

**House of Representatives**  
**Supplementary Order Paper**

**Tuesday, 2 September 2008**

**Companies (Minority Buy-out Rights) Amendment  
Bill**

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*Proposed amendments*

Hon Lianne Dalziel, in Committee, to move the following amendments:

*New clause 8A inserted*

To insert the following clause after *clause 8* (after line 19 on page 7):

**8A Resolution in lieu of meeting**

Section 122 is amended by repealing subsection (5) and substituting the following subsection:

- “(5) Within 5 working days of a resolution being passed under this section, the company must send to every shareholder who did not sign the resolution or on whose behalf the resolution was not signed,—
- “(a) a copy of the resolution; and
  - “(b) if the resolution was a special resolution required by section 106(1)(a) or (b), a statement setting out the rights of shareholders under section 110.”

*New clause 13 added*

To add the following clause (after line 9 on page 8):

**13 Amendment to Lawyers and Conveyancers Act (Lawyers: Nominee Company) Rules 2008**

- (1) This section amends the Lawyers and Conveyancers Act (Lawyers: Nominee Company) Rules 2008.
  - (2) Regulation 5 of Schedule 1 is amended by omitting “112” and substituting “**112C**”.
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### **Explanatory note**

This Supplementary Order Paper amends the Companies (Minority Buy-out Rights) Amendment Bill.

The amendments insert *new clauses 8A and 13*.

*New clause 8A* replaces section 122(5) of the Companies Act 1993. The effect of this amendment is to ensure that all shareholders who do not sign a special resolution that is required by section 106(1)(a) or (b) of the Companies Act 1993 are given notice of their rights under section 110 of that Act.

*New clause 13* makes a minor consequential amendment to the Lawyers and Conveyancers Act (Lawyers: Nominee Company) Rules 2008.

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