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# ELIZABETHAE II REGINAE

A.D. 1979

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## No. 35 of 1979

An Act to amend the South Australian Gas Company's Act, 1861-1975.

[Assented to 15th March, 1979]

BE IT ENACTED by the Governor of the State of South Australia, with the advice and consent of the Parliament thereof, as follows:

Short titles.

1. (1) This Act may be cited as the "South Australian Gas Company's Act Amendment Act, 1979".

(2) The South Australian Gas Company's Act, 1861-1975, is hereinafter referred to as "the principal Act".

(3) The principal Act, as amended by this Act, may be cited as the "South Australian Gas Company's Act, 1861-1979".

Enactment of s. 5a of principal Act.

2. The following section is enacted and inserted in the principal Act after section 5 thereof:—

Limitation of the size of shareholdings that may be held by individual shareholders or groups of associated shareholders.

5a. (1) No shareholder, and no group of associated shareholders, of the Company is entitled to hold more than five per centum, or such greater percentage as may be prescribed, of the shares of the Company.

(2) For the purposes of this section—

(a) where one or more shareholders are associates of any other shareholder for the purposes of the Companies Act, 1962-1974, those shareholders and the shareholder of whom they are associates constitute a group of associated shareholders;

(b) where two or more shareholders are for the purposes of the Companies Act, 1962-1974, associates of a person who is not a shareholder, those shareholders constitute a group of associated shareholders;

and

(c) where two or more shareholders are, in the opinion of the directors, likely to act in concert with a view to taking control of the Company, or otherwise against the public interest, those shareholders constitute a group of associated shareholders.

(3) A resolution of the directors of the Company declaring that two or more shareholders constitute a group of associated shareholders shall—

(a) be accepted at any meeting of the shareholders of the Company as conclusive proof that those shareholders constitute a group of associated shareholders;

and

(b) be accepted in any legal proceedings, in the absence of proof to the contrary, as proof that those shareholders constitute a group of associated shareholders.

(4) Notwithstanding any other provision of this Act or any other Act, but subject to subsection (5) of this section, at a meeting of shareholders of the Company a shareholder shall be entitled to cast votes upon any question arising for decision by the shareholders according to the following scale:—

(a) if he holds less than 50 shares, he shall not have any vote;

(b) if he holds 50 or more shares but less than 200 shares, he shall have one vote;

(c) if he holds 200 or more shares but less than 500 shares, he shall have two votes;

(d) if he holds 500 or more shares but less than 1 000 shares, he shall have three votes;

(e) if he holds 1 000 or more shares but less than 2 000 shares, he shall have four votes;

and

(f) if he holds 2 000 or more shares he shall have five votes.

(5) A group of associated shareholders shall be regarded as a single shareholder for the purposes of subsection (4) of this section.

(6) The directors or the secretary of the Company may, before a transfer of shares in the Company is registered, require the transferee to make a statutory declaration to the effect that, if the transfer were registered, neither he nor any group of associated shareholders of which he is, or would become, a member, would hold more shares of the Company than the maximum number permissible under this section.

(7) If a transferee of shares in the Company fails to comply with a requirement under subsection (6) of this section, the Company may refuse to register the transfer.

(8) The directors or the secretary of the Company may, by notice in writing served personally or by post upon any shareholder, require him to furnish information specified in the notice (and to verify the information by statutory declaration) for the purpose of enabling the directors to determine whether the shareholder is a member of a group of associated shareholders and, if so, the membership of the group.

(9) If a shareholder fails to furnish within the time allowed in a notice under subsection (8) of this section the information required by the notice, verified as required in the notice, the shareholder shall not be entitled to exercise any voting rights attached to his shares while he remains in default.

(10) Where a shareholder, or a group of associated shareholders, holds more shares than the maximum number permissible under this section, the Minister may, by notice in writing served personally or by post upon that shareholder, or any member of the group, require him to sell or dispose of such number of his shares as may be specified in the notice.

(11) If a shareholder fails to comply with a requirement under subsection (10) of this section within the time allowed in the notice (which must be a period of no less than six months from the date of the notice) the shares of that shareholder shall, by force of this subsection, be forfeited to the Crown.

(12) Any shares forfeited under subsection (11) of this section shall be sold by the Registrar of Companies.

(13) Any moneys realized from the sale of forfeited shares under subsection (12) of this section shall, after deduction of the reasonable costs of the forfeiture and sale, be paid to the shareholder from whom the shares were forfeited.

(14) The Governor may, by regulation, fix a percentage for the purposes of subsection (1) of this section.

Amendment of  
S.A. Gas  
Company Act.

3. (1) Section 18 of the South Australian Gas Company's Act, 1861, is repealed.

(2) Section 4 of the South Australian Gas Company Amendment Act, 1874, is repealed.

In the name and on behalf of Her Majesty, I hereby assent to this Bill.

K. D. SEAMAN, Governor