

New Zealand



ANALYSIS.

<p>Title.</p> <ol style="list-style-type: none"> 1. Short Title. 2. Registration under principal Act. Validation. 3. Court instead of creditors to appoint liquidators. 4. Repeal of section 32. Provision for yearly statements. 5. Preceding section to apply to all companies formed for mining purposes. 6. Repeal of section 45. Amended provision as to transfer of shares. 7. Application of provisions of "The Foreign Companies Act, 1884," to certain mining 	<p>companies incorporated out of New Zealand.</p> <ol style="list-style-type: none"> 8. Foreign companies now carrying on business in New Zealand to comply with Act on expiration of six months from date of passing. 9. Managers not to act as sharebrokers, and not to disclose information to unauthorised persons. Penalty. 10. Proceeds of sale of forfeited shares may be applied to pay all calls made as well as those due. 11. Amendment of certain sections of Amendment Act.
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1890, No. 22.

Title.	<p style="text-align: center;">AN ACT to amend "The Mining Companies Act, 1886." [13th September, 1890.]</p>
Short Title.	<p>BE IT ENACTED by the General Assembly of New Zealand in Parliament assembled, and by the authority of the same, as follows:—</p> <p>1. The Short Title of this Act is "The Mining Companies Act Amendment Act, 1890."</p>
Registration under principal Act.	<p>2. "The Mining Companies Act, 1886" (hereinafter termed "the said Act"), is hereby amended as follows:—</p> <p style="padding-left: 2em;">"In section three, in the definition of "The Registrar," and also in section four, subsection two, respectively, all words after "said offices" shall be omitted, and the following substituted: "as shall be nearest to the place where the mining operations of the company are carried on."</p>
Validation.	<p>Every mining company in respect of which a memorandum has been duly lodged with the Registrar of the Supreme Court at the Supreme Court Offices at Invercargill, under section four of the said Act, at any time since the commencement of such Act shall, in so far as the validity of the registration of the incorporation of any such company may depend on compliance with the provisions of the last aforesaid section, be deemed to have been duly registered and incorporated under the said Act, notwithstanding that at the time at which any such memorandum was so lodged as aforesaid the Supreme Court Offices at Invercargill had not been declared to be Supreme Court Offices at which any memorandum as aforesaid might be lodged.</p>

3. The power given by the said Act to the creditors of a company to appoint some fit person to be liquidator of the estate of the company, and to determine the remuneration of, and fix the security to be given by, the said liquidator, shall not hereafter be exercised by the creditors, but the making of any such appointment of liquidator, the determining the remuneration of, and fixing the security to be given by, the said liquidator, shall be made by the Court in which the winding-up proceedings are being carried on; and all provisions of the said Act contrary to or in conflict with this section shall be and the same are hereby repealed.

Court instead of creditors to appoint liquidators.

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

Repeal of section 32.

The manager of every company shall in the month of January in each year make out a true and faithful statement of the affairs of such company up to the thirty-first day of December of the preceding year, in the form of the Fourth Schedule to the said Act, accompanied by a statutory declaration verifying the same; and shall also in the same month in each year publish such statement in the *Gazette*, and send a copy of such statement by post to each and every person whose name appears on the share register.

Provision for yearly statements.

Every director or manager of a company who shall be guilty of any default in complying with the provisions of this section, or who shall knowingly and wilfully authorise or permit such default, shall be liable to the penalty prescribed by the thirty-third section of the said Act.

5. The provisions of the last-preceding section of this Act shall extend and apply to every company or association formed or incorporated for mining purposes as aforesaid, and whether a foreign company within the meaning of this Act, or a company or association incorporated in New Zealand under any law or statute (other than "The Mining Companies Act, 1886"), or a company or association incorporated in Great Britain or Ireland either by Royal Charter, or by any special Act of the Imperial Parliament, or under the provisions of any Act of such Parliament relating to public companies, as if such company or association had been duly registered under "The Mining Companies Act, 1886;" and the penalty prescribed by section thirty-three of the said Act shall also extend and apply to every director or manager of any such company or association in the cases therein provided for as if such company or association had been registered as aforesaid.

Preceding section to apply to all companies formed for mining purposes.

6. Section forty-five of the said Act is hereby repealed, and in lieu thereof it is enacted as follows:—

Repeal of section 45.

- (1.) Save as hereinafter mentioned, no share in a company under Part I. of the said Act shall be deemed to be transferred unless and until the name of the transferee be entered as such transferee in the register of shareholders.
- (2.) Every transferor of a share shall, at the time of executing the same, attach to his signature the true date of signing such transfer, and such date shall be deemed to be the date of the transfer of the said share to the transferee.
- (3.) Any transferee of a share in a company who shall, after the expiration of thirty days if the transfer is executed within

Amended provision as to transfer of shares.

this colony, of sixty days if executed in any of the Australasian Colonies except New Zealand, and one hundred and twenty days if executed in any other place, from the execution of the transfer to him of such share, neglect to deposit the same with the manager of the company for the purpose of having such transfer registered in the share register of the company, and any transferor of a share who shall fail to insert on the transfer the true date of executing the same by him, or any manager registering a transfer contrary to the provisions of this Act, or neglecting to indorse on any transfer the true date upon which he received such transfer for the purpose of registration, shall be liable to a penalty of ten pounds.

- (4.) The said transferee shall also pay to the company a sum of one pound if the transfer is not deposited with the manager within thirty-one days if the transfer is executed within the colony, sixty-one days if executed within any of the Australasian Colonies except New Zealand, one hundred and twenty days if executed in any other place, and an additional sum of one pound for every day after the expiration of such periods of thirty-one days, sixty-one days, and one hundred and twenty days respectively, according to the circumstances affecting the transfer; and the receipt of all such sums shall be indorsed on the back of the transfer when registered, and payment thereof may be enforced by the company in any Court of competent jurisdiction.
- (5.) No transfer shall be registered by any manager after the expiration of one hundred and twenty days from the execution thereof by the transferor without the authority of a Judge of the Supreme Court or of a District Court, who, upon reasonable cause being shown him why the transfer was not previously registered, may order the manager to register such transfer upon such terms or conditions as such Judge thinks fit.

Application of provisions of "The Foreign Companies Act, 1884," to certain mining companies incorporated out of New Zealand.

7. Any company or association duly incorporated elsewhere than in New Zealand, according to the laws in force in the country in which it is incorporated (other than a company or association incorporated in Great Britain or Ireland either by Royal Charter, or by any special Act of the Imperial Parliament, or under the provisions of any Act of such Parliament relating to public companies), and which is formed for mining purposes within the meaning of the said Act, shall be deemed to be a foreign company and liable to the provisions of "The Foreign Companies Act, 1884."

Foreign companies now carrying on business in New Zealand to comply with Act on expiration of six months from date of passing.

8. Every foreign company or association incorporated for mining purposes as aforesaid carrying on business in New Zealand at the date of the passing of this Act, and not within any exception contained in the last-preceding section, shall, on the expiration of six months from that period, comply with the provisions of "The Foreign Companies Act, 1884;" and if any such company or association shall fail or neglect so to do on the expiration of such period of six months it shall be incapable of carrying on business in New Zealand, and such

company or association, and every director, secretary, manager, or other person acting in the management thereof, shall be liable to a penalty of five pounds for every day after the expiration of such period during which such failure or neglect continues.

9. No manager or secretary of any mining company shall carry on business or act as a sharebroker for the sale or disposal in any way of shares in mining companies liable to the provisions of the said Act and this Act, or in their stock or property of any kind, or be concerned or interested either as a partner or in any other capacity or manner directly or indirectly in the business of any such sharebroker, nor shall any such manager without the authority of the directors of the company for which he is such manager disclose or give to any person or persons not lawfully entitled to demand or require the same any information regarding the position, condition, prospects, or working of any mine or other property of the company; and if he shall commit a breach of this provision he shall be liable to a penalty not exceeding fifty pounds.

Managers not to act as sharebrokers, and not to disclose information to unauthorised persons.

Penalty.

For the purposes of this section the word "manager" includes any person acting as manager or secretary of a company, whether permanently or temporarily.

10. Upon any sale of forfeited shares under the provisions of section fifty-five of the said Act, the proceeds of such sale shall be applicable as well in payment of any call or calls made before the date of such sale as in payment of any call or calls then due, although the period for the payment of such first-mentioned call or calls has not then arrived.

Proceeds of sale of forfeited shares may be applied to pay all calls made as well as those due.

11. The several sections of the said Act hereunder enumerated shall be amended as follows:—

Amendment of certain sections of Amendment Act.

Subsections one and two of section twenty-two are hereby repealed, and the following inserted in lieu thereof, that is to say,—

- (1.) To suspend any manager;
- (2.) To appoint another person temporarily in the place of any manager suspended, or ill, or absent, or who shall resign or die.

Upon a vacancy occurring, as in either of the preceding subsections, the temporary manager shall, within ten days therefrom, call a special meeting of shareholders, to be held within thirty days of occurrence of vacancy, for the purpose of confirming the action of the directors in suspending such manager or otherwise, and of appointing a manager.

Subsection one, section fifty-five: By omitting the words "due thereon," and inserting the words "made thereon" in lieu thereof.

Subsection two: By omitting the word "due" in the fifth line, and inserting the words "made thereon up to the time of sale" in lieu thereof.

Section fifty-seven: By omitting the words "due thereon" in the fifth line, and inserting the words "made thereon" in lieu thereof.