

**COMPANIES AND SECURITIES LEGISLATION
(MISCELLANEOUS AMENDMENTS)
ACT (No. 2) 1982**

No. 97 of 1982

TABLE OF PROVISIONS

1. Short title.
2. Commencement.
3. Amendment of *Associations Incorporation Act* 1964.
4. Amendment of *Building Societies Act* 1876.
5. Amendment of *Commissioner for Corporate Affairs Act* 1980.
6. Amendment of *Co-operative Housing Societies Act* 1963.
7. Amendment of *Co-operative Industrial Societies Act* 1928.
8. Amendment of *Trades Unions Act* 1889.
9. Amendment of *Companies and Securities Legislation (Miscellaneous Amendments) Act* 1982.

SCHEDULE 1

AMENDMENT TO THE ASSOCIATIONS
INCORPORATION ACT 1964

SCHEDULE 2

AMENDMENTS TO THE BUILDING
SOCIETIES ACT 1876

SCHEDULE 3

FURTHER AMENDMENTS TO THE
BUILDING SOCIETIES ACT 1876

SCHEDULE 4

AMENDMENTS TO THE COMMISSIONER FOR CORPORATE AFFAIRS
ACT 1980

SCHEDULE 5

FURTHER AMENDMENT TO THE
COMMISSIONER FOR CORPORATE
AFFAIRS ACT 1980

SCHEDULE 6

AMENDMENT TO THE CO-OPERATIVE
HOUSING SOCIETIES ACT 1963

SCHEDULE 7

FURTHER AMENDMENT TO THE CO-
OPERATIVE HOUSING SOCIETIES
ACT 1963

SCHEDULE 8

AMENDMENTS TO THE CO-OPERATIVE
INDUSTRIAL SOCIETIES ACT
1928

SCHEDULE 9

FURTHER AMENDMENTS TO THE
CO-OPERATIVE INDUSTRIAL SOCIETIES
ACT 1928

SCHEDULE 10

AMENDMENTS TO THE TRADES
UNIONS ACT 1889

SCHEDULE 11

AMENDMENTS TO THE COMPANIES
AND SECURITIES LEGISLATION
(MISCELLANEOUS AMENDMENTS)
ACT 1982



COMPANIES AND SECURITIES LEGISLATION
(MISCELLANEOUS AMENDMENTS)
ACT (No. 2) 1982

No. 97 of 1982

AN ACT to further amend certain enactments in consequence of the enactment of the Companies (Application of Laws) Act 1982.

[Royal Assent 18 January 1983]

BE it enacted by His Excellency the Governor of Tasmania, by and with the advice and consent of the Legislative Council and House of Assembly, in Parliament assembled, as follows:—

1—This Act may be cited as the *Companies and Securities Legislation (Miscellaneous Amendments) Act (No. 2) 1982*. Short title.

2—(1) This section and section 1 shall commence on the day on which this Act receives the royal assent. Commencement.

(2) Each of the remaining sections shall, in its application to any of the Schedules, commence or be deemed to have commenced on the day on which that Schedule commences or is deemed to have commenced.

(3) Schedules 1, 2, 4, 6, 8, 10, and 11 shall be deemed to have commenced on 1st July 1982.

(4) Schedule 5 shall commence on the day on which this Act receives the royal assent.

(5) Schedules 3, 7, and 9 shall commence on such day as may be fixed by proclamation.

Amendment of
Associations
Incorporation
Act 1964.

3—The *Associations Incorporation Act* 1964* is amended in the manner specified in Schedule 1.

Amendment of
Building
Societies Act
1876.

4—The *Building Societies Act* 1876† is amended in the manner specified in Schedules 2 and 3.

Amendment of
Commissioner
for Corporate
Affairs Act
1980

5—The *Commissioner for Corporate Affairs Act* 1980† is amended in the manner specified in Schedules 4 and 5.

Amendment of
Co-operative
Housing
Societies Act
1963.

6—The *Co-operative Housing Societies Act* 1963§ is amended in the manner specified in Schedules 6 and 7.

Amendment of
*Co-operative
Industrial
Societies Act*
1928.

7—The *Co-operative Industrial Societies Act 1928*|| is amended in the manner specified in Schedules 8 and 9.

Amendment of
Trades Unions
Act 1889.

8—The *Trades Unions Act 1889*[¶] is amended in the manner specified in Schedule 10.

Amendment of
Companies and
Securities
Legislation
(Miscellaneous
Amendments)
Act 1982.

9—The *Companies and Securities Legislation (Miscellaneous Amendments) Act 1982*** is amended in the manner specified in Schedule 11.

* No. 64 of 1964. For this Act, as amended to 1st January 1978, see the continuing Reprint of Statutes.
Subsequently amended by No. 9 of 1982.

† 40 Vict. No. 5. For this Act, as amended to 1st January 1978, see the continuing Reprint of Statutes. Subsequently amended by No. 20 of 1979, No. 19 of 1980, No. 79 of 1981, and Nos. 9 and 100 of 1982.

Subsequently amended by No. 20 of 1979, No. 19 of 1980, No. 19 of 1981, and Nos. 9 and 100 of 1982.
 ‡ No. 64 of 1980. Amended by No. 9 of 1982.
 § No. 83 of 1963. For this Act, as amended to 1st October 1979, see the continuing Reprint of Statutes. Subsequently amended by Nos. 19 and 46 of 1980 and Nos. 9 and 99 of 1982.

Subsequently amended by Nos. 19 and 46 of 1980 and Nos. 9 and 99 of 1982.

Subsequently amended by Nos. 19 and 46 of 1980 and Nos. 9 and 99 of 1982.
 || 19 Geo. V No. 49. For this Act, as amended to 1st October 1979, see the continuing Reprint of Statutes.
 Subsequently amended by Nos. 9 and 99 of 1982.

¶ 53 Vict. No. 27. For this Act, as amended to 1959, see the Reprint of Statutes (1826-1959), Vol. 6, p. 301. Subsequently amended by No. 21 of 1973, No. 19 of 1980, and Nos. 9 and 99 of 1982.

** No. 9 of 1982.

SCHEDULE 1

Section 3

AMENDMENT TO THE ASSOCIATIONS INCORPORATION ACT 1964

COLUMN 1 Provision of Act amended	COLUMN 2 Amendment
(1) Section 32 (2)	Omit “ construed ”, where 4 times occurring, and substitute “ read ”.

SCHEDULE 2

Section 4

AMENDMENTS TO THE BUILDING SOCIETIES ACT 1876

COLUMN 1 Provision of Act amended or inserted	COLUMN 2 Amendment or insertion
(1) Section 16A	Omit the section.
(2) Section 28B (2)	<p>(a) Before paragraph (a), insert the following paragraph:—</p> <p>(aa) a reference in those provisions to a corporation or company shall be read as a reference to a society;</p> <p>(b) In paragraph (a), omit “Commissioner” and substitute “Commissioner for Corporate Affairs”.</p>
(3) Section 29	<p>After section 29 (2), insert the following subsections:—</p> <p>(2A) Subject to this section, the provisions of Part XII of the <i>Companies (Tasmania) Code</i>, and such other provisions of that Code as are necessary for the effectual operation of those provisions, so far as they are relevant and with the necessary adaptations and modifications, apply to and in relation to a society in the same way as they apply to and in relation to a company within the meaning of that Code.</p> <p>(2B) Without limiting the generality of subsection (2A), for the purpose of applying the provisions referred to in that subsection to and in relation to a society—</p> <p>(a) a reference in those provisions to a company shall be read as a reference to a society;</p> <p>(b) except as provided in paragraph (i), a reference in those provisions to the National Companies and Securities Commission shall be read as a reference to the Commissioner for Corporate Affairs;</p> <p>(c) a reference in those provisions to a special resolution shall be read as a reference to a special resolution within the meaning of this Act;</p>

COLUMN 1 Provision of Act amended or inserted	COLUMN 2 Amendment or insertion
	<p>(d) a reference in those provisions to a member of a company shall be read as a reference to a member of a society;</p> <p>(e) a reference in those provisions to a director of a company shall be read as a reference to a director or, as the case may be, to a member of the committee of management of a society;</p> <p>(f) a reference in those provisions to an officer of a company shall be read as a reference to an officer of a society;</p> <p>(g) a reference in those provisions to the <i>Gazette</i> shall be read as a reference to the <i>Tasmanian Government Gazette</i>;</p> <p>(h) section 360 (1) (e) of the <i>Companies (Tasmania) Code</i> shall be read as if “, together with the amount of the contingent liability (if any) attached to those shares and together with any charges payable by him to the society in accordance with its rules” were inserted after “past member”;</p> <p>(i) sections 461, 462, and 463 of that Code shall be read as if references to property vesting in the Commission were references to property vesting in the Crown in right of Tasmania; and</p> <p>(j) a winding up of a society on the certificate of the Commissioner shall be deemed to be a voluntary winding up and the provisions of subdivision D of Division 3 of Part XII of that Code shall apply to and in relation to the winding up of the society as if it were a members’ voluntary winding up within the meaning of that Part.</p>

SCHEDULE 3

Section 4

FURTHER AMENDMENTS TO THE BUILDING SOCIETIES ACT 1876

COLUMN 1 Provision of Act amended or inserted	COLUMN 2 Amendment or insertion
(1) New section 35A Society to keep accounts.	<p>After section 35, insert the following section:—</p> <p>35A—(1) A society shall—</p> <ul style="list-style-type: none"> (a) keep such accounting records as correctly record and explain the transactions of the society (including any transactions as trustee) and the financial position of the society; and (b) keep its accounting records in such manner as will enable— <ul style="list-style-type: none"> (i) the preparation from time to time of true and fair accounts of the society; and (ii) the accounts of the society to be conveniently and properly audited. <p>(2) A society shall retain the accounting records kept under subsection (1) for such period as may be prescribed for the purpose of this subsection or, if no such period is prescribed, a period of 7 years after the completion of the transactions to which they relate.</p> <p>(3) The society shall keep the accounting records referred to in subsection (1) at such place or places in Tasmania as the directors or committee of management think appropriate.</p> <p>(4) The accounting records of the society shall be kept in writing in the English language or so as to enable those records to be readily accessible and readily convertible into the English language.</p> <p>(5) If default is made in complying with a provision of this section, the society and every director or member of the committee of management of the society who failed to take all reasonable steps to secure compliance by the society with the provision are each guilty of an offence and are liable on summary conviction to a penalty not exceeding \$2 500.</p>

COLUMN 1 Provision of Act amended or inserted	COLUMN 2 Amendment or insertion
(2) New section 40	<p>(6) In any proceedings against a person for failure to take all reasonable steps to secure compliance by the society with a provision of this section, it is a defence if that person proves that he had reasonable grounds to believe and did believe that a competent and reliable person was charged with the duty of seeing that the provision was complied with and was in a position to discharge that duty.</p> <p>(7) In this section, "accounting records" has the meaning assigned to that expression in section 5 (1) of the <i>Companies (Tasmania) Code</i>.</p>
<p>Certain provisions of <i>Companies (Tasmania) Code</i> to apply to societies.</p>	<p>After section 39, insert the following section:—</p> <p>40—(1) Subject to this section, the provisions of sections 541 and 542 and of sections 552 to 561 (both inclusive) of the <i>Companies (Tasmania) Code</i>, and such other provisions of that Code as may be necessary for the effectual operation of those provisions, so far as they are relevant and with the necessary adaptations and modifications, apply to and in relation to a society in the same way as they apply to and in relation to a corporation or company within the meaning of that Code.</p> <p>(2) Without limiting the generality of subsection (1), for the purpose of applying the provisions referred to in that subsection to and in relation to a society—</p> <ul style="list-style-type: none"> (a) a reference in those provisions to a corporation or company shall be read as a reference to a society; (b) a reference in those provisions to the National Companies and Securities Commission shall be read as a reference to the Commissioner for Corporate Affairs; (c) a reference in those provisions to a member of a company shall be read as a reference to a member of a society; (d) a reference in those provisions to a director of a company shall be read as a reference to a director or, as the case may be, to a member of the committee of management of, a society;

COLUMN 1 Provision of Act amended or inserted	COLUMN 2 Amendment or insertion
	<p>(e) a reference in those provisions to an officer of a company shall be read as a reference to an officer of a society; and</p> <p>(f) a reference in section 555 of the <i>Companies (Tasmania) Code</i> to section 267 of that Code shall be read as a reference to the provisions of this Act relating to the keeping of accounting records by a society.</p>

SCHEDULE 4

Section 5

AMENDMENTS TO THE COMMISSIONER FOR CORPORATE AFFAIRS ACT 1980

COLUMN 1 Provision of Act amended	COLUMN 2 Amendment
(1) Section 8 (1) (a)	Omit " 1982;" and substitute " 1982; or ".
(2) Section 8 (1) (b)	Omit " commencement; or " and substitute " commencement,".
(3) Section 8 (1) (c)	Omit the paragraph.

SCHEDULE 5

Section 5

FURTHER AMENDMENT TO THE COMMISSIONER FOR CORPORATE AFFAIRS
ACT 1980

COLUMN 1 Provision of Act Inserted	COLUMN 2 Insertion
<p>(1) New section 6H</p> <p>Fees.</p>	<p>After section 6G, insert the following section:—</p> <p>6H—(1) The Commissioner may, for and on behalf of the State—</p> <p>(a) waive or reduce, in a particular case or class of cases, any fees that would otherwise be payable to the Commissioner for or on behalf of the State; or</p> <p>(b) refund in whole or in part, in a particular case or class of cases, fees paid to the Commissioner for or on behalf of the State.</p> <p>(2) The power under subsection (1) may be exercised in respect of fees paid or payable before the commencement of Schedule 5 to the <i>Companies and Securities Legislation (Miscellaneous Amendments) Act (No. 2) 1982</i> as well as in respect of fees paid or payable on or after that date.</p>

SCHEDULE 6

Section 6

AMENDMENT TO THE CO-OPERATIVE HOUSING SOCIETIES ACT 1963

COLUMN 1 Provision of Act amended	COLUMN 2 Amendment
(1) Section 51A (2)	Before paragraph (a), insert the following para- graph:— (aa) a reference in those provisions to a cor- poration or company shall be read as a reference to a society;

SCHEDULE 7

Section 6

FURTHER AMENDMENT TO THE CO-OPERATIVE HOUSING SOCIETIES ACT 1963

COLUMN 1 Provision of Act inserted	COLUMN 2 Insertion
<p>(1) Section 80A</p> <p>Certain provisions of <i>Companies (Tasmania) Code</i> to apply to societies.</p>	<p>Omit the section and substitute the following section:—</p> <p>80A—(1) Subject to this section, the provisions of sections 541 and 542 and of sections 552 to 561 (both inclusive) of the <i>Companies (Tasmania) Code</i>, and such other provisions of that Code as may be necessary for the effectual operation of those provisions, so far as they are relevant and with the necessary adaptations and modifications, apply to and in relation to a society in the same way as they apply to and in relation to a corporation or company within the meaning of that Code.</p> <p>(2) Without limiting the generality of subsection (1), for the purpose of applying the provisions referred to in that subsection to and in relation to a society—</p> <ul style="list-style-type: none"> (a) a reference in those provisions to a corporation or company shall be read as a reference to a society; (b) a reference in those provisions to the National Companies and Securities Commission shall be read as a reference to the Registrar of Co-operative Housing Societies; (c) a reference in those provisions to a member of a company shall be read as a reference to a member of a society; (d) a reference in those provisions to a director of a company shall be read as a reference to a director or, as the case may be, to a member of the committee of management, of a society; (e) a reference in those provisions to an officer of a company shall be read as a reference to an officer of a society; and

COLUMN 1 Provision of Act inserted	COLUMN 2 Insertion
	(f) a reference in section 555 of the <i>Companies (Tasmania) Code</i> to section 267 of that Code shall be read as a reference to the provisions of this Act relating to the keeping of accounting records by a society.

SCHEDULE 8

Section 7

AMENDMENTS TO THE CO-OPERATIVE INDUSTRIAL SOCIETIES ACT 1928

COLUMN 1 Provision of Act amended	COLUMN 2 Amendment
(1) Section 41 (2)	<p>Before paragraph (a), insert the following paragraph:—</p> <p>(aa) a reference in those provisions to a company or corporation shall be read as a reference to a registered society;</p>
(2) Section 52	<p>After section 52 (2), insert the following subsections:—</p> <p>(2A) Subject to this section, the provisions of Part XII (Divisions 5, 6, and 7 excepted) of the <i>Companies (Tasmania) Code</i>, and such other provisions of that Code as are necessary for the effectual operation of those provisions, so far as they are relevant and with the necessary adaptations and modifications, apply to and in relation to a registered society in the same way as they apply to and in relation to a company within the meaning of that Code.</p> <p>(2B) Without limiting the generality of subsection (2A), for the purposes of applying the provisions referred to in that subsection to and in relation to a registered society—</p> <p>(a) a reference in those provisions to a company shall be read as a reference to a registered society;</p> <p>(b) except as provided in paragraph (b), a reference in those provisions to the National Companies and Securities Commission shall be read as a reference to the Commissioner for Corporate Affairs;</p> <p>(c) a reference in those provisions to a member of a company shall be read as a reference to a member of a registered society;</p> <p>(d) a reference in those provisions to a director of a company shall be read as a reference to a member of the committee of management or other directing body of a registered society;</p>

COLUMN 1 Provision of Act amended	COLUMN 2 Amendment
	<p>(e) a reference in those provisions to an officer of a company shall be read as a reference to an officer of a registered society;</p> <p>(f) a reference in those provisions to the <i>Gazette</i> shall be read as a reference to the <i>Tasmanian Government Gazette</i>;</p> <p>(g) section 360 (1) (e) of the <i>Companies (Tasmania) Code</i> shall be read as if “, together with the amount of the contingent liability (if any) attached to those shares and together with any charges payable by him to the society in accordance with its rules” were inserted after “past member”;</p> <p>(h) sections 461, 462, and 463 of that Code shall be read as if references to property vesting in the Commission were references to property vesting in the Crown in right of Tasmania; and</p> <p>(i) a winding up of a registered society on the certificate of the Commissioner shall be deemed to be a voluntary winding up and the provisions of subdivision D of Division 3 of Part XII of that Code shall apply to and in relation to the winding up of the society as if it were a members’ winding up within the meaning of that Part.</p>

SCHEDULE 9

Section 7

FURTHER AMENDMENTS TO THE CO-OPERATIVE INDUSTRIAL SOCIETIES ACT
1928

COLUMN 1 Provision of Act amended or inserted	COLUMN 2 Amendment or insertion
<p>(1) New section 12A</p> <p>Registered societies to keep accounting records.</p>	<p>After section 12, insert the following section:—</p> <p>12A—(1) A registered society shall—</p> <p>(a) keep such accounting records as correctly record and explain the transactions of the society (including any transactions as trustee) and the financial position of the society; and</p> <p>(b) keep its accounting records in such manner as will enable—</p> <p>(i) the preparation from time to time of true and fair accounts of the society; and</p> <p>(ii) the accounts of the society to be conveniently and properly audited.</p> <p>(2) A registered society shall retain the accounting records kept under subsection (1) for such period as may be prescribed for the purpose of this subsection or, if no such period is prescribed, a period of 7 years after the completion of the transactions to which they relate.</p> <p>(3) The society shall keep the accounting records referred to in subsection (1) at such place or places in Tasmania as the committee of management or other directing body of the society thinks appropriate.</p> <p>(4) The accounting records of the society shall be kept in writing in the English language or so as to enable those records to be readily accessible and readily convertible into the English language.</p> <p>(5) If default is made in complying with a provision of this section, the society and every member of the committee of management or other directing body of the society and every member of that committee or body who failed to take all reasonable steps to secure compliance by the society with the provision are each guilty of an offence and are liable on summary conviction to a penalty not exceeding \$2 500.</p>

COLUMN 1 Provision of Act amended or inserted	COLUMN 2 Amendment or insertion
(2) New section 60	<p>(6) In any proceedings against a person for failure to take all reasonable steps to secure compliance by the society with a provision of this section, it is a defence if that person proves that he had reasonable grounds to believe and did believe that a competent and reliable person was charged with the duty of seeing that the provision was complied with and was in a position to discharge that duty.</p> <p>(7) In this section, "accounting records" has the meaning assigned to that expression in section 5 (1) of the <i>Companies (Tasmania) Code</i>.</p> <p>After section 59, insert the following section:—</p> <p>60—(1) Subject to this section, the provisions of sections 541 and 542 and of sections 552 to 561 (both inclusive) of the <i>Companies (Tasmania) Code</i>, and such other provisions of that Code as may be necessary for the effectual operation of those provisions, so far as they are relevant and with the necessary adaptations and modifications, apply to and in relation to a registered society in the same way as they apply to and in relation to a corporation or company within the meaning of that Code.</p> <p>(2) Without limiting the generality of subsection (1), for the purpose of applying the provisions referred to in that subsection to and in relation to a registered society—</p> <p>(a) a reference in those provisions to a corporation or company shall be read as a reference to a registered society;</p> <p>(b) a reference in those provisions to the National Companies and Securities Commission shall be read as a reference to the Commissioner for Corporate Affairs;</p> <p>(c) a reference in those provisions to a member of a company shall be read as a reference to a member of a registered society;</p>

Certain other provisions of *Companies (Tasmania) Code* to apply to registered societies.

COLUMN 1 Provision of Act amended or inserted	COLUMN 2 Amendment or insertion
	<p>(d) a reference in those provisions to a director of a company shall be read as a reference to a member of the committee of management or other directing body of a registered society;</p> <p>(e) a reference in those provisions to an officer of a company shall be read as a reference to an officer of a registered society; and</p> <p>(f) a reference in section 555 of the <i>Companies (Tasmania) Code</i> to section 267 of that Code shall be read as a reference to the provisions of this Act relating to the keeping of accounting records by a registered society.</p>

SCHEDULE 10

Section 8

AMENDMENTS TO THE TRADES UNIONS ACT 1889

COLUMN 1 Provision of Act amended	COLUMN 2 Amendment
(1) Section 2 (2)	Omit subsection (2) and substitute the following subsection:— (2) In this Act, “Registrar” means the Registrar of Trade Unions under this Act.
(2) Section 2A Appointment of Registrar of Trade Unions.	After section 2, insert the following section:— 2A—(1) Subject to and in accordance with the the <i>Public Service Act</i> 1973, there shall be appointed for the purposes of this Act a Registrar of Trade Unions. (2) The Registrar has and shall perform such functions and exercise such powers as are conferred on him by this or any other Act. (3) A person holding office as Registrar under this section may hold that office in conjunction with any other office of the Public Service. (4) Until an appointment is made under subsection (1), the Commissioner for Corporate Affairs shall be deemed to have been appointed under that subsection and shall hold the office of Registrar.

SCHEDULE 11

Section 9

AMENDMENTS TO THE COMPANIES AND SECURITIES LEGISLATION
(MISCELLANEOUS AMENDMENTS) ACT 1982

COLUMN 1 Provision of Act amended	COLUMN 2 Amendment
Schedule 10	<p>(a) Transpose the reference in column 1 of the Schedule to the <i>Conveyancing and Law of Property Act</i> 1884 (47 Vict. No. 19) so that it appears opposite "Section 5 (1A) (a)" in column 2 of that Schedule and "Omit 'section 100 of the <i>Companies Act</i> 1962' and substitute 'section 203 of the <i>Companies (Tasmania) Code</i>.'" in column 3 of that Schedule;</p> <p>(b) Transpose the reference in column 1 of the Schedule to the <i>Co-operative Housing Societies Act</i> 1963 (No. 83 of 1963) so that it appears opposite "Section 2 (1), definition of 'registered company auditor'" in column 2 of that Schedule and "Omit 'for the time being registered as a company auditor under section 9 of the <i>Companies Act</i> 1962' and substitute 'a registered company auditor within the meaning of the <i>Companies (Tasmania) Code</i>.'" in column 3 of that Schedule;</p> <p>(c) Transpose the reference in column 1 of the Schedule to the <i>Co-operative Industrial Societies Act</i> 1928 (19 Geo. V No. 49) so that it appears opposite "Section 2" in column 2 of that Schedule and "Insert '(1)' before 'In this Act'.'" in column 3 of that Schedule.</p>