4 of the New Zealand National Airways Act 1945.

3. Authorising and validating transfer of services, etc., to Air New Zealand Limited—(1) Until section 4 of this Act comes into force, Air New Zealand Limited may, in its own name and in the place of the Corporation, maintain all or any of the services established by the Corporation under subsection (1) or subsection (1A) of section 13 of the New Zealand National Airways Act 1945 and, in so doing, may exercise and perform in its own name, but otherwise as if it were the Corporation, all or any of the powers, functions, and duties conferred or imposed on the Corporation by that section.

(2) The exercise and performance by Air New Zealand Limited, pursuant to subsection (1) of this section, of all or any of the powers, functions, and duties conferred or imposed on the Corporation by section 13 of the New Zealand National Airways Act 1945 shall, for the purposes of subsection (2) of that section, constitute the exercise and performance of such powers, functions, and duties by the Corporation itself.

(3) The Corporation may, for the purpose of enabling Air New Zealand Limited to exercise and perform the powers, functions, and duties referred to in subsection (1) of this section, transfer to Air New Zealand Limited all or any of the licences held by the Corporation under the Air Services Licensing Act 1951 or any other Act.

(4) The Air Services Licensing Act 1951 shall be read subject to the provisions of this section.

(5) For the avoidance of doubt, every transfer by the Corporation to Air New Zealand Limited of a licence held by the Corporation under the Air Services Licensing Act 1951 or any other Act, being a transfer effected before the passing of this Act, is hereby declared to be and always to have been validly made.

4. Dissolution of Corporation and transfer of property, etc.—(1) The New Zealand National Airways Corporation is hereby dissolved.

(2) On the commencement of this section—

- 5 (a) All real and personal property belonging to the Corporation shall become vested in Air New Zealand Limited:
- (b) Notwithstanding anything in the memorandum or articles of association of any company incorporated under the Companies Act 1955 in which the Corporation owns shares, the shares so owned shall become vested in Air New Zealand Limited:
- 10 (c) All money payable to the Corporation shall become payable to Air New Zealand Limited:
- 15 (d) All liabilities, contracts, and engagements, and all rights and authorities of any nature whatever, of the Corporation shall become liabilities, contracts, engagements, rights, and authorities of Air New Zealand Limited:
- 20 (e) All proceedings pending by or against the Corporation may be carried on, completed, and enforced by or against Air New Zealand Limited:
- (f) Every person who immediately before such commencement was an officer or employee of the Corporation shall become, without further appointment than this section, an officer or employee of Air New Zealand Limited on and subject to the same terms and conditions of employment (including those applicable to salaries and allowances) as applied to him immediately before such commencement.
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(3) Subject to subsection (5) of this section, the District Land Registrar, on receiving a written request from Air New Zealand Limited under its seal, incorporating a reference to this section, shall without fee make such entries in his registers and on any outstanding documents of title and generally do all such things as may be necessary to give effect to the provisions of subsection (2) of this section in respect of land and interests in land specified in the request.

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(4) All references to the Corporation in any security or other document whatever which is subsisting immediately before the date of commencement of this section, or in any notice or other communication served, given, or sent before, on, or after that date in relation to any such security or other document shall, unless the context otherwise requires, be read as references to Air New Zealand Limited.

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(5) No Registrar of Deeds or District Land Registrar or any other person charged with the keeping of any books or registers shall be obliged, solely by the provisions of this section, to change the name of the Corporation to that of Air New Zealand Limited in his books or registers or in any document in his charge; but the presentation to any such Registrar or other person of any instrument— 5

(a) Executed or purporting to be executed by Air New Zealand Limited; and

(b) Relating to any property held immediately before the commencement of this section by the Corporation; and 10

(c) Containing a recital that the property has become vested in Air New Zealand Limited by virtue of the provisions of this section— 15

shall, in the absence of proof to the contrary, be sufficient evidence that the property is vested in Air New Zealand Limited.

(6) Except as provided in subsections (3) and (5) of this section, nothing in this section shall derogate from the provisions of the Land Transfer Act 1952. 20

(7) For the purposes of the Income Tax Act 1976, losses incurred by the Corporation shall be deemed to have been incurred by Air New Zealand Limited.

(8) The following enactments are hereby repealed: 25

(a) The New Zealand National Airways Act 1945:

(b) The New Zealand National Airways Amendment Act 1948:

(c) The New Zealand National Airways Amendment Act 1957: 30

(d) The New Zealand National Airways Amendment Act 1958:

(e) The New Zealand National Airways Amendment Act 1960:

(f) The New Zealand National Airways Amendment Act 1964: 35

(g) The New Zealand National Airways Amendment Act 1965:

(h) Section 9 (3) of the Local Authorities (Members' Interests) Act 1968 and so much of Part II of the First Schedule to that Act as relates to the New Zealand National Airways Corporation: 40

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- (i) So much of Part II of the Second Schedule to the Ministry of Transport Amendment Act 1973 as relates to the New Zealand National Airways Act 1945:
- 5 (j) The New Zealand National Airways Amendment Act 1973:
- (k) The New Zealand National Airways Amendment Act 1975:
- (l) Section 148 of the Public Finance Act 1977.
- 10 (9) The following Orders in Council are hereby revoked:
 - (a) The New Zealand National Airways Corporation (Extension of Powers) Regulations 1949:
 - (b) The New Zealand National Airways Corporation Bylaws Order 1971.
- 15 **5. Part III of Commerce Act 1975 not to apply**—For the avoidance of doubt it is hereby declared that—
 - (a) The merger given effect to by this Act is not a transaction to which Part III of the Commerce Act 1975 applies; and
 - 20 (b) Part III of the Commerce Act 1975 does not apply, and shall be deemed never to have applied, in respect of the said merger or to any proceedings or other matters preliminary or incidental to it, whether or not those proceedings or other matters
 - 25 took place before, on, or after the date of commencement of this section.