

**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

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**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**

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**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