

Regulations under the *Companies Ordinance* 1963.

I, ROGER BEDE NOTT, the Administrator of the Northern Territory of Australia, having received the advice of the Administrator's Council, in pursuance of the powers conferred on me by the *Companies Ordinance* 1963 and the *Administrator's Council Ordinance* 1959, hereby make the following Regulations.

Dated this fifth day of June, 1963.

ROGER NOTT
Administrator.

COMPANIES REGULATIONS.

PART I.—PRELIMINARY.

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| 1. These Regulations may be cited as the Companies Regulations. | Citation. |
| 2. These Regulations are divided into Parts, as follows:— | Parts. |
| Part I.—Preliminary (Regulations 1-4). | |
| Part II.—Forms (Regulations 5-7). | |
| Part III.—General Provisions relating to Forms and other Documents (Regulations 8-21). | |
| Part IV.—Official Management (Regulations 22-24). | |
| Part V.—Meetings. | |
| Division 1.—Meetings of Creditors and Contributories (Regulations 25-36). | |
| Division 2.—Meetings of Debenture-holders (Regulations 37-42). | |
| Division 3.—Joint Meetings of the Members and Creditors of a Company (Regulations 43-50). | |
| Division 4.—Proxies of Creditors and Contributories (Regulations 51-59). | |
| Part VI.—Proof of Debts in Voluntary Winding up (Regulations 60-72). | |
| Part VII.—Miscellaneous (Regulations 73-75). | |

* Notified in the *Northern Territory Government Gazette* on 19th June, 1963.

Definitions.

3. In these Regulations, unless the contrary intention appears—

“agent” means the person named in a memorandum of appointment or power of attorney lodged under paragraph (e) of sub-section (1), or under sub-section (8), of section 346 of the Ordinance or under any corresponding previous law of the Territory;

“the Ordinance” means the *Companies Ordinance* 1963.

References to forms.

4. In these Regulations, a reference to a form by number shall be read as a reference to the form so numbered in the Second Schedule to these Regulations.

PART II.—FORMS.

Forms.

5. Subject to these Regulations, where a provision of the Ordinance or of these Regulations is specified in the first column of the First Schedule to these Regulations, the form set out in the Second Schedule to these Regulations the number of which is specified in the third column of the First Schedule opposite to that provision is prescribed as the form to be used for the purposes of that provision in relation to the matter or thing described in the second column of the First Schedule opposite to that provision.

Strict compliance with forms not necessary.

6. Strict compliance with the forms contained in the Second Schedule to these Regulations is not necessary, and substantial compliance is sufficient.

Directions in forms.

7. A form prescribed by these Regulations shall be completed in accordance with such directions as are specified in the form as so prescribed.

PART III.—GENERAL PROVISIONS RELATING TO FORMS AND OTHER DOCUMENTS.

General requirements for documents lodged with Registrar.

8. A document to be lodged with the Registrar in pursuance of the Ordinance or these Regulations shall comply with the following requirements:—

(a) the document shall be on paper of medium weight and good quality and—

(i) in the case of a memorandum, articles, a prospectus or a statement under section 82 of the Ordinance— of a size not less than 8½ inches deep by 5½ inches wide and not more than foolscap folio size; or

(ii) in any other case—of foolscap folio size or a multiple of that size;

(b) subject to the Ordinance, the document shall be printed or hand-written and shall be clearly legible;

(c) except with the consent of the Registrar, the document shall not be a carbon copy;

(d) subject to the next succeeding paragraph, the document shall have margins of not less than one inch on the left-hand side and not less than one-half of an inch on the right-hand side;

(e) where the document comprises two or more sheets—

(i) the sheets shall be bound together securely; and

(ii) each sheet shall have a margin of not less than one inch on the side on which it is bound in addition to any space required for binding;

- (f) where the document comprises more than twenty sheets, it shall be bound securely inside a durable and flexible cover;
- (g) the document shall be folded lengthwise and, as so folded, shall have endorsed on the outside—
- (i) on the upper left-hand corner—the registered number allotted by the Registrar to the corporation to which the document relates;
 - (ii) the name of the corporation to which the document relates;
 - (iii) the title of the document (being, if the document is a form prescribed by these Regulations, the same as the heading to the form);
 - (iv) the name, address and telephone number of the solicitor or other person by, or on whose behalf, the document is lodged; and
 - (v) the following words:—
“Lodged in the office of the Registrar of Companies on
Registrar of Companies.”;
and
- (h) where the document is a form relating to a no liability company, the form shall be completed by inserting the words “No Liability” in place of the word “Limited”.

9.—(1.) For the purposes of paragraph (h) of sub-section (1.) of section 39 of the Ordinance, a copy of a consent shall be verified by a person declaring by statutory declaration that he has compared the copy with the original consent and that it is a true copy of the consent of which it purports to be a copy. Verification and certification of documents.

(2.) For the purposes of paragraph (c) of sub-section (2.) of section 42 of the Ordinance, a copy of a consent or a material contract shall be verified by a person declaring by statutory declaration that he has compared the copy with the original consent or contract and that it is a true copy of the consent or contract of which it purports to be a copy.

(3.) For the purposes of paragraph (c) of sub-section (2.) of section 42 of the Ordinance, a memorandum giving particulars of a contract not reduced into writing shall be verified by a director, manager or secretary of the corporation concerned declaring by statutory declaration—

- (a) that he is familiar with the particulars of the contract; and
- (b) that the memorandum contains full and correct particulars of the contract.

(4.) For the purposes of sub-section (3.) of section 54 of the Ordinance, a copy of a contract shall be verified by a person declaring by statutory declaration that he has compared the copy with the original contract and that it is a true copy of the contract of which it purports to be a copy.

(5.) For the purposes of sub-section (3.) of section 78 of the Ordinance, a copy of a deed shall be verified by a person declaring by statutory declaration that he has compared the copy with the original deed and that it is a true copy of the deed of which it purports to be a copy.

(Form 57.)

(6.) For the purposes of sub-section (1.) of section 234 of the Ordinance, a statement of affairs of a company shall be verified by statutory declaration in accordance with Form 57 made by the person who submits, or by one of the persons who submit, the statement to the liquidator of the company under sub-section (2.) of that section.

(7.) For the purposes of paragraph (a) of sub-section (1.) of section 346 of the Ordinance, a certified copy of a document referred to in that paragraph is a copy that has, within the period of three months immediately preceding the day on which it is lodged with the Registrar or within such further period as the Registrar permits, been certified to be a true copy by an official holding or purporting to hold an office corresponding to that of the Registrar in the State, Territory or country in which the foreign company concerned is formed or incorporated.

(8.) For the purposes of paragraph (b) of sub-section (1.) of section 346 of the Ordinance, a certified copy of a document referred to in that paragraph is a copy that has, within the period of three months immediately preceding the day on which it is lodged with the Registrar or within such further period as the Registrar permits, been certified to be a true copy—

- (a) by an official holding or purporting to hold an office corresponding to that of the Registrar in the State, Territory or country in which the foreign company concerned is formed or incorporated;
- (b) by a notary public; or
- (c) by statutory declaration made by a director, manager or secretary of the foreign company.

(9.) For the purposes of paragraph (e) of sub-section (1.) of section 346 of the Ordinance, the manner of verification of a memorandum of appointment or power of attorney is by statutory declaration made by a person declaring that he was present and did see—

- (a) the seal of the foreign company duly affixed to the memorandum of appointment or power of attorney; or
- (b) the memorandum of appointment or power of attorney duly executed on behalf of the foreign company in such manner as to be binding on the company.

(10.) For the purposes of sub-section (2.) of section 346 of the Ordinance, the manner of verification by statutory declaration of a copy of the deed or document referred to in that sub-section is by statutory declaration made by a director, manager or secretary, or by the agent, of the foreign company declaring that he has compared the copy with the original deed or document and that it is a true copy of the deed or document of which it purports to be a copy.

10.—(1.) For the purposes of sub-section (1.) of section 11 of the Ordinance, the security for the due fulfilment of the duties of an official liquidator is—

- (a) a bond in the amount of Five thousand pounds to the Commonwealth with an approved surety in the amount of Five thousand pounds in accordance with Form 3; or
- (b) a deposit with the Treasurer of Five thousand pounds in cash or of approved securities to that amount.

(2.) For the purposes of the last preceding sub-regulation—

- (a) an approved surety is any corporation approved for that purpose by the Companies Auditors Board; and
- (b) an approved security is any security in which trustees are authorized by law to invest.

(3.) An approved security deposited with the Treasurer under this regulation shall be transferred to the Treasurer.

(4.) While any cash or approved security is deposited with the Treasurer under this regulation, the depositor shall be entitled to any interest accruing from the cash or security.

(5.) If the Treasurer is satisfied that an official liquidator who has deposited cash or approved securities with him under this regulation has not duly fulfilled his duties as an official liquidator, the Treasurer may appropriate the cash or sell the securities and shall apply the cash or the proceeds arising from the sale in the following order:—

- (a) in repaying the costs and expenses occasioned by and arising out of the failure of the official liquidator to fulfil his duties as such;
- (b) in compensating any person who, in the opinion of the Companies Auditors Board, has suffered loss as a result of the failure of the official liquidator to fulfil his duties as such; and
- (c) in refunding to the official liquidator or his successor in title or nominee any balance remaining after the payment of the costs, expenses and compensation referred to in paragraphs (a) and (b) of this sub-regulation.

(6.) On application being made to the Treasurer to transfer any cash or approved securities deposited with the Treasurer under this regulation to the person who deposited them or to his successor in title or nominee, the Treasurer shall transfer the cash or securities accordingly if the application is accompanied by a certificate by the Companies Auditors Board that it is satisfied that the person has ceased to be an official liquidator and has, while he was an official liquidator, to the best of the knowledge and belief of the Board duly fulfilled his duties as an official liquidator.

11.—(1.) Where a copy of a prospectus lodged with the Registrar under paragraph (a) of sub-section (2.) of section 42 of the Ordinance is signed by an agent of a director or proposed director authorized in writing, the authority or a verified copy of the authority shall be annexed to the copy of the prospectus lodged with the Registrar.

Agents' authorities to be lodged.

(2.) Where a statement in lieu of prospectus lodged with the Registrar for registration under sub-section (1.) of section 50 of the Ordinance is, under paragraph (a) of sub-section (2.) of section 51 of the Ordinance, signed by an agent of a director or proposed director authorized in writing, the authority or a verified copy of the authority shall be annexed to the statement in lieu of prospectus lodged with the Registrar.

(3.) Where a statement of the amount or rate of commission and brokerage lodged with the Registrar under paragraph (c) of sub-section (1.) of section 58 of the Ordinance or under sub-section (3.) of that section is signed by an agent of a director or proposed director authorized in writing, the authority or a verified copy of the authority shall be annexed to the statement lodged with the Registrar. (Form 19.)

(Form 38.)

(4.) Where a consent of a person to act as a director lodged with the Registrar under sub-section (1.) of section 115 of the Ordinance is signed by an agent of that person authorized in writing for the purpose, the authority or a verified copy of the authority shall be annexed to the consent lodged with the Registrar.

Matters and things to be included in deeds.

12.—(1.) For the purposes of paragraph (b) of sub-section (2.) of section 78 of the Ordinance, the following are the matters and things required to be included in a deed:—

- (a) such particulars as are sufficient to disclose the nature of the undertaking, scheme, enterprise or investment contract, and the nature of the interests, to which the deed relates;
- (b) a provision expressly appointing a company (being a company that has been approved by the Attorney-General) as trustee for or representative of the holders of the interests to which the deed relates;
- (c) except where no property is to be vested in the trustee or representative, a provision creating a trust, or containing a declaration of trust, and setting out full particulars of the trust, including precise information as to the circumstances in which the money, marketable securities, investments and other property subject to the trust are or will be vested in the trustee or representative, and the duties and obligations of the trustee or representative towards the holders of those interests in regard to that property;
- (d) a provision for, and full particulars with respect to—
 - (i) the retirement, removal and replacement of the trustee or representative;
 - (ii) the retirement, removal and replacement of the management company or, if the management company is not liable to be removed by the trustee or representative or by the interest holders, a statement of that fact;
 - (iii) the appointment, retirement, removal and replacement of the auditor of the accounts relating to interests under the deed;
 - (iv) the duration, if ascertainable, of the undertaking, scheme, enterprise or investment contract or, if the duration is not ascertainable, a statement of that fact; and
 - (v) the termination or winding up of the undertaking, scheme, enterprise or investment contract;
- (da) provisions binding the management company and the trustee or representative, respectively, that the management company or the trustee or representative, as the case may be, will not—
 - (i) invest any moneys available for investment under the deed in any interest unless a deed approved for the purposes of Division 5 of Part IV. of the Ordinance, or of a corresponding law of a proclaimed State, relates to that interest; or

- (ii) vest any property comprising an interest, or part of an interest, to which the deed relates in a trustee or representative other than a trustee or representative appointed by a deed approved for the purposes of Division 5 of Part IV. of the Ordinance or of a corresponding law of a proclaimed State;
- (e) where the interests to which the deed relates consist of rights or interests in or arising out of an investment relating to property that tends to depreciate in value through use or effluxion of time, particulars of the provision made or to be made for the replacement of that property and the source or sources from which the replacement is to be made or from which the cost of the replacement is to be met or, if no provision is made, a statement of that fact;
- (f) full particulars of—
 - (i) the method of calculation of the highest price at which an interest to which the deed relates may be sold by the management company;
 - (ii) the circumstances in which the management company or any other person may be required to purchase from the holder of an interest any interest for which the holder has subscribed or which he has acquired, and the method of calculation of the purchase price of the interest;
 - (iii) the circumstances in which, and methods by which, all or any of the investments or other property comprising or forming part of an interest to which the deed relates may be varied;
 - (iv) the conditions governing the transfer of the interests to which the deed relates;
 - (v) the conditions governing the distribution of income to the holders of those interests; and
 - (vi) the remuneration of the trustee or representative and of the management company, respectively, and the manner in which that remuneration is provided for, including the charges (if any) that will be made by way of that remuneration upon the subscription for or sale of an interest to which the deed relates and upon the distribution of income and capital or otherwise in connexion with the relevant undertaking, scheme, enterprise or investment contract;
- (g) specific provisions relating to the convening of meetings of interest holders;
- (h) specific provisions whereby the management company undertakes to keep and maintain an up-to-date register of interest holders and to make that register available for inspection, free of charge, to any interest holder at any time when the company's office is required by the Ordinance to be accessible to the public;
- (i) where the deed is capable of modification, provisions governing the modification of the deed;

(j) a declaration—

- (i) that no units or sub-units of interests purchased or subscribed for pursuant to the statement issued by the management company under section 82 of the Ordinance shall be allotted later than six months after the date of the statement; and
 - (ii) unless the conditions of issue of the units or sub-units expressly provide that certificates be not issued—that certificates shall be issued by the trustee or representative to purchasers of or subscribers for units or sub-units of interests purchased or subscribed for pursuant to the statement not more than two months after the allotment of the units or sub-units; and
- (k) where the deed requires, or confers a right on, interest holders to enter into an agreement in connexion with the undertaking, scheme, enterprise or investment contract, a provision incorporating, whether by way of annexure or otherwise, the terms and form of that agreement.**

(2.) In this regulation, “company”, “interest”, “investment contract”, “management company” and “proclaimed State” have the same respective meanings as in Division 5 of Part IV. of the Ordinance.

13. For the purposes of sub-section (5.) of section 135 of the Ordinance—

- (a) the copy of the statutory report of a company to be lodged with the Registrar shall be a copy that is certified by the personal signatures of not less than two directors; and**
- (b) the copy of the auditor’s report to be lodged with the Registrar shall be a copy that is certified by the personal signature of the auditor or, where the auditor is a firm, of one of the partners of that firm.**

14.—(1.) A copy of the notice and of the statement referred to in paragraph (a) of sub-section (2.) of section 184 of the Ordinance and, where a statement given under paragraph (a) of sub-section (3.) of that section is received by the offeror corporation from the offeree corporation, a copy of that last-mentioned statement, shall be lodged by the offeror corporation with the Registrar and with each Stock Exchange on which the shares of the offeree corporation are listed on the same day as take-over offers are first made under the take-over scheme by the offeror corporation.

(2.) In this regulation, phrases defined in section 184 of the Ordinance have the same meanings as in that section.

15.—(1.) The prescribed manner of giving notice under sub-section (1) of section 185 of the Ordinance to a dissenting shareholder is by delivering to the shareholder personally or by sending by post to the shareholder at the address of the shareholder shown in the books of the transferor company a notice in accordance with Form 52.

(2.) The prescribed manner of giving notice under sub-section (4.) of section 185 of the Ordinance to a shareholder who has not assented to a scheme or contract is by delivering to the shareholder personally or by sending by post to the shareholder at the address of the shareholder shown in the books of the transferor company a notice in accordance with Form 53.

Signed copies of statutory report and auditor’s report thereon required for lodgment (Form 45).

Lodgment with Registrar and Stock Exchanges of notices and statements relating to take-over offers.

Manner of giving notice to dissenting shareholder and to non-assenting shareholder (Forms 52 and 53).

(3.) In this regulation, "transferor company" has the same meaning as in section 185 of the Ordinance.

16. A copy of a statement of affairs of a company to be lodged with the Registrar shall be a copy certified in writing to be a true copy of the original statement—

Certified copies of statements of affairs (Form 56).

- (a) in the case of a copy lodged for the purposes of sub-paragraph (i) of paragraph (c) of sub-section (1.) of section 193 of the Ordinance—by the receiver or manager of the property of the company;
- (b) in the case of a copy lodged for the purposes of paragraph (a) of sub-section (2.) of section 201 of the Ordinance—by a director or by the secretary of the company; and
- (c) in the case of a copy lodged for the purposes of sub-section (3.) of section 234 of the Ordinance—by the liquidator of the company.

17. For the purposes of sub-section (1.) of section 347 of the Ordinance, a foreign company is required to lodge documents with the Registrar in accordance with the following provisions:—

Documents to be lodged where change or alteration made in foreign company (Form 82).

- (a) where any change or alteration is made in the charter, statute, memorandum, articles or other instrument a copy of which is lodged by the foreign company under paragraph (b) of sub-section (1.) of section 346 of the Ordinance, the foreign company shall lodge with the Registrar, at the time notice of the change or alteration is lodged with the Registrar or within such further period as the Registrar in special circumstances allows, a copy of the instrument effecting the change or alteration, or a copy of the charter, statute, memorandum, articles or other instrument as changed or altered, in either case being a copy certified to be a true copy in the same manner as a certified copy referred to in paragraph (b) of sub-section (1.) of section 346 of the Ordinance is certified under sub-regulation (8.) of regulation 9 of these Regulations to be a true copy;
- (b) where any change or alteration is made in the name of the foreign company, the foreign company shall, if the Registrar so requires, lodge with the Registrar, at the time notice of the change or alteration is lodged with the Registrar or within such further period as the Registrar in special circumstances allows, a copy of the certificate of its incorporation or registration issued in its place of incorporation or origin or a document of similar effect (being a certificate or document evidencing the change or alteration) or, where there is no such certificate or document, a copy of the instrument effecting the change or alteration, in either case being a copy certified to be a true copy in the same manner as a certified copy referred to in paragraph (a) of sub-section (1.) of section 346 of the Ordinance is certified under sub-regulation (7.) of regulation 9 of these Regulations to be a true copy; and
- (c) where any change or alteration is made in the powers of any directors resident in the Territory who are members of the local board of directors of the foreign company, the foreign

company shall lodge with the Registrar, at the time notice of the change or alteration is lodged with the Registrar or within such further period as the Registrar in special circumstances allows, a memorandum duly executed by or on behalf of the foreign company stating the powers of the local directors as changed or altered.

Certified translations of documents.

18.—(1.) For the purposes of section 371 of the Ordinance, a certified translation is a translation that—

- (a) in the case of a translation made outside the Territory—
 - (i) is certified by an official to whom the custody of the original instrument, certificate, contract or document is committed, being an official holding or purporting to hold an office corresponding to that of the Registrar in the place in which the corporation is formed or incorporated;
 - (ii) is certified by a notary public or a translator public duly admitted and sworn as such in accordance with the law of the place in which the corporation is formed or incorporated; or
 - (iii) is certified by a diplomatic or consular officer of Australia or of the United Kingdom in the place in which the corporation is formed or incorporated; or
- (b) in the case of a translation made within the Territory—is certified by a person approved by the Registrar,

to be a correct translation into the English language.

(2.) The Registrar may, before accepting a translation for lodgment, require the person lodging the translation to furnish to the Registrar such evidence as the Registrar thinks sufficient of the ability of the person by whom the translation is made to make the translation.

(3.) In this regulation, “ diplomatic or consular officer ” means a person appointed to hold or act in any of the following offices in a country or place outside Australia:—

- (a) Ambassador;
- (b) High Commissioner;
- (c) Minister;
- (d) Head of a Mission;
- (e) Commissioner;
- (f) Chargé d’Affaires;
- (g) Counsellor, Secretary or Attaché at an Embassy, High Commissioner’s office, Legation or other post;
- (h) Consul-General;
- (i) Consul;
- (j) Vice-Consul;
- (k) Pro-Consul;
- (l) Trade Commissioner; and
- (m) Consular Agent.

19. Where a document is by the Ordinance or these Regulations required to be lodged with the Registrar but a period of time within which the document is to be lodged is not prescribed, the document shall be lodged within one month or, in the case of a document required to be lodged by a foreign company, within such further period as the Registrar in special circumstances allows, after the happening of the event to which the document relates.

Time for lodging documents.

20. Except as otherwise provided in the Ordinance or in these Regulations (including the forms in the Second Schedule to these Regulations), a statutory declaration made for the purposes of the Ordinance or these Regulations on behalf of a corporation shall be made by a director or by the secretary of the corporation.

Statutory declarations.

21. Except as otherwise provided in the Ordinance or in these Regulations (including the forms in the Second Schedule to these Regulations), a document relating to a corporation lodged with the Registrar under the Ordinance or under these Regulations shall be signed or authenticated by a director or by the secretary or manager of the corporation or, in the case of a document relating to a foreign company, by the agent of the foreign company in the Territory or, if the agent is a company, by the secretary of that company.

Signature of documents lodged with Registrar.

PART IV.—OFFICIAL MANAGEMENT.

22. Where a meeting of creditors of a company is summoned pursuant to section 198 of the Ordinance, the company convening the meeting shall, within seven days after sending out the notices of meeting, lodge with the Registrar a copy of the notice summoning that meeting.

Notice of meeting of creditors (Form 59).

23. Where the Court makes an order under section 209 or section 210 of the Ordinance, the person obtaining the order shall, within fourteen days after the order is made, lodge with the Registrar an office copy of the order.

Lodgment of office copy of Court order.

24. Where, under section 213 of the Ordinance, a committee of management appoints a deputy official manager, the person so appointed—

Notices of appointment and of determination of appointment of deputy official manager.

- (a) shall, within fourteen days after his appointment, lodge with the Registrar notice in writing of the appointment; and
- (b) shall, if he ceases for any reason to be deputy official manager, within fourteen days after so ceasing lodge with the Registrar notice in writing of the cessation.

PART V.—MEETINGS.

Division 1.—Meetings of Creditors and Contributors.

25. Except where provision to the contrary is made by the Ordinance, the provisions of this Division apply to and in relation to—

Application of Division.

- (a) meetings of the creditors of a company referred to in paragraph (b) of sub-section (2.) of section 10 of the Ordinance;
- (b) meetings of the creditors of a company (being meetings relating to the official management of the company) referred to in sub-section (2.) of section 202, sub-paragraph (ii) of paragraph (a), or paragraph (b), of section 203, paragraph (c) of sub-section (1.) of section 205, section 211, or sub-section (2.) of section 213, of the Ordinance;

- (c) meetings of creditors or of contributories called by a liquidator under paragraph (b) of sub-section (3.) of section 232, sub-section (2.) of section 237, sub-section (1.) of section 241, sub-section (8.) of section 242, or sub-section (1.) of section 259, of the Ordinance;
- (d) meetings of creditors or of contributories referred to in sub-section (6.) of section 242 of the Ordinance;
- (e) meetings of the creditors of a company summoned by the company under sub-section (1.) or sub-section (8.) of section 260 of the Ordinance;
- (f) meetings of the creditors of a company summoned by any two of those creditors under sub-section (5.) of section 261 of the Ordinance;
- (g) meetings of the creditors of a company referred to in paragraph (a) of sub-section (1.) of section 269 of the Ordinance; and
- (h) meetings of the creditors of a company held for the purposes of paragraph (c) of sub-section (3.) of section 284 of the Ordinance.

Notices of meetings (Forms 64 and 92).

26.—(1.) The person summoning a meeting of creditors or of contributories shall give not less than seven days' notice of the time and place of the meeting by advertisement in a newspaper published in the Territory not less frequently than once a week and shall, not less than seven days before the day appointed for the meeting, send notice of the meeting by post to every person appearing by the company's books or otherwise to be a creditor of the company or a contributory of the company, as the case may be.

(2.) The notice referred to in the last preceding sub-regulation that is to be advertised in a newspaper and sent to a creditor or contributory shall—

- (a) in the case of a notice given by a liquidator under sub-section (1.) of section 259 of the Ordinance—be in accordance with Form 64; or
- (b) in any other case—be in accordance with Form 92.

(3.) A notice to a creditor shall be sent to the address given in his proof of debt or, if he has not proved, to the address given in the statement of affairs of the company or such other address as may be known to the person summoning the meeting.

(4.) A notice to a contributory shall be sent to the address mentioned in the company's books as the address of the contributory or to such other address as may be known to the person summoning the meeting.

Quorum.

27.—(1.) A meeting of creditors or contributories shall not act for any purpose except the election of a chairman, the proving of debts and the adjournment of the meeting, unless there are present or represented at least two creditors entitled to vote, or two contributories, or all the creditors entitled to vote or all the contributories if the number of creditors entitled to vote or the contributories, as the case may be, does not exceed two.

(2.) If within half-an-hour after the time appointed for the meeting a quorum of creditors or contributories is not present or represented, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day (not being less than seven or more than twenty-one days from the day from which the meeting is adjourned) and at such other time and place as the chairman may appoint.

28.—(1.) Subject to the next succeeding sub-regulation, the persons present at a meeting of the creditors or contributories of a company shall elect one of their number to be the chairman of the meeting. Chairman.

(2.) Where a meeting of creditors or contributories of a company is called by the liquidator of the company, the liquidator or a person nominated by him shall be the chairman of the meeting.

29. The chairman of a meeting of creditors or contributories shall, if so directed by the meeting, or may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but the adjourned meeting shall be held at the same place as the original place of meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders. Adjournment of meeting.

30.—(1.) At a meeting of creditors, a resolution is passed when a majority in number and value of the creditors present, personally or by proxy, have voted in favour of the resolution. passing of resolutions.

(2.) At a meeting of contributories, a resolution is passed when a majority in number and value of the contributories present, personally or by proxy, have voted in favour of the resolution, the value of the contributories being determined according to the number of votes conferred on each contributory by the articles of the company.

31.—(1.) Subject to the next succeeding sub-regulation, a person is not entitled to vote as a creditor at a meeting of creditors unless he has lodged with the liquidator a proof of the debt which he claims to be due to him from the company and the proof has been admitted wholly or in part before the date on which the meeting is held. Creditors who may vote.

(2.) In the case of a meeting of creditors held under sub-section (1.) or sub-section (8.) of section 260 of the Ordinance, a person is not entitled to vote as a creditor at the meeting unless he has lodged with the chairman of the meeting a proof of the debt which he claims to be due to him from the company.

(3.) A creditor shall not vote in respect of any unliquidated or contingent debt or any debt the value of which is not ascertained, or in respect of any debt on or secured by a current bill of exchange or promissory note held by him, unless he is willing to treat the liability to him thereon of every person who is liable thereon antecedently to the company, and against whom a sequestration order in bankruptcy has not been made, as a security in his hands, and to estimate the value thereof, and for the purposes of voting, but not for the purposes of dividend, to deduct it from his proof.

Votes of secured creditors.

32.—(1.) For the purpose of voting at a meeting, a secured creditor shall, unless he surrenders his security, state in his proof of debt the particulars of his security, the date when it was given, and the value at which he assesses it, and shall be entitled to vote only in respect of the balance, if any, due to him after deducting the value of his security.

(2.) If a secured creditor votes in respect of his whole debt, he shall be deemed to have surrendered his security, unless the Court on application is satisfied that the omission to value the security has arisen from inadvertence.

Creditor required to give up security.

33.—(1.) The liquidator may, within twenty-eight days after a secured debt is proved, in a case where the creditor has stated in his proof of debt the value at which he assesses his security, require the creditor to give up the security for the benefit of the creditors generally on payment of the value at which the creditor assesses it with the addition of twenty per centum.

(2.) Where a creditor has assessed the value of his security, he may at any time before being required to give it up correct the valuation by a new proof and deduct the new value from his debt, but in that case the addition of twenty per centum shall not be made if the security is required to be given up.

Admission and rejection of proof for purpose of voting.

34.—(1.) The chairman of a meeting of creditors or contributories may admit or reject a proof of debt for the purpose of voting.

(2.) If the chairman is in doubt whether a proof of debt should be admitted or rejected, he shall mark it as objected to and allow the creditor to vote subject to the vote being declared invalid in the event of the objection being sustained.

Record of meeting.

35. The chairman of a meeting of creditors or contributories—

(a) shall cause minutes of the proceedings at the meeting to be entered in a book kept for the purpose and shall sign the minutes; and

(b) shall cause a list of the names of the creditors or contributories present at the meeting to be made and kept.

Copy of minutes of meeting to be lodged with Registrar.

36. Where a meeting of the creditors or contributories of a company is called by the liquidator of the company, the liquidator shall, within a period of seven days after the meeting, lodge with the Registrar a copy of the minutes of the meeting certified by the chairman of the meeting to be a true copy.

Division 2.—Meetings of Debenture-holders.

Application of Division.

37. Except where provision to the contrary is made by the Ordinance or in the covenants contained in the relevant debentures or trust deed, the provisions of this Division apply to and in relation to meetings of holders of debentures summoned in pursuance of a covenant contained, or deemed under sub-section (3.) of section 74 of the Ordinance to be contained, in the debentures or trust deed.

Quorum.

38.—(1.) A meeting of debenture-holders shall not act for any purpose except the adjournment of the meeting unless there are present at least two debenture-holders.

(2.) If within half-an-hour after the time appointed for the meeting a quorum of debenture-holders is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day (not being less than seven or more than twenty-one days from the day from which the meeting is adjourned) and at such other time and place as the chairman may appoint.

39. The chairman of a meeting of debenture-holders shall, if so directed by the meeting, or may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but the adjourned meeting shall be held at the same place as the original place of meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders.

Adjournment
of meeting.

40. At a meeting of debenture-holders, a resolution is passed when a majority in number and value of the debenture-holders present have voted in favour of the resolution.

Passing of
resolutions.

41. In the case of an equality of votes, the chairman of a meeting of debenture-holders shall have a casting vote.

Casting vote.

42. The chairman of a meeting of debenture-holders—

Record of
meeting.

(a) shall cause minutes of the proceedings at the meeting to be entered in a book kept for the purpose and shall sign the minutes; and

(b) shall cause a list of the names of the debenture-holders present at the meeting to be made and kept.

Division 3.—Joint Meetings of the Members and Creditors of a Company.

43. Except where provision to the contrary is made by the Ordinance or in the articles of the company concerned, the provisions of this Division apply to and in relation to—

Application of
Division.

(a) joint meetings of the creditors and members of a company called by the official manager of the company under sub-section (2.) of section 213 of the Ordinance; and

(b) joint meetings of a company and the creditors of the company called, in the case of a creditors' voluntary winding up of the company, by the liquidator of the company under sub-section (1.) of section 271 of the Ordinance or under sub-section (1.) of section 272 of the Ordinance.

44.—(1.) An official manager of a company who is directed by a committee of management of the company to call a joint meeting of the creditors and members of the company under sub-section (2.) of section 213 of the Ordinance shall give not less than seven days' notice of the time and place of the meeting by advertisement in a newspaper published in the Territory not less frequently than once a week and shall cause notices of the meeting to be sent by post to the creditors simultaneously with the sending of notices of the meeting to members of the company.

Notices of
joint meetings
called by
official manager
(Form 92).

(2.) The notice referred to in the last preceding sub-regulation that is to be advertised in a newspaper and sent to a creditor shall be in accordance with Form 92.

(3.) The notice shall be sent to every person appearing by the company's books or otherwise to be a creditor of the company, and shall be sent to the address mentioned in the company's books as the address of the creditor or to such other address as may be known to the official manager.

Quorum.

45. A joint meeting called under sub-section (2.) of section 213 of the Ordinance or under sub-section (1.) of section 271 of the Ordinance shall not act for any purpose unless there are present or represented at least two persons entitled to vote at the meeting.

Chairman.

46.—(1.) The persons present at a joint meeting called under sub-section (2.) of section 213 of the Ordinance shall elect one of their number to be the chairman of the meeting.

(2.) The liquidator or a person nominated by him shall be the chairman of a joint meeting called under sub-section (1.) of section 271 of the Ordinance or under sub-section (1.) of section 272 of the Ordinance.

**Adjournment
of meeting.**

47. The chairman of a joint meeting called under sub-section (2.) of section 213 of the Ordinance or under sub-section (1.) of section 271 of the Ordinance shall, if so directed by the meeting, or may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but the adjourned meeting shall be held at the same place as the original place of meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders.

**Passing of
resolutions.**

48. A resolution put to the vote at a joint meeting to and in relation to which this Division applies shall be decided on a show of hands.

Casting vote.

49. In the case of an equality of votes, the chairman of a joint meeting to and in relation to which this Division applies shall have a casting vote.

**Record of
meeting.**

50. The chairman of a joint meeting called under sub-section (2.) of section 213 of the Ordinance or under sub-section (1.) of section 271 of the Ordinance—

(a) shall cause minutes of the proceedings at the meeting to be entered in a book kept for the purpose and shall sign the minutes; and

(b) shall cause a list of the names of the persons present and entitled to vote at the meeting to be made and kept.

*Division 4.—Proxies of Creditors and Contributories.***Appointment
of proxies.**

51.—(1.) A creditor entitled to attend and vote at a meeting referred to in regulation 25 or regulation 43 of these Regulations may appoint another person (whether a creditor or not) as his proxy to attend and vote instead of the creditor at the meeting.

(2.) A contributory entitled to attend and vote at a meeting referred to in regulation 25 of these Regulations may appoint another person (whether a contributory or not) as his proxy to attend and vote instead of the contributory at the meeting.

(3.) A proxy appointed under this regulation has the same right to speak at the meeting as the creditor or contributory appointing him.

52.—(1.) The appointment of a person as the proxy of a creditor or contributory shall be made by an instrument of appointment in accordance with Form 93. Form of proxies (Form 93).

(2.) Subject to the next succeeding regulation, the instrument appointing a proxy shall be signed by the person appointing the proxy in the presence of a person (not being the person nominated as proxy) who shall add to his signature his description and the address of his place of residence.

53. The proxy of a creditor or contributory who is blind or incapable of writing shall be sufficient for the purposes of these Regulations if the creditor or contributory attaches his signature or mark to the instrument appointing the proxy in the presence of a person (not being the person nominated as proxy) who completes the instrument in accordance with the last preceding regulation, and also completes the certificate set out in Form 93. Proxies of disabled persons (Form 93).

54. The person calling a meeting of creditors or contributories or a joint meeting of a company and the creditors of the company shall send a form of proxy to each creditor or contributory with the notice summoning the meeting and shall ensure that neither the name nor description of the liquidator (if any) or of any other person is printed or inserted in the body of the form of proxy before it is so sent. Proxy forms to accompany notice of meetings.

55. A creditor or a contributory may give a general proxy to any person who is not a minor. General proxy.

56. A creditor or a contributory may give a special proxy to any person to vote at a specified meeting or adjournment of that meeting— Special proxy.

(a) for or against the appointment or continuance in office of a specified person as liquidator or member of the committee of inspection; and

(b) on all or any questions relating to any matter arising at the meeting or an adjournment of the meeting.

57. A creditor or a contributory may appoint the liquidator to act as his general or special proxy. Liquidator may act as proxy.

58.—(1.) Subject to the next succeeding sub-regulation, a person acting either under a general or a special proxy shall not vote in favour of any resolution which would directly or indirectly place himself, his partner or his employer in a position to receive any remuneration out of the assets of the company otherwise than as a creditor rateably with the other creditors of the company. Voting by proxy where financially interested.

(2.) Where a person holds special proxies to vote for an application to the Court in favour of the appointment of himself as liquidator he may use the proxies and vote accordingly.

Liquidator may appoint deputy.

59. Where a liquidator who holds any proxies cannot attend the meeting for which they are given, he may, in writing, depute some person to use the proxies on his behalf in such manner as he may direct.

PART VI.—PROOF OF DEBTS IN VOLUNTARY WINDING UP.

Application of Part.

60. This Part applies to and in relation to the admission to proof of debts and claims under sub-section (1.) of section 291 of the Ordinance in a winding up under Division 3 of Part X. of the Ordinance.

Proof of debt.

61. Every creditor shall prove his debt or claim, unless the Court directs that any creditors or class of creditors be admitted without proof.

Statutory declaration of proof of debt (Forms 74 and 75).

62.—(1.) A debt or claim may be proved by serving on the liquidator a statutory declaration of proof of debt in accordance with Form 74 or Form 75.

(2.) Where there are claims for wages by employees of a company, one person may make a statutory declaration in accordance with Form 75 proving the claims on behalf of all the employees.

(3.) A statutory declaration made under the last preceding sub-regulation has effect as if a separate statutory declaration had been made by each employee.

Notice of day by which debts to be proved.

63.—(1.) The liquidator may fix a day, which shall be not less than fourteen days from the date of publication of the notice referred to in the next succeeding sub-regulation or the date on which the last such notice is posted in pursuance of that sub-regulation, whichever date is the later, on or before which the creditors of the company are to prove their debts or claims under sub-section (1.) of section 291 of the Ordinance.

(2.) The liquidator shall give notice of the day so fixed by advertisement in a newspaper published in the Territory not less frequently than once a week and shall also give by post notice of the day so fixed to every person mentioned in the statement of affairs as a creditor and who has not proved his debt or claim.

Time for liquidator to deal with proofs and notice of rejection of proof (Form 76).

64.—(1.) The liquidator, within twenty-one days after receiving a proof of debt, shall in writing either admit it or reject it wholly or in part or require further evidence in support of it.

(2.) If the liquidator rejects a proof of debt wholly or in part, he shall state to the creditor the ground of his objections by instrument in writing in accordance with Form 76.

(3.) Where the liquidator has given notice of his intention to declare a dividend, he shall, within fourteen days after the day mentioned in the notice referred to in sub-regulation (2.) of the last preceding regulation as the day on or before which debts or claims are to be proved, in writing either admit or reject wholly or in part or require further evidence in support of every proof of debt that he has not already dealt with and shall, if he rejects a proof of debt wholly or in part, state to the creditor the ground of his objections by instrument in writing in accordance with Form 76.

(4.) Where the liquidator has admitted a proof of debt under the last preceding sub-regulation, the notice of the dividend shall be a sufficient notification of the admission.

65.—(1.) A statutory declaration proving a debt may be made by the creditor himself or by some person authorized by or on behalf of the creditor. Persons who may make statutory declarations.

(2.) A person so authorized shall state in the statutory declaration his authority and means of knowledge.

66.—(1.) A statutory declaration proving a debt or claim shall contain or refer to a statement of accounts showing the particulars of the debt or claim and shall specify the vouchers by which the debt or claim can be substantiated. Contents of statutory declaration.

(2.) The liquidator may at any time call for the production of the vouchers.

67. A statutory declaration proving a debt or claim shall state whether the creditor is a secured creditor and, if so, the nature of the security. Statement of security.

68. A creditor shall, unless the Court in a particular case otherwise orders, bear his own costs of proving his debt or claim. Costs of proof.

69. In proving a debt or claim, a creditor shall make an allowance for all discounts for which an allowance would have been made if the company were not being wound up. Discount.

70.—(1.) Where a company that is liable to make any periodical payments (including rent) commenced to be wound up on a day other than a day on which such a payment becomes due, the person entitled to the payments may prove for a proportionate part of a payment in respect of the period from the day when the last payment became due to the day on which the winding up commenced, as if the payment accrued due from day to day. Periodical payments.

(2.) Where the liquidator remains in occupation of premises demised to a company which is being wound up, these Regulations do not prejudice or affect the right of the landlord of the premises to claim payment by the company or the liquidator of rent during the period of the company's or the liquidator's occupation.

Debt payable at future time.

71. A creditor may prove a debt or claim payable subsequently to the date of the commencement of the winding up as if it were payable at that date and may receive dividends equally with the other creditors, deducting out of each dividend a rebate of interest at the rate of four per centum per annum computed from the declaration of the dividend to the time when the debt or claim would have become payable according to the terms on which it was contracted.

Production of instrument on which company liable.

72. Where a creditor seeks to prove a debt or claim in respect of a bill of exchange, promissory note or other negotiable instrument or security on which the company is liable, the proof of debt shall not, subject to any order of the Court to the contrary, be admitted, unless the bill, note, instrument or security is produced to the liquidator.

PART VII.—MISCELLANEOUS.

Commission payable for exercise by Registrar of powers in respect of defunct company.

73. For the purposes of sub-section (3.) of section 311 of the Ordinance, commission is prescribed at the rate of five per centum of the moneys received by the Registrar in the exercise of the powers conferred upon him by that section.

Stock Exchanges.

74.—(1.) For the purposes of paragraph (a) of sub-section (4.), and paragraph (h) of sub-section (6.), of section 374 of the Ordinance and clause (c) of paragraph 1 of the Ninth Schedule to the Ordinance, the following Stock Exchanges are prescribed Stock Exchanges:—

- (a) Hobart Stock Exchange, Tasmania;
- (b) Launceston Stock Exchange, Tasmania;
- (c) Stock Exchange of Melbourne, Victoria;
- (d) Ballarat Stock Exchange, Victoria;
- (e) Bendigo Stock Exchange, Victoria;
- (f) Sydney Stock Exchange, New South Wales;
- (g) Newcastle Stock Exchange, New South Wales;
- (h) Stock Exchange of Adelaide Limited, South Australia;
- (i) Brisbane Stock Exchange, Queensland;
- (j) Stock Exchange of Perth, Western Australia; and
- (k) Rockhampton Stock Exchange Ltd., Queensland.

(2.) For the purposes of sub-clause (iii) of clause (h) of sub-paragraph (1.) of paragraph 2 of the Ninth Schedule to the Ordinance, the following Stock Exchanges are prescribed Stock Exchanges:—

- (a) Stock Exchange of Adelaide Limited, South Australia;
- (b) Brisbane Stock Exchange, Queensland;
- (c) Hobart Stock Exchange, Tasmania;
- (d) Stock Exchange of Melbourne, Victoria;
- (e) Stock Exchange of Perth, Western Australia;
- (f) Sydney Stock Exchange, New South Wales;
- (g) Auckland Stock Exchange, New Zealand;
- (h) Christchurch Stock Exchange, New Zealand;

- (i) Dunedin Stock Exchange, New Zealand;
- (j) Wellington Stock Exchange, New Zealand;
- (k) Stock Exchange, London, England;
- (l) Montreal Stock Exchange, Canada;
- (m) Toronto Stock Exchange, Canada;
- (n) Johannesburg Stock Exchange, South Africa;
- (o) New York Stock Exchange, United States of America;
- (p) American Stock Exchange, United States of America;
- (q) Pacific Coast Stock Exchange, United States of America;
- (r) Mid-West Stock Exchange, United States of America;
- (s) Paris Bourse, France;
- (t) Ballarat Stock Exchange, Victoria;
- (u) Bendigo Stock Exchange, Victoria;
- (v) Newcastle Stock Exchange, New South Wales;
- (w) Launceston Stock Exchange, Tasmania; and
- (x) Rockhampton Stock Exchange Ltd., Queensland.

75. A person who contravenes or fails to comply with a provision of these Regulations is guilty of an offence against these Regulations punishable upon conviction by a fine not exceeding Twenty pounds. ^{General}penalty.

THE SCHEDULES.

FIRST SCHEDULE.

Regulation 5.

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SECOND SCHEDULE.

Regulation 5.

FORM 1.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 7 (8.).

DECLARATION TO BE MADE BY REGISTRAR OF COMPANIES AND PERSONS AUTHORIZED TO MAKE INSPECTIONS.

I,....., of....., declare that I will not, except for the purposes of the Companies Ordinance 1963, or in the course of any criminal proceedings, make a record of, or divulge or communicate to any other person, any information which I have acquired by reason of an inspection, made by me for the purpose of ascertaining whether a company is complying with the provisions of that Ordinance, of any books, minute book, register or record required by or under that Ordinance to be kept by the company.

Declared at Territory of Australia this of , 19 . in the Northern day }

FORM 2.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 9 (4.) (a).

RETURN OF PARTNERS OF FIRM OF AUDITORS.

Name of firm:

Address of firm:*

The full names and addresses of all the partners of the firm are—

Table with 3 columns: Surname, Other names in full, Address in full of usual residence.

Dated this day of , 19 .

(Signature)†.....

Give the address of each place of business of the firm; if there is more than one place of business, indicate the principal place of business. † To be signed by one of the partners of the firm.

SECOND SCHEDULE—continued.

FORM 3.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 11 (1).

Companies Regulations.

Regulation 10 (1).

OFFICIAL LIQUIDATOR'S BOND (WITH SURETY).

Know all men by these presents that I,*..... of, being an official liquidator for the purposes of the Companies Ordinance 1963, and†..... Limited, of....., jointly and severally bind ourselves to the Commonwealth for the payment to the Master of the Supreme Court of the Northern Territory of Australia of the sum of Five thousand pounds.

Sealed with our seals this day of, 19 ..

The condition of this obligation is such that if the said*..... shall duly fulfil his duties as an official liquidator under the Companies Ordinance 1963, then this obligation shall be void and of no effect; otherwise this obligation shall remain in full force and effect.

Signed, sealed and delivered by the above-named*..... in the presence of:

The common seal of †..... Limited, the above-named surety, was hereunto affixed in the presence of:

* Insert full name of official liquidator. † Insert name of surety corporation.

FORM 4.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 16 (2).

STATUTORY DECLARATION OF COMPLIANCE.

..... LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. I am†..... of..... Limited.

2. All the requirements of the Companies Ordinance 1963 and of the Companies Regulations in respect of matters precedent to the registration of the company and incidental to its registration have been complied with.

And I make this solemn declaration by virtue of the Statutory Declarations Act 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

‡.....

Declared at..... the..... day of....., 19.....

Before me,

§.....

||.....

Here insert name, address and occupation of person making the declaration.

† Insert "a qualified legal practitioner engaged in the formation" or "a person named in the articles as a director or secretary".

‡ Signature of person making the declaration.

§ Signature of person before whom the declaration is made.

|| Here insert title of person before whom the declaration is made.

Companies Regulations.

SECOND SCHEDULE—*continued.*

FORM 5.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 16 (3.).

No. of company
.....

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY.

This is to certify that.....is, on and from
the.....day of....., 19...., incorporated under the
Companies Ordinance 1963 and that the company is.....

Given under my hand and seal, at , this
day of , 19 .

.....
Registrar of Companies.

FORM 6.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 16 (3.).

No. of company
.....

CERTIFICATE OF INCORPORATION OF PROPRIETARY COMPANY.

This is to certify that.....is, on and from
the.....day of....., 19...., incorporated under the
Companies Ordinance 1963, that the company is.....
and that the company is a proprietary company.

Given under my hand and seal, at , this
day of , 19 .

.....
Registrar of Companies.

SECOND SCHEDULE—continued.

FORM 7.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

- * Section 21 (2.).
- * Section 26 (1.), (2.).
- * Section 28 (9.).
- * Section 146 (1.).
- * Section 254 (2.).

NOTICE OF RESOLUTION.

.....LIMITED.

To the Registrar of Companies.

At a general meeting of the members of Limited
 duly convened and held at.....on the.....day of
, 19....., the special (or ordinary)† resolution set out below
 (or in the annexure‡ marked with the letter "A" and signed by me for purposes of
 identification)† was duly passed (or agreed to)†.

(Set out copy of resolution here if it is not annexed.)

Dated this day of, 19

.....
Director.†
Secretary.†

* Strike out whichever references to sections are inapplicable.
 † Strike out whichever is inapplicable.
 ‡ Where the copy of the resolution is annexed, the annexure is to be endorsed as follows:—" This
 is the annexure marked 'A' referred to in the notice of resolution signed by me on the.....
 day of....., 19.....".

FORM 8.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 21 (3.).

No. of company
.....

CERTIFICATE OF REGISTRATION OF ORDER OF SUPREME COURT
AFFECTING MEMORANDUM OF ASSOCIATION.

This is to certify that an order of the Supreme Court of the Northern Territory of
 Australia made on the.....day of.....,
 19....., affecting the memorandum of association of.....
 Limited has this day been registered by me.

Given under my hand and seal, at, this
 day of, 19

.....
Registrar of Companies.

SECOND SCHEDULE—continued.

FORM 9.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 21 (6).

No. of company
.....

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY.

This is to certify that....., which was, on the
.....day of....., 19...., incorporated
under the....., did on the.....day of.....,
19...., change its name to....., and that the company
is.....

Given under my hand and seal, at , this
day of , 19 .

.....
Registrar of Companies.

FORM 10.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 22 (7.).

APPLICATION FOR RESERVATION OF NAME.

To the Registrar of Companies.

I,....., of
hereby apply for the reservation of the name.....as—

- * the name of an intended company.
- * the name to which†.....
proposes to change its name.
- * the name under which....., a foreign company,
proposes to be registered, either originally or on change of name.

The nature of the business carried on or to be carried on by the company is
‡.....

* The company has acquired (or proposes to acquire)§ a business which was
(or is being)§ carried on under the name of

- * Single letters included in the name to be reserved—
§ stand for.....
§ do not stand for anything.

Dated this day of , 19 .

(Signature).....

* Strike out if inapplicable.
† Insert present name of company.
‡ State fully the nature of the business carried on or to be carried on. (General descriptive words such as "investing" or "contracting" are insufficient to describe the nature of the business carried on r to be carried on.)
§ Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 11.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Sections 26 (2.) (c),
27 (3.) (c) (ii) and 52 (2.) (c).

STATUTORY DECLARATION OF COMPLIANCE BY COMPANY THAT HAS NOT ISSUED PROSPECTUS.

..... LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. I am the secretary (or one of the directors)† of..... Limited.

†2. Every director of the company has paid to the company on each of the shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares payable in cash.

†2. No director of the company has taken or contracted to take any share or shares in the company for which he is liable to pay in cash.

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

‡.....

Declared at.....the.....

day of....., 19.....

Before me,

§.....

||.....

Here insert name, address and occupation of person making the declaration.

† Strike out whichever is inapplicable.

‡ Signature of person making the declaration.

§ Signature of person before whom the declaration is made.

|| Here insert title of person before whom the declaration is made.

FORM 12.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 26 (3.).

No. of company

.....

CERTIFICATE OF INCORPORATION ON CONVERSION TO A PROPRIETARY COMPANY.

This is to certify that....., which was, on the.....day of....., 19....., incorporated under the....., as a company limited by shares, did on the.....day of....., 19....., convert to a proprietary company, and that the name of the company now is.....

Given under my hand and seal, at....., this
day of....., 19.....

.....
Registrar of Companies.

Companies Regulations.

SECOND SCHEDULE—*continued.*

FORM 13.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 26 (3.).

No. of company

.....

CERTIFICATE OF INCORPORATION ON CONVERSION TO A PUBLIC COMPANY.

This is to certify that....., which was, on theday of....., 19..., incorporated under the, as a company limited by shares, did on theday of....., 19..., convert to a public company, and that the name of the company now is.....

Given under my hand and seal, at , this day of , 19 .

.....
Registrar of Companies.

FORM 14.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Sections 29 (5.) and 347 (3.).

NOTICE OF INCREASE IN NUMBER OF MEMBERS.

.....LIMITED.

To the Registrar of Companies.

.....Limited hereby gives notice that, on the.....day of....., 19..., the number of its members was increased by the addition of.....members beyond the registered number of.....members.

Dated this day of , 19 .

.....
*Director.**
Secretary.

Agent in the Northern Territory of Australia.

* Strike out whichever are inapplicable.

SECOND SCHEDULE—continued.

FORM 15.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Section 52 (1.) (b) (iii).

STATUTORY DECLARATION OF COMPLIANCE BY COMPANY THAT HAS ISSUED PROSPECTUS.

..... LIMITED.

I,, do solemnly and sincerely declare as follows:—

1. I am the secretary (or one of the directors)†of..... Limited.

2. No money is or may become liable to be repaid to the applicants for any shares or debentures offered for public subscription by reason of any failure to apply for or obtain permission for listing for quotation on any Stock Exchange.

3. The minimum amount which, in the opinion of the directors, must be raised by the issue of shares in order to provide for the matters specified in the prospectus dated the.....day of....., 19..., by virtue of paragraph 4 in Part I. of the Fifth Schedule to the Companies Ordinance 1963 is £.....

4. Shares held subject to the payment of the whole amount thereof in cash have been allotted to an amount not less in the whole than the minimum subscription.

†5. Every director of the company has paid to the company on each of the shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares offered for public subscription.

†5. No director of the company has taken or contracted to take any share or shares in the company for which he is liable to pay in cash.

And I make this solemn declaration by virtue of the Statutory Declarations Act 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

‡.....

Declared at.....the.....

day of....., 19...

Before me,

§.....

||.....

* Here insert name, address and occupation of person making the declaration.
† Strike out whichever is inapplicabl .
‡ Signature of person making the declaration.
§ Signature of person before whom the declaration is made.
|| Here insert title of person before whom the declaration is made.

Companies Regulations.

SECOND SCHEDULE—*continued.*

FORM 16.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 52 (3.).

No. of company
.....

CERTIFICATE THAT COMPANY IS ENTITLED TO COMMENCE BUSINESS AND EXERCISE BORROWING POWERS.

This is to certify that..... Limited is entitled to commence business and to exercise its borrowing powers.

Given under my hand and seal, at, this
day of, 19 ..

.....
Registrar of Companies.

FORM 17.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 54 (1.), (2.) (b).

RETURN OF ALLOTMENT OF SHARES.

..... LIMITED.

The shares referred to in this return were allotted, or are deemed to have been allotted under sub-section (6.) of section 54 of the *Companies Ordinance* 1963—

*between the.....day of....., 19.., and

the.....day of....., 19...

*on the.....day of....., 19...

1.† Number of shares allotted payable in cash
Nominal amount of each of the shares so allotted .. £
Amount paid or due and payable on each of the shares
so allotted—
paid £
due and payable on allotment £
Amount of premium paid or payable on each share .. £

2.† Number of shares allotted for a consideration other than
cash £
Nominal amount of each of the shares so allotted .. £
Amount to be treated as paid on each of the shares so
allotted £

The consideration for which the shares have been so allotted is as follows:—

SECOND SCHEDULE—continued.

FORM 18.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 54 (5).

STATEMENT CONTAINING PARTICULARS OF SHARES ALLOTTED OTHERWISE THAN FOR CASH.

.....LIMITED.

1. The allotment of.....shares to.....of....., on the.....day of.....19.., was made—

- *pursuant to a contract not reduced to writing.
- *pursuant to a provision in the memorandum or articles.
- *in satisfaction of a dividend declared in favour of, but not payable in cash to, the shareholders.

*2. Particulars sufficient to show the entitlement of the allottees to the allotment of shares where the allotment was made pursuant to—

- *a contract not reduced to writing
- *a provision in the memorandum or articles

are as follows:—†

*3. The particulars of the resolution or other authority by virtue of which an allotment was made in satisfaction of a dividend declared in favour of, but not payable in cash to, the shareholders are as follows:—‡

§4. The particulars of the consideration in respect of which the allotment of shares was made are as follows:—||

Dated this day of, 19

.....
 Director.¶
 Secretary.¶

- * Strike out if inapplicable.
- † Set out nature and date of, and parties to, the contract, or insert " Clause(s) numbered..... in the memorandum." or " Article(s) numbered....."
- ‡ Set out the date and a summary of the provisions of the resolution or other authority.
- § This paragraph is to be completed if paragraph 2 is completed; otherwise it is to be struck out.
- || The particulars to be given are as follows:—

1. If the consideration for the allotment of the shares is services or any consideration other than that mentioned in paragraph 2 of this footnote, state the nature of that consideration.
2. If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of that property and the following particulars of the manner in which the purchase price is to be satisfied:—

Total amount deemed as paid in shares allotted otherwise than in cash	£
Cash	£
Amount of debt released or liabilities assumed (including mortgages on property)	£
Total purchase price	£

3. Give full particulars in the form of the following table of the property referred to in paragraph 2 of this footnote which is the subject of the sale, showing in detail how the total purchase price is apportioned between each item:—

	£	s.	d.
Freehold property and fixed plant and machinery and other fixtures thereon			
Leasehold property			
Fixed plant and machinery on leasehold property (including tenant's, trade and other fixtures)			
Equitable interests in freehold or leasehold property			
Loose plant and machinery, stock in trade, and other chattels			
Goodwill and benefit of contracts			
Patents, designs and trade marks, licences, copyrights, &c.			
Book and other debts			
Cash in hand and at bank on current account, bills, notes, &c.			
Cash on deposit at bank and els where			
Shares, debentures and other investments			
Other property, viz.			

¶ Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 19.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Section 58 (1.) (c), (3.).

STATEMENT OF AMOUNT OR RATE OF COMMISSION AND BROKERAGE.

.....LIMITED.

*PART I.—COMMISSION.

1. The article of association authorizing payment of commission is article No.....

†2. The amount agreed to be paid as commission for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in the company is £.....

‡2. The rate of commission for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in the company is per centum of the price at which the shares are issued.

†3. The date of the circular or notice (not being a prospectus) inviting subscription for the shares and disclosing the amount or rate of the commission was.....

4. The date when the commission is payable is.....

5. The number of shares for which persons have agreed for a commission to subscribe absolutely is.....

*PART II.—BROKERAGE.

†6. The amount agreed to be paid as brokerage for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in the company is £.....

‡6. The rate of brokerage for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in the company is..... per centum of the price at which the shares are issued.

†7. The date of the circular or notice (not being a prospectus) inviting subscription for the shares and disclosing the amount or rate of the brokerage was.....

8. The date when the brokerage is payable is.....

Dated this day of , 19 .

Signatures of all the directors or proposed directors or of their agents authorized in writing. }

Strik out this Part if inapplicable.

† Strike out whichever paragraph numbered "2" or whichever paragraph numbered "6" is inapplicable.

‡ Strik out this paragraph if inapplicable.

SECOND SCHEDULE—continued.

FORM 22.

THE NORTHERN TERRITORY OF AUSTRALIA,
Companies Ordinance.

Section 64 (7.).

No. of company
.....

CERTIFICATE OF LODGMENT OF ORDER OF SUPREME COURT
CONFIRMING REDUCTION OF SHARE CAPITAL.

This is to certify that an office copy of an order of the Supreme Court of the Northern Territory of Australia made on the..... day of....., 19...., confirming a reduction of the share capital of..... Limited has this day been lodged with me.

Given under my hand and seal, at
day of, 19, this

.....
Registrar of Companies.

FORM 23.

THE NORTHERN TERRITORY OF AUSTRALIA,
Companies Ordinance.

Section 70 (2.).

NOTICE OF PLACE WHERE REGISTER OF HOLDERS OF DEBENTURES
KEPT, OR OF CHANGE IN THAT PLACE.
..... LIMITED.

To the Registrar of Companies.

..... Limited hereby gives notice that the register of holders of debentures has, as from the..... day of....., 19...., been kept at *.....

Dated this, day of, 19

.....
Director.†
Secretary.†

Insert full address. (Particulars sufficient to enable the office where the register is kept to be readily located should be included in the address.)
† Strike out whichever is inapplicable.

FORM 24.

THE NORTHERN TERRITORY OF AUSTRALIA,
Companies Ordinance.

Sections 84 (2.) and 152 (2.).

NOTICE OF PLACE WHERE REGISTER OF INTEREST HOLDERS KEPT, OR
OF CHANGE IN THAT PLACE.
..... LIMITED.

To the Registrar of Companies.

..... Limited hereby gives notice that the register of interest holders has, as from the..... day of....., 19...., been kept at*.....

Dated this, day of, 19

.....
Director.†
Secretary.†

Insert full address. (Particulars sufficient to enable the office where the register is kept to be readily located should be included in the address.)
† Strike out whichever is inapplicable.

SECOND SCHEDULE—*continued.*

FORM 26.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Sections 100 (1.) and
102 (1.).

STATEMENT OF PARTICULARS TO BE LODGED WITH CHARGE.

.....LIMITED.

To the Registrar of Companies,

1. The charge is given by:
2. The date of the creation of the charge is:
3. The description of the instrument creating or evidencing the charge is:
4. The amount secured by the charge is:
5. A short description of the property affected is:
6. The names and addresses of the persons entitled to the charge are:

Dated this _____ day of _____, 19 _____ .

.....
*Director.**
*Secretary.**
*Agent in the Northern Territory of Australia.**

* Strike out whichever are inapplicable.

FORM 27.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 100 (1.) (b).

STATUTORY DECLARATION VERIFYING EXECUTION OF CHARGE CREATED BY COMPANY AND CORRECTNESS OF COPY OF CHARGE.

.....LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. I am†..... Limited.

2. I was present and did see the execution by..... Limited of‡..... dated the..... day of....., 19....., in favour of..... the seal of the company being duly affixed thereto in my presence on the..... day of....., 19.....

3. The annexure marked with the letter "A" has been compared by me with the original instrument creating or evidencing the charge and is a true copy of that instrument.§

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

||.....

Declared at..... the..... day of....., 19.....

Before me,
 †.....
 **.....

Here insert name, address and occupation of person making the declaration.

† Insert "the secretary of", "a director of", "the solicitor for" (or as the case may be).

‡ Insert description of instrument creating or evidencing the charge, e.g., "a trust deed", "a mortgage", "a debenture".

§ The annexure is to be endorsed by the person before whom the declaration is made as follows:—

"This is the annexure marked 'A' referred to in the statutory declaration of..... made on the..... day of....., 19.....

Before me,
 "....."

|| Signature of person making the declaration.

† Signature of person before whom the declaration is made.

* Here insert title of person before whom the declaration is made.

SECOND SCHEDULE—continued.

FORM 30.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 102 (1.).

STATUTORY DECLARATION IN RESPECT OF PROPERTY ACQUIRED BY COMPANY OR FOREIGN COMPANY WHILE PROPERTY SUBJECT TO A CHARGE.

.....LIMITED.

I,, do solemnly and sincerely declare as follows:—

1. I am†.....Limited.

2. On the.....day of....., 19....,
.....Limited acquired‡.....
.....which is subject to§.....
dated the.....day of....., 19....

3. The amount now owing on the security of the charge is £.....

4. The names, addresses and descriptions of the persons entitled to the charge are
.....

¶5. The annexure marked with the letter "A" has been compared by me with the original instrument creating or evidencing the charge and is a true copy of that instrument.¶

And I make this solemn declaration by virtue of the Statutory Declarations Act 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

**.....

Declared at.....the.....

day of....., 19....

Before me,

††.....

‡‡.....

* Here insert name, address and occupation of person making the declaration.
† Insert "the secretary of", "a director of", "the solicitor for", "the agent in the Northern Territory of Australia of" (or as the case may be).
‡ Insert short particulars of the property charged.
§ Insert description of instrument creating or evidencing the charge, e.g., "a trust deed", "a mortgage", "a debenture".
¶ This paragraph is to be struck out where the original instrument creating or evidencing the charge is lodged.
¶ The annexure is to be endorsed by the person before whom the declaration is made as follows:—
" This is the annexure marked ' A ' referred to in the statutory declaration ofmade on the.....day of....., 19.....
Before me,
....."
Signature of person making the declaration.
†† Signature of person before whom the declaration is made.
‡‡ Here insert title of person before whom the declaration is made.

SECOND SCHEDULE—continued.

FORM 31.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 102 (1.).

STATUTORY DECLARATION IN RESPECT OF CHARGE CREATED BY FOREIGN COMPANY, OR IN RESPECT OF PROPERTY ACQUIRED BY FOREIGN COMPANY WHILE PROPERTY SUBJECT TO A CHARGE, BEFORE REGISTRATION OF FOREIGN COMPANY IN THE NORTHERN TERRITORY OF AUSTRALIA.

..... LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. I am†.....of.....Limited.

2. On the‡.....day of....., 19.....

§.....was the subject of||.....dated the.....day of....., 19.....

3. The amount now owing on the security of the charge is £.....

4. The names, addresses and descriptions of the persons entitled to the charge are.....

¶5. The annexure marked with the letter "A" has been compared by me with the original instrument creating or evidencing the charge and is a true copy of that instrument.**

And I make this solemn declaration by virtue of the Statutory Declarations Act 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

††.....

Declared at..... the..... day of....., 19.....

Before me,

‡‡.....

§§.....

* Here insert name, address and occupation of person making the declaration.
† Insert "the secretary", "a director", "the agent in the Northern Territory of Australia" (or as the case may be).
‡ Insert the date on which the company became registered in the Northern Territory of Australia.
§ Insert short particulars of the property charged.
|| Insert description of instrument creating or evidencing the charge, e.g., "a trust deed", "a mortgage", "a debenture".
¶ This paragraph is to be struck out where the original instrument creating or evidencing the charge is lodged.
** The annexure is to be endorsed by the person before whom the declaration is made as follows:—"This is the annexure marked 'A' referred to in the statutory declaration of.....made on the.....day of....., 19....."
Before me,
†† Signature of person making the declaration.
‡‡ Signature of person before whom the declaration is made.
§§ Here insert title of person before whom the declaration is made.

SECOND SCHEDULE—continued.

FORM 32,
THE NORTHERN TERRITORY OF AUSTRALIA.
Companies Ordinance.
REGISTER OF CHARGES TO BE KEPT BY REGISTRAR OF COMPANIES.
.....LIMITED.

Section 103 (1).

Receiver or manager.	Date of ceasing to act.		
	Name and date of appointment.		
Memorandum of satisfaction.	Amount.		£ s. d.
	Date entered.		
Particulars relating to the issue of a series of debentures.	Amount or rate per cent. of commission, allowance or discount.		
	Names of trustees for debenture holders.		
	General description of property charged.		
	Date of covering instrument.		
	Dates of resolutions authorizing issue of the series.		
	Date and amount of each issue of the series.	Amount.	£ s. d.
	Date.		
Total amount secured by a series of debentures.			
Names of persons entitled to charge.			
Description sufficient to identify property charged.			
Amount secured by charge.			
Date of creation of charge created by company, or date of acquisition by company of property subject to charge, and description of charge.			
Date of registration.			
Number of charge.			

Companies Regulations.

SECOND SCHEDULE—continued.

FORM 33.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 103 (2.).

No. of company
.....

CERTIFICATE OF REGISTRATION OF CHARGE.

This is to certify that a, dated the
.....day of, 19..., created by.....
in favour of.....to secure....., has this day
been registered and numbered..... in the Register of Charges.

Given under my hand and seal, at, this
day of, 19 .

.....
Registrar of Companies.

FORM 34.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 105 (1.).

MEMORANDUM OF SATISFACTION OF REGISTERED CHARGE.

.....LIMITED.

To the Registrar of Companies.

*.....Limited hereby gives notice that the
†.....dated the.....day of.....
19..., numbered.....in the Register of Charges, and created by
*.....Limited in favour of.....
for securing....., was, on the.....day of
....., 19..., paid or satisfied in full (or to the
extent of.....pounds)†.

Dated this, day of, 19 .

The common seal of*..... }
Limited was affixed hereto in the presence of— }
..... }

Insert nam of mortgagor company.
† Insert description of instrument creating or evidencing the charge, e.g., "trust deed",
"mortgage", "debenture".
‡ Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 35.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 105 (1.).

MEMORANDUM WHERE PROPERTY OR UNDERTAKING IS RELEASED FROM REGISTERED CHARGE OR HAS CEASED TO FORM PART OF COMPANY'S PROPERTY OR UNDERTAKING.

.....LIMITED.

To the Registrar of Companies.

*..... Limited hereby gives notice, in relation to the
†..... dated the..... day of
....., 19...., numbered..... in the Register of
Charges and created by *..... Limited in favour of.....
for securing..... that the property or undertaking described
below, on the..... day of....., 19....—

‡ was released from the charge.

‡ ceased to form part of the property or undertaking of *.....
Limited.

Description of property or undertaking:

Dated this..... day of....., 19....

The common seal of*..... }
Limited was affixed hereto in the presence of— }

* Insert name of mortgagor company.

† Insert description of instrument creating or evidencing the charge, e.g., "trust deed", "mortgage", "debenture".

‡ Strike out whichever is inapplicable.

FORM 36.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 105 (2.).

STATUTORY DECLARATION VERIFYING MEMORANDUM.

.....LIMITED.

We,*....., a director of
†..... Limited, and*....., the secretary of
that company, do solemnly and sincerely declare that the particulars contained in the
memorandum of satisfaction of registered charge (or the memorandum where property
or undertaking is released from registered charge or has ceased to form part of company's
property or undertaking)‡ dated the..... day of.....,
19...., and annexed hereto and marked with the letter "A"§, are true to the best of
our knowledge, information and belief.

And we make this solemn declaration by virtue of the Statutory Declarations Act
1959, and subject to the penalties provided by that Act for the making of false state-
ments in statutory declarations, conscientiously believing the statements contained in this
declaration to be true in every particular.

||.....
Director.

||.....
Secretary.

Declared at..... the.....
day of....., 19....

Before me,

¶.....
**.....

Here insert name and address.

† Insert name of mortgagor company.

‡ Strike out whichever is inapplicable.

§ The annexure is to be endorsed by the person before whom the declaration is made as follows:—" This
is the annexure marked 'A' referred to in the statutory declaration of..... made
on the..... day of....., 19....

Before me,

|| Signatures of persons making the declaration.

¶ Signature of person before whom the declaration is made.

* Here insert title of person before whom the declaration is made.

Companies Regulations.

SECOND SCHEDULE—continued.

FORM 37.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Sections 112 (1.), 346 (1.) (f) and 347 (1.) (d).

NOTICE OF SITUATION OF REGISTERED OFFICE AND OF OFFICE HOURS, AND PARTICULARS OF CHANGES.

.....LIMITED.

To the Registrar of Companies.

..... Limited hereby gives notice that—

as from the.....day of....., 19...., the registered office of the company in the Northern Territory of Australia has been situated at*.....

†as from the.....day of....., 19...., the days and hours during which that office is open and accessible to the public have been as follows:—

Dated this..... day of....., 19.....

..... Director.‡ Secretary.‡ Agent in the Northern Territory of Australia.‡

* Insert full address. † Strike out if inapplicable. ‡ Strike out whichever are inapplicable.

FORM 38.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Section 115 (1.).

CONSENT TO ACT AS DIRECTOR.

.....LIMITED.

To the Registrar of Companies.

I/We,* the undermentioned person(s), hereby consent to act as director(s) of Limited.

Table with 3 columns: Full name, Address, Description.

Dated this..... day of....., 19.....

..... Signature(s).

Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 39.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 115 (1.) (b).

UNDERTAKING BY DIRECTOR TO TAKE AND PAY FOR QUALIFICATION SHARES.

To.....Limited.

I....., of....., do hereby undertake to take from the company and to pay for..... shares of £..... each in the capital of the company, being the number of shares required by the provisions of the articles of association of the company for the qualification of a director of the company.

Dated at this day of , 19 .

(Signature).....

(Signature of witness).....

(Address and description of witness).....

FORM 40.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 115 (1.) (c).

STATUTORY DECLARATION BY DIRECTOR OF REGISTRATION OF QUALIFICATION SHARES.

..... LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. I am a director of..... Limited.

2. The articles of association of the company provide that a director's shareholding qualification shall be the holding of..... shares in the company.

3. shares in the company are registered in my name in the register of members of the company.

And I make this solemn declaration by virtue of the Statutory Declarations Act 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

†.....

Declared at..... the..... day of....., 19.....

Before me,

‡.....

§.....

* Here insert name, address and occupation of person making the declaration.
† Signature of person making the declaration.
‡ Signature of person before whom the declaration is made.
§ Here insert title of person before whom the declaration is made.

SECOND SCHEDULE—continued.

FORM 41.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 115 (1.) (d).

STATUTORY DECLARATION BY DIRECTOR OF ENTITLEMENT TO QUALIFICATION SHARES.

.....LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

- 1. I am a director of..... Limited.
- 2. The articles of association of the company provide that a director's shareholding qualification shall be the holding of..... shares in the company.
- 3. The company is formed or intended to be formed by way of reconstruction of, or to acquire shares in, †.....
- 4. I am a shareholder in ‡.....
- 5. As such a shareholder, I will be entitled to receive..... shares in..... Limited and to have those shares registered in my name in the register of members of the company.

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

§.....

Declared at..... the..... day of....., 19.....

Before me,

||.....
¶.....

* Here insert name, address and occupation of person making the declaration.
† Insert name of other corporation or names of other corporations in group of corporations.
‡ Insert name of other corporation or relevant names of other corporations in group of corporations.
§ Signature of person making the declaration.
¶ Signature of person before whom the declaration is made.
¶ Here insert title of person before whom the declaration is made.

FORM 42.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 115 (4.).

LIST OF PERSONS WHO HAVE CONSENTED TO BE DIRECTORS.

.....LIMITED.

To the Registrar of Companies.

I,*....., one of the persons desiring the incorporation of..... Limited, hereby certify that the undermentioned persons have consented to be directors of that company.

Full name.	Address.	Description.

Dated this..... day of....., 19.....

(Signature).....

Insert full name, address and description.

SECOND SCHEDULE—continued.

FORM 44.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 134 (9.).

No. of company
.....

CERTIFICATE AS TO HOLDING OF THE OFFICE OF DIRECTOR,
MANAGER OR SECRETARY.

This is to certify that, from the returns lodged with the Registrar of Companies pursuant to section 134 of the Companies Ordinance 1963, it appears that.....
..... of....., was*..... of.....
Limited from theday of....., 19....., to theday of....., 19.....

Given under my hand and seal, at , this
day of , 19 ..

.....
Registrar of Companies.

* Insert whether director, manager or secretary.

FORM 45.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 135.

STATUTORY REPORT.

.....LIMITED.

1. The statutory meeting is to be held on the.....day of
....., 19.....
2. The total number of shares allotted is.....
The number of shares allotted as fully paid up in cash is.....
The number of shares allotted as subject to the payment of the full nominal amount in cash and which are partly paid up is.....
The number of shares allotted as fully paid up otherwise than in cash is.....
The number of shares allotted as partly paid up otherwise than in cash, namely, to the extent of.....per share, is.....
3. The consideration for the allotment of shares fully or partly paid up otherwise than in cash is as follows:—*
4. The total amount of cash received in respect of shares allotted as fully paid up in cash is £.....
The total amount of cash received in respect of shares allotted as subject to the payment of the full nominal amount in cash and which are partly paid up is £.....
The total amount of cash received in respect of shares allotted as partly paid up otherwise than in cash is £.....
5. The receipts and payments of the company up to theday of
....., 19....., being a date within seven days of the date of this report, are as follows:—

Abstract of receipts.			Abstract of payments.		
	£	s. d.		£	s. d.
Receipts from shares					
Receipts from debentures					
Receipts from (set out other sources)					
Total			Balance		
			Total		

6. An account or estimate of the preliminary expenses of the company is as follows:—

£

SECOND SCHEDULE—continued.

FORM 45—continued.

7. The names, addresses and descriptions of the directors, trustees for holders of debentures (if any), auditors (if any), managers (if any) and secretary of the company are as follows:—

DIRECTORS, TRUSTEES FOR HOLDERS OF DEBENTURES AND MANAGERS.			
Office in company.	Full name.	Address.†	Description.‡
Directors			
Trustees for holders of debentures (if any)			
Managers (if any)			

AUDITORS.			
Firm name or surname.	Christian names (if applicable).	Address.	Description.

SECRETARY.			
Surname.	Christian names.	Address.	Description.

8. The particulars of any contract the modification of which is to be submitted to the meeting for its approval, together with the particulars of the modification or proposed modification, are as follows:—

CERTIFICATE OF DIRECTORS.

We hereby certify that the above report is correct.

Dated this _____ day of _____, 19 ..
 } Directors.

REPORT OF AUDITORS.

We, the auditors of the above company, hereby report that the statements in the above report, as far as it relates to the shares allotted by the company and to the cash received in respect of those shares and to the receipts and payments of the company on capital account, are in accordance with the records of the company and to the best of our knowledge, information and belief are correct.

Dated this _____ day of _____, 19 ..
 } Auditors.

Set out shortly the nature of the consideration.

† Insert, in the case of an individual, his usual residential address, in the case of a corporation having a registered office in the Northern Territory of Australia, the address of that registered office, or, in the case of a corporation not having a registered office in the Northern Territory of Australia, the address of its registered office in the place of its incorporation.

‡ Include in the description, in the case of a corporation, the name of the place of its incorporation.

SECOND SCHEDULE—continued.

FORM 46.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 140 (7.).

NOTICE OF MINUTE BY REPRESENTATIVE OF HOLDING COMPANY RELATING TO PROCEEDINGS OF SUBSIDIARY COMPANY.

.....LIMITED.*

To the Registrar of Companies.

On the..... day of....., 19...., the minute of *.....Limited set out below (or in the annexure† marked with the letter "A" and signed by me for purposes of identification)‡ was signed by....., the representative of §.....

Limited authorized pursuant to sub-section (3.) of section 140 of the Companies Ordinance 1963.

(Set out copy of minute here if it is not annexed.)

Dated this..... day of....., 19.....

..... Director/Secretary‡ of§..... Limited.

* Insert name of subsidiary company.
† Where the copy of the minute is annexed, the annexure is to be endorsed as follows:— "This is the annexure marked 'A' referred to in the notice of minute by representative of holding company relating to proceedings of subsidiary company signed by me on the.....day of....., 19.....".
‡ Strike out whichever is inapplicable.
§ Insert name of holding company.

FORM 47.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 152 (2.).

NOTICE OF PLACE WHERE REGISTER OF MEMBERS AND INDEX KEPT, OR OF CHANGE IN THAT PLACE.

.....LIMITED.

To the Registrar of Companies.

..... Limited hereby gives notice that the register of members and index (if any) have, as from the..... day of....., 19...., been kept at*.....

Dated this..... day of....., 19.....

..... Director.† Secretary.†

Insert full address. (Particulars sufficient to enable the office where the register and index, if any, are kept to be readily located should be included in the address.)
† Strik out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 48.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Sections 157 (2.) and
354 (6.), (7.).

NOTICE OF SITUATION OF OFFICE WHERE BRANCH REGISTER OF
MEMBERS KEPT, OR OF CHANGE IN SITUATION OR DISCONTINUANCE.

.....LIMITED.

To the Registrar of Companies.

.....Limited hereby gives notice
that, as from the.....day of....., 19....,
a branch register of members is being kept at *.....

Dated this day of, 19 ..

.....
Director.†
Secretary.†
Agent in the Northern Territory of Australia.†

In case of change, the words "in lieu of" and the previous address are to be inserted after the present address. In case of discontinuance, strike out the words "is being" and insert the words "was discontinued" after the address.

† Strike out whichever are inapplicable.

FORM 49.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 159.

ANNUAL RETURN OF COMPANY NOT HAVING A SHARE CAPITAL.

.....LIMITED.

Annual return of.....Limited made up to
the.....day of....., 19.... (being the date of or a date
not later than the fourteenth day after the date of the annual general meeting in
19....).

1. The date of the annual general meeting of the company was the.....
day of....., 19....

2. The address of the registered office of the company is.....

3. The address of the place at which the register of members is kept, if other than
the registered office, is.....

4. The particulars of the total amount of the indebtedness of the company in respect
of all charges which are required to be registered with the Registrar of Companies are
as follows:—

Registered number.	Date of registration.	Amount of indebtedness at date to which return made up.

Total amount of indebtedness £.....

SECOND SCHEDULE—continued.

FORM 49—continued.

5. Particulars of the directors,* managers, secretaries and auditors of the company at the date to which this return is made up are as follows:—

Office in company.	Present Christian or other name or names and surname.†	Any former Christian or other name or names or surname.	Usual address.‡	Other business occupation and, in the case of directors, particulars of other directorships.§
Directors||.....				
Managers (if any)|| ..				
Secretaries|| .....				
Auditors for current financial year				

6. A copy of the last audited balance-sheet and profit and loss account or income and expenditure account of the company is attached to and forms part of this return.¶

Dated this _____ day of _____, 19 _____

.....
*Director.***
*Secretary.***

CERTIFICATE RELATING TO UNCLAIMED MONEYS.

I/We,** after having made due enquiries, hereby certify that the provisions of Part III. of the *Companies (Unclaimed Assets and Moneys) Ordinance 1963* have been complied with by..... Limited.

Dated this _____ day of _____, 19 _____

.....
*Director.***
*Secretary.***

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.

† In the case of a corporation, its corporate name and registered or principal office should be shown.

‡ In the case of directors, the address given must be the usual residential address.

§ Insert particulars of any other directorships of public companies or companies which are subsidiaries of public companies held by the director, but not particulars of directorships held by a director in a company that by virtue of sub-section (5.) of section 6 of the *Companies Ordinance* is deemed to be related to that company. Where a person is a director in one or more subsidiaries of the same holding company it is sufficient to disclose that the person is the holder of one or more directorships in that group of companies and the group may be described by the name of the holding company with the addition of the word "Group". If no other directorships state so.

¶ Where a director is also a manager or secretary, particulars are to be entered under each of the relevant headings "Directors", "Managers" and "Secretaries".

¶ The copy is not required where the company is registered under the *Life Insurance Act 1945-1961*. Strike out paragraph 6 if inapplicable. Where the copy is required, it is to be a copy certified by a director or by the manager or secretary of the company to be a true copy of the last balance-sheet and of the last profit and loss account or income and expenditure account which have respectively been audited by the company's auditors (including every document required by law to be annexed or attached thereto) and is to be accompanied by a copy of the report of the auditors thereon (being a copy certified by a director or by the manager or secretary of the company to be a true copy). If the balance-sheet or account is in a foreign language, a translation into English, certified as prescribed by regulation 18 of the *Companies Regulations*, is to be annexed to it. If the balance-sheet or account did not comply with the requirements of the law as in force at the date of the audit, such additions to and corrections in the copy are to be made as would have been required to be made to make it comply with those requirements. The fact that the copy has been so amended is to be stated on the copy. If a company has had more than one audited balance-sheet or profit and loss account or income and expenditure account since the date of the last return, every balance-sheet and profit and loss account or income and expenditure account since that date is to be included.

** Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 50.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 160 (1.).

CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section (1.) of section 160 of the Companies Ordinance 1963, I hereby certify, in relation to..... Limited, that—

- (a) the company has more than five hundred members;
(b) the company keeps its principal share register at a place within three miles of the office of the Registrar of Companies; and
(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred,

and that accordingly the company is of a kind to which that sub-section applies.

Dated this day of , 19 .

Secretary.

FORM 51.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 171 (3.).

NOTICE BY INSPECTOR.

Investigation of the affairs of..... Limited.

To....., of....., was appointed on the..... day of....., 19.....

*by the Attorney-General of the Commonwealth in pursuance of the powers conferred upon him by the Companies Ordinance 1963

*by a special resolution passed at a general meeting of the members of..... Limited

as an inspector to investigate the affairs of..... Limited and to report thereon. Under the provisions of the Companies Ordinance 1963, I, as such an inspector, may require certain persons to appear before me for examination on oath or affirmation in relation to the business of the company, and to produce all books and documents in the custody or under the control of those persons.

Take notice that you are hereby required to appear before me on the..... day of....., 19....., at..... o'clock in the..... noon, at....., for examination on oath or affirmation in relation to the business of the company, and also to bring with you and produce at that time and place for examination the following books and documents:—

Dated this day of , 19 .

Inspector.

Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 52.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Section 185 (1).

Companies Regulations. Regulation 15 (1).

NOTICE TO DISSENTING SHAREHOLDER.

To.....
of.....

In this notice—

.....Limited is referred to as "the transferor company", and

.....Limited is referred to as "the transferee company".

On the.....day of....., 19...., the transferee company made an offer to all the holders of *..... shares in the transferor company of †.....

Up to the.....day of....., 19... (being a date within four months after the making of the offer in that behalf by the transferee company), the offer was approved by the holders of not less than nine-tenths in nominal value of the *..... shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee company or its subsidiary).

The transferee company hereby gives you notice, in pursuance of the provisions of section 185 of the Companies Ordinance 1963, that it desires to acquire the *..... shares held by you in the transferor company.

You are entitled within one month after the receipt of this notice to require the transferee company, by demand in writing served on it, to supply you with a statement of the names and addresses of all other dissenting shareholders, and the transferee company will not be entitled or bound to acquire the shares of those dissenting shareholders until fourteen days after the posting to you of the statement of those names and addresses.

Unless upon an application made to the Supreme Court of the Northern Territory of Australia by you—

(a) on or before the.....day of....., 19.... (being one month from the date of this notice); or

(b) on a date within seven days of a statement being supplied to you pursuant to sub-section (3.) of section 185 of the Companies Ordinance 1963,

whichever is the later date, the Supreme Court orders otherwise, the transferee company will, in pursuance of those provisions, be entitled and bound to acquire the *..... shares held by you in the transferor company on the terms which, under the scheme or contract to which the abovementioned offer relates, the shares of the approving *..... shareholders in the transferor company are to be transferred to the transferee company.

Dated this day of , 19 ..

(Signature).....

‡.....of.....Limited.

* If the offer is limited to a certain class or to certain classes of shareholders, give a description of that class or those classes.

† State shortly the nature of the offer.

‡ State whether a director or th secretary and insert the name of the transferee company.

SECOND SCHEDULE—continued.

FORM 53.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 185 (4).

Companies Regulations.

Regulation 15 (2).

NOTICE TO NON-ASSENTING SHAREHOLDER.

To.....
of.....

In this notice—

..... Limited is referred to as "the transferor company", and

..... Limited is referred to as "the transferee company".

A scheme or contract involving the transfer of *..... shares in the transferor company to the transferee company was, up to the..... day of....., 19... (being a date within four months after the making of the offer in that behalf by the transferee company), approved by the holders of not less than nine-tenths in nominal value of those shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee company or its subsidiary).

In pursuance of that scheme or contract, †..... shares were on the.....day of....., 19..., transferred to the transferee company or its nominee.

The transferee company hereby gives you notice, in pursuance of the provisions of section 185 of the Companies Ordinance 1963, that those shares together with such other shares in the transferor company as were held by, or by a nominee for, the transferee company or its subsidiary at the last-mentioned date comprise or include nine-tenths in nominal value of the *.....shares in the transferor company.

In pursuance of those provisions you may, within three months from the giving of this notice, give notice that you require the transferee company to acquire your holding of *.....shares in the transferor company, and if you give that notice the transferee company will be entitled and bound to acquire those shares on the terms on which, under the scheme or contract, the shares of the approving shareholders were transferred to it, or on such other terms as are agreed or as the Supreme Court of the Northern Territory of Australia, on application made to it by you or by the transferee company, thinks fit to order.

Dated this day of, 19 ..

(Signature).....

‡.....of..... Limited.

* If the offer is limited to a certain class or to certain classes of shareholders, give a description of that class or those classes.
† State amount of shares transferred.
‡ State whether a director or the secretary and insert the name of the transferee company.

SECOND SCHEDULE—continued.

FORM 54.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 191 (1.).

NOTICE OF APPOINTMENT OF RECEIVER OR MANAGER.

.....LIMITED.

To the Registrar of Companies.

I,, of, hereby give notice that—

*I have obtained an order of the Supreme Court of the Northern Territory of Australia, made on the.....day of....., 19.... for the appointment of....., of....., as receiver (or manager or receiver and manager)† of the property ofLimited.

*On the.....day of.....,19.... I appointed....., of....., as receiver (or manager or receiver and manager)† of the property of....Limited under the powers contained in an instrument dated‡.....

Dated this day of , 19 .

(Signature).....

* Strike out whichever paragraph is inapplicable.
† Strike out whichever are inapplicable.
‡ Describe fully the instrument under which appointment is made and, if the instrument is registered in the Register of Charges, state its registered number.

FORM 55.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 191 (2.).

NOTICE BY RECEIVER OR MANAGER CEASING TO ACT.

.....LIMITED.

To the Registrar of Companies.

I,, of, hereby give notice that I ceased to act as receiver (or manager or receiver and manager)* of the property of.....Limited on theday of....., 19....

Dated this day of , 19 .

(Signature).....

Strike out whichever are inapplicable.

SECOND SCHEDULE—continued.

FORM 56.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Sections 193 and 194; 200;
234; and 260 (4.).

STATEMENT OF AFFAIRS.

.....LIMITED.

STATEMENT OF ASSETS AND LIABILITIES AS AT THE.....DAY OF....., 19...

	Cost or book value.*	Estimated realizable values.
	£	£
1. ASSETS NOT SPECIFICALLY CHARGED.		
(a) Land as detailed in Schedule A†		
(b) Sundry debtors as detailed in Schedule B†		
(c) Cash on hand		
(d) Cash at bank		
(e) Stock as detailed in inventory		
(f) Plant and equipment as detailed in inventory		
(g) Other assets as detailed in Schedule C†		
2. ASSETS SUBJECT TO SPECIFIC CHARGES, LIENS, MORTGAGES, BILLS OF SALE OR HIRE PURCHASE AGREEMENTS, as detailed in Schedule D†	£	
Less amounts owing as detailed in Schedule D		
TOTAL ASSETS		
TOTAL ESTIMATED REALIZABLE VALUES		£
3. Less PREFERENTIAL CREDITORS ENTITLED TO PRIORITY OVER THE HOLDERS OF DEBENTURES UNDER ANY FLOATING CHARGE, as detailed in Schedule E		
4. Less AMOUNTS OWING AND SECURED BY DEBENTURE OR FLOATING CHARGE OVER COMPANY'S ASSETS TO.....		
5. Less PREFERENTIAL CREDITORS as detailed in Schedule F		
ESTIMATED AMOUNT AVAILABLE FOR UNSECURED CREDITORS		
6. CREDITORS (UNSECURED) as detailed in Schedule G	£	
Amount claimed (£).		
7. BALANCES OWING TO PARTLY SECURED CREDITORS as detailed in Schedule H		
Total claims (£).		
Security held (£).		
8. CONTINGENT ASSETS £		
Estimated to produce, as detailed in Schedule I		
9. CONTINGENT LIABILITIES £		
Estimated to rank, as detailed in Schedule J.. .. .		
ESTIMATED DEFICIENCY/SURPLUS†		
(Subject to costs of administration/liquidation†).		
SHARE CAPITAL.		
Issued (£).		
Paid up (£).		

Indicate in respect of each entry whether cost or book value.

† Where this statement of affairs is made for the purposes of sub-section (4.) of section 260 of the Companies Ordinance, Schedules A, B, C and D are to show the method and manner in which the valuation of the assets was arrived at.

‡ Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 56—continued.

SCHEDULE A.

LAND.

Address and description of land.	Cost price or book value.	Estimated realizable value.	Valuation for rating purposes.	Particulars of tenancy.	Where possession of deeds may be obtained.	Short particulars of title.
	£	£	£			

SCHEDULE B.

SUNDRY DEBTORS (INCLUDING LOAN DEBTORS).

Name and address of debtor.	Amount owing.	Amount realizable.	Deficiency.	Particulars of security (if any) held.	Explanation of or reason for deficiency.
	£	£	£		

SCHEDULE C.

OTHER ASSETS.

Description of deposit or investment.	Cost.	Amount realizable.
<i>Deposits—</i>	£	£
<i>Investments—</i>		

SECOND SCHEDULE—continued.

FORM 56—continued.

SCHEDULE D.

ASSETS SUBJECT TO SPECIFIC CHARGES, LIENS, MORTGAGES, BILLS OF SALE OR
HIRE PURCHASE AGREEMENTS.

Description of asset.	Date charge given.	Description of charge.	Holder of charge.	Terms of repayment.	Cost or book value.	Estimated realizable value.	Amount owing under charge.
					£	£	£

SCHEDULE E.

PREFERENTIAL CREDITORS ENTITLED TO PRIORITY OVER THE HOLDERS OF DEBENTURES
UNDER ANY FLOATING CHARGE.

Employee's name and address.	Wages.	Holiday pay.	Long service leave.	Estimated liability.
	£	£	£	£

SCHEDULE F.

PREFERENTIAL CREDITORS (OTHER THAN THOSE DETAILED IN SCHEDULE E).

Name and address of preferential creditor.	Description of amount owing.	Amount owing.
		£

SECOND SCHEDULE—*continued.*FORM 56—*continued.*

SCHEDULE G.

UNSECURED CREDITORS.

Name and address of creditor.	Amount claimed by creditor.	Amount admitted as owing.	Reason for disputed amount (if any).
	£	£	

SCHEDULE H.

PARTLY SECURED CREDITORS.

Name and address of creditor.	Particulars of security held.	Nature of security.	Estimated value of security held.	Amount owing to creditor.	Amount estimated to rank as unsecured.
			£	£	£

SCHEDULE I.

CONTINGENT ASSETS.

Description of asset.	Gross asset.	Estimated to produce.
	£	£

SECOND SCHEDULE—continued.

FORM 56—continued.

SCHEDULE J.

CONTINGENT LIABILITIES.

Name and address of creditor.	Nature of liability.	Gross liability.	Estimated to rank for.
		£	£

I hereby certify that the particulars contained in the above statement of affairs are true to the best of my knowledge and belief.

Dated this day of , 19 .

(Signature).....

FORM 57.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Sections 194 (2.) and 234 (1.).

Companies Regulations. Regulation 9 (6.).

STATUTORY DECLARATION VERIFYING STATEMENT OF AFFAIRS.

.....LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. I am†.....

2. The particulars contained in the statement of affairs relating to

Limited dated the.....day of....., 19....., and signed by me are true to the best of my knowledge and belief.

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

‡.....

Declared at.....the..... day of....., 19.....

Before me,

§.....

||.....

Here insert name, address and occupation of person making the declaration. † Insert description sufficient to show that the person making the declaration is a person referred to in sub-section (2.) of section 194 or sub-section (2.) of section 234 (as the case requires) of the *Companies Ordinance*.

‡ Signature of person making the declaration.

§ Signature of person before whom the declaration is made.

|| Here insert title of person before whom the declaration is made.

SECOND SCHEDULE—continued.

FORM 58—continued.

STATUTORY DECLARATION VERIFYING ACCOUNT.

I, †....., do solemnly and sincerely declare as follows:—

1. I am the receiver (or manager or receiver and manager)* of the property of Limited.

2. All the accounts and statements set out above are to the best of my knowledge and belief true in every particular.

And I make this solemn declaration by virtue of the Statutory Declarations Act 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

§.....

Declared at.....the..... day of....., 19.....

Before me,

||..... ¶.....

Strike out whichever are inapplicable.

- † Strike out in the case of a second or subsequent account.
‡ Here insert name, address and occupation of person making the declaration.
§ Signature of person making the declaration.
|| Signature of person before whom the declaration is made.
¶ Here insert title of person before whom the declaration is made.

FORM 59.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 198 (2.).

NOTICE OF MEETING OF CREDITORS.

.....LIMITED.

Notice is hereby given that a meeting of the creditors of..... Limited will be held at.....on the.....

day of....., 19..., at.....o'clock in the forenoon (or afternoon)* for the purpose of placing the company under official management and appointing an official manager as provided in Part IX. of the Companies Ordinance 1963.

Dated this..... day of....., 19.....

..... Director.* Secretary.

Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 60.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 201 (2).

NOTICE OF SPECIAL RESOLUTION OF CREDITORS APPOINTING OFFICIAL
MANAGER OR COMMITTEE OF MANAGEMENT.

.....LIMITED.

To the Registrar of Companies.

I,, of,
being a director (or the secretary)* of..... Limited,
do hereby certify that at a meeting of creditors of the company duly convened and held
on the.....day of....., 19....., a special resolution
within the meaning of section 215 of the Companies Ordinance 1963, a true copy of
which is set out below (or in the annexure† marked with the letter "A" and signed by
me for purposes of identification)* was duly passed (or agreed to)*.

(Set out copy of resolution here if it is not annexed.)

Dated this day of, 19 ..

.....
Director.*
Secretary.*

* Strike out whichever is inapplicable.
† Where the copy of the special resolution is annexed, the annexure is to be endorsed as follows—
"This is the annexure marked 'A' referred to in the notice of special resolution of creditors signed by
me on the.....day of....., 19.....".

FORM 61.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 205 (1.) (d).

NOTICE BY OFFICIAL MANAGER OF CESSATION OF OFFICE.

.....LIMITED.

To the Registrar of Companies.

I,....., of.....,
being the person appointed as official manager of..... Limited,
hereby give notice of my resignation (or removal)* from the office of official manager
on the.....day of....., 19....

Dated this day of, 19 ..

(Signature).....

* Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 62.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 230 (1).

NOTICE OF WINDING UP ORDER AND PARTICULARS OF LIQUIDATOR.

.....LIMITED.

To the Registrar of Companies.

Notice is hereby given that, on the.....day of....., 19...., an order of the Supreme Court of the Northern Territory of Australia for the winding up of.....Limited was made and that..... of....., was appointed liquidator.

Dated this day of , 19 ..

.....
Petitioner.

FORM 63.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 257.

DECLARATION OF SOLVENCY.

.....LIMITED.

We,, of and, of beingthe directors of.....Limited, and being present at a meeting of the directors of the company, declare that—

- (a) we have made an inquiry into the affairs of the company; and
(b) at this meeting, we have formed the opinion that the company will be able to pay its debts in full within a period of..... months after the commencement of the winding up.

Attached hereto and signed by us is a true and correct statement of the company's assets and liabilities as at the.....day of....., 19...., being the latest practicable date before the making of this declaration.

Declared at the abovementioned meeting of directors held at this of , 19 .. day }

Directors.

SECOND SCHEDULE—continued.

FORM 64.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 259 (1.).

Companies Regulations.

Regulation 26 (2.).

NOTICE OF MEETING OF CREDITORS.

.....LIMITED.

Notice is hereby given that, pursuant to sub-section (1.) of section 259 of the Companies Ordinance 1963, a meeting of the creditors of.....Limited will be held at.....on the.....day of....., 19...., at.....o'clock in the forenoon (or afternoon)*.

The winding up of the company commenced on the.....day of....., 19...., and I was appointed liquidator by resolution of the members of the company. As the directors declared that the company would be able to pay its debts in full within a period of.....months after the commencement of the winding up, the liquidation is proceeding as a members' voluntary winding up.

I have formed the opinion that the company will not be able to pay or provide for the payment of its debts in full within that period and this meeting is summoned in order that the creditors may, if they so wish, exercise their right under sub-section (2.) of section 259 of the Companies Ordinance 1963 to appoint some person other than myself to be the liquidator of the company for the purpose of winding up the affairs and distributing the assets of the company.

A statement of the assets and liabilities of the company will be laid before the meeting.

Dated this day of, 19 ..

..... Liquidator.

* Strike out whichever is inapplicable.

FORM 65.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 259 (4.).

NOTICE OF HOLDING OF MEETING OF CREDITORS.

.....LIMITED.

To the Registrar of Companies.

Notice is hereby given that, pursuant to sub-section (1.) of section 259 of the Companies Ordinance 1963, a meeting of the creditors of.....Limited was summoned and held on the.....day of....., 19...., for the purpose of laying before the meeting a statement of the assets and liabilities of the company and permitting the creditors, if they wished, to appoint a new liquidator of the company under sub-section (2.) of that section.

Dated this day of, 19 ..

..... Liquidator.

SECOND SCHEDULE—continued.

FORM 66.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 272 (3.), (4.).

RETURN BY LIQUIDATOR RELATING TO FINAL MEETING.

.....LIMITED.

To the Registrar of Companies.

I/We,* of
the liquidator(s) of..... Limited, hereby inform you that
a general meeting of the company, (or a meeting of the company and the creditors of
the company,)* summoned for the.....day of....., 19...
for the purpose of laying before the meeting an account (a copy of which is attached
to this return) showing how the winding up has been conducted and the property of
the company has been disposed of and of giving any explanation of the account,
was duly held on that date (or was not attended by the necessary quorum)*.

Dated this day of , 19 ..

.....
(Signature of each Liquidator.)

* Strike out whichever is inapplicable.

FORM 67.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 280 (1.).

NOTICE OF APPOINTMENT AND SITUATION OF OFFICE OF LIQUIDATOR
(WINDING UP BY THE COURT).

.....LIMITED.

To the Registrar of Companies.

I/We,* of
hereby give notice that—

(a) by an order of the Supreme Court of the Northern Territory of Australia
made on the.....day of....., 19.....

I was (or we were)* appointed liquidator[s] (or provisional liquidator[s])
of..... Limited; and

(b) my/our* office is situated at.....

Dated this day of , 19 ..

.....
(Signature of each Liquidator.)

Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 68.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 280 (1.).

NOTICE OF APPOINTMENT AND SITUATION OF OFFICE OF LIQUIDATOR (MEMBERS' VOLUNTARY WINDING UP).

.....LIMITED.

To the Registrar of Companies.

I/We,* of hereby give notice that—

- (a) I was (or we were)* appointed liquidator(s) of.....Limited— * by a resolution of.....Limited passed on theday of....., 19....; * by an order of the Supreme Court of the Northern Territory of Australia made on the.....day of....., 19....; and

(b) my/our* office is situated at.....

Dated this day of , 19 ..

..... (Signature of each Liquidator.)

* Strike out whichever is inapplicable.

FORM 69.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 280 (1.).

NOTICE OF APPOINTMENT AND SITUATION OF OFFICE OF LIQUIDATOR (CREDITORS' VOLUNTARY WINDING UP).

.....LIMITED.

To the Registrar of Companies.

I/We,* of hereby give notice that—

- (a) I was (or we were)* appointed liquidator(s) of.....Limited— † by resolutions of.....Limited passed on the..... day of....., 19...., and of the creditors of that company passed on the.....day of....., 19....; † by a resolution of the creditors of.....Limited passed on the.....day of....., 19....; † by a resolution of.....Limited passed on theday of....., 19....; † by an order of the Supreme Court of the Northern Territory of Australia made on the.....day of....., 19....; and

(b) my/our* office is situated at.....

Dated this day of , 19 ..

..... (Signature of each Liquidator.)

Strike out whichever is inapplicable. † Strike out whichever paragraphs are inapplicable.

SECOND SCHEDULE—continued.

FORM 70.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 280 (1).

NOTICE OF CHANGE IN SITUATION OF OFFICE OF LIQUIDATOR.

.....LIMITED.

To the Registrar of Companies.

I/We,*....., the liquidator(s) (or one of the liquidators)* of.....Limited, hereby give notice that, on the..... day of....., 19...., the situation of my/our* office was changed to.....

Dated this day of, 19

..... Liquidator(s).

* Strike out whichever is inapplicable.

FORM 71.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 280 (2).

NOTICE BY LIQUIDATOR OF RESIGNATION OR REMOVAL FROM OFFICE.

.....LIMITED.

To the Registrar of Companies.

I,, of, hereby give notice that, on the..... day of....., 19...., I resigned (or was removed)* from the office of liquidator of..... Limited.

Dated this day of, 19

(Signature).....

* Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 72.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 281 (1.).

LIQUIDATOR'S ACCOUNT OF RECEIPTS AND PAYMENTS AND STATEMENT OF THE POSITION IN THE WINDING UP.

.....LIMITED.

Nature of winding up.....
 Date of commencement of winding up.....
 Date to which the account and statement are made up.....
 Name and address of liquidator.....

ACCOUNT OF RECEIPTS AND PAYMENTS.*

Receipts.				Payments.			
Date.	Of whom received.	Nature of receipts.	Amount.	Date.	To whom paid.	Nature of payments.	Amount.
		Brought forward ..	£ s. d.			Brought forward ..	£ s. d.
		Carried forward† ..				Carried forward† ..	

								£ s. d.
Total receipts	..	..	..	..	..	..	..
Total payments	..	..	..	..	..	..	..
		Balance	..	..	..	..	..
								£ s. d.

The balance is made up as follows:—

1. Cash in hands of liquidator

2. Cash in bank—

Credit as per bank pass book

Less unrepresented cheques

3. Amounts invested by liquidator and not converted into cash*

Balance as above

SECOND SCHEDULE—continued.

FORM 72—continued.

PARTICULARS OF RATES OF DIVIDENDS AND DATES DECLARED.

Dividend of.....in the £, paid on the.....day
of....., 19....

Names of creditors in alphabetical order.	Amount of proof.	Amount of dividend.	
		Paid.	Unclaimed.
	Total as per previous return £ s. d. ..	£ s. d.	£ s. d.
Total			

PARTICULARS OF DATES AND RATE PER SHARE OF RETURN OF SURPLUS ASSETS PAYABLE TO CONTRIBUTORIES.

Return of surplus assets to contributories at rate ofper share
paid on the.....day of....., 19....

Names of contributories in alphabetical order.	Number of shares.	Amount returned on shares.	
		Paid.	Unclaimed.
	Total as per previous return	£ s. d.	£ s. d.
Total			

SECOND SCHEDULE—*continua.*

FORM 72—*continued.*

STATEMENT OF THE POSITION IN THE WINDING UP.

<p>1. The amount of the estimated assets and liabilities at the date of the commencement of the winding up</p>	<p>Assets (after deducting amounts charged to secured creditors and debenture-holders) £</p> <p>Liabilities—</p> <p>Secured creditors £</p> <p>Debenture-holders £</p> <p>Unsecured creditors £</p>
<p>2. The total amount of the capital paid up at the date of the commencement of the winding up</p>	<p>Paid up in cash £</p> <p>Issued as paid up otherwise than for cash £</p>
<p>3. The general description and estimated value of outstanding assets (if any)</p>	
<p>4. Total amount of unsecured debts in respect of which proofs have been admitted ..</p>	
<p>5. Estimated amount of debts or claims remaining for proof</p>	
<p>6. Details of any arrangement whereby assets of the company have been disposed of by the liquidator for a consideration other than cash</p>	
<p>7. The causes which delay the termination of the winding up</p>	
<p>8. The period within which the winding up may probably be completed</p>	

Dated this day of , 19 .

.....
Liquidator.

Full details of investments made by the liquidator and of the realization of the investments are to be given in a separate statement attached to and forming part of this account. Any profit or loss on realization is to appear in the "Account of Receipts and Payments" as a notional receipt or payment, as the case may be, with a reference to the particular investment.

† A balance is not to be shown on this account. Show only the total receipts and payments, which are to be carried forward to the next account.

FORM 73.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 281 (1.).

STATUTORY DECLARATION VERIFYING LIQUIDATOR'S ACCOUNT AND STATEMENT.

.....LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. I am the liquidator of.....Limited.

†2. The account of receipts and payments set out in the Form annexed hereto and marked with the letter "A"† contains a full and true account of my receipts and payments in the winding up of that company from the.....day of....., 19...., to the..... day of....., 19...., and during that period I have not, nor has any other person by my order or for my use, received or paid any moneys on account of the company other than the items specified in that account.

‡2. During the period from the.....day of....., 19...., to the.....day of....., 19...., I have not, nor has any other person by my order or for my use, received or paid any moneys on account of the company.

3. The particulars contained in the statement of the position in the winding up of that company set out in the Form annexed hereto and marked with the letter "A"† are true to the best of my knowledge and belief.

SECOND SCHEDULE—continued.

FORM 73—continued.

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

Declared at the day of, 19....

Before me,

||

¶

* Here insert name, address and occupation of person making the declaration.
† Strike out whichever paragraph is inapplicable.
‡ The annexure is to be endorsed by the person before whom the declaration is made as follows:—
“ This is the annexure marked ‘ A ’ referred to in the statutory declaration of.....made on the.....day of....., 19....”

Before me,

§ Signature of person making the declaration.

|| Signature of person before whom the declaration is made.

¶ Here insert title of person before whom the declaration is made.

FORM 74.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 291.

Companies Regulations.

Regulation 62.

PROOF OF DEBT: GENERAL FORM.

..... LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. The abovementioned company was, at the date of the commencement of the winding up of the company (namely, theday of....., 19....), and still is justly and truly indebted to†.....in the amount ofpounds.....shillings andpence for‡.....as shown by the account endorsed on this statutory declaration (or the following account:—)§.

2. Neither the abovementioned creditor, nor any person by the order and for the use of the abovementioned creditor, has to my knowledge and belief received any manner of satisfaction or security for the amount or any part of the amount referred to in paragraph 1, save and except the following:—||

¶3. I am in the employ of the abovementioned creditor, I am duly authorized by that creditor to make this statutory declaration, it is within my own knowledge that the debt declared to in this statutory declaration was incurred for the consideration stated, and the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

¶4. I am duly authorized, under the seal of the company named in this statutory declaration as creditor, to make the proof of debt on its behalf.

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

**

Declared at the day of, 19....

Before me,

††

‡‡

SECOND SCHEDULE—*continued.*

FORM 74—*continued.*

PARTICULARS OF ACCOUNT REFERRED TO IN STATUTORY DECLARATION. §§

Date.	Consideration.	Amount.	Remarks. (The vouchers, if any, by which the account can be substantiated should be set out here.)

.....
(Signature of declarant.)

- * Here insert name, address and occupation of person making the declaration.
- † Insert "me" or "me and to.....and....., my co-partners in trade", or as the case may be, or, if declared by an employee or agent of the creditor, insert the name, address and description of the creditor.
- ‡ State the consideration.
- § Strike out whichever is inapplicable.
- || Insert particulars of all securities held. Where the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, specify them in a schedule in the following form:—

Date.	Drawer.	Acceptor.	Amount.	Due date.
			£ s. d.	

- ¶ If this proof is made by a creditor, strike out paragraphs 3 and 4. If it is made on behalf of a company, strike out paragraph 3. If it is made on behalf of a creditor other than a company, strike out paragraph 4.
- * Signature of person making the declaration.
- †† Signature of person before whom the declaration is made.
- ‡‡ Here insert title of person before whom the declaration is made.
- §§ Strike out if inapplicable. If applicable, details of the full amount claimed should be given and full particulars of any amount claimed by set-off, counter-claim or otherwise should be shown.

FORM 75.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 291.

Companies Regulations.

Regulation 62.

PROOF OF DEBT: EMPLOYEES' GROUP FORM.

.....LIMITED.

I,*....., do solemnly and sincerely declare as follows:—

1. This proof of debt is made on behalf of all the persons specified in the Schedule endorsed on this statutory declaration, being employees of the abovementioned company.

2. The abovementioned company was, on the.....day of....., 19...., and still is justly and truly indebted to each person whose name, address and description appear in the Schedule endorsed on this statutory declaration, in respect of wages due to the person as an employee of the company for services rendered by him to the company during the period set out against his name in that Schedule, in the amount set out against his name in that Schedule.

3. None of the persons referred to in the Schedule endorsed on this statutory declaration has to my knowledge and belief received any manner of satisfaction or security for the amount or any part of the amount due in respect of wages set out against his name in that Schedule.

SECOND SCHEDULE—continued.

FORM 75—continued.

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

†.....

Declared at the day of, 19....

Before me,

‡.....

§.....

SCHEDULE.

No.	Full name.	Address.	Description.	Period for which wages due.	Amount due. £ s. d.

.....
(Signature of declarant.)

- * Here insert name, address and occupation of person making the declaration.
- † Signature of person making the declaration.
- ‡ Signature of person before whom the declaration is made.
- § Here insert title of person before whom the declaration is made.

FORM 76.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 291.

Companies Regulations.

Regulation 64.

NOTICE OF REJECTION OF PROOF OF DEBT.

..... LIMITED.

To.....
of.....

Take notice that, as liquidator of the abovementioned company, I have this day rejected your claim against the company *to the extent of £ on the following grounds:—

Dated this day of, 19 ..

(Signature of Liquidator).....

(Address of Liquidator).....

If proof is wholly rejected, strike out the words in italics.

SECOND SCHEDULE—continued.

FORM 77.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Sections 346 (1.) (c) and 347 (1.) (b).

RETURN BY FOREIGN COMPANY GIVING PARTICULARS OF DIRECTORS AND CHANGES OF PARTICULARS.

.....LIMITED.

Present names.*	Former names.*	Address.†	Business occupation (if any).	Particulars of other directorships.‡	Nature of appointment or change and relevant date.§

Dated this _____ day of _____, 19 _____.

.....
Agent in the Northern Territory of Australia.

* Insert in the appropriate columns, in the case of an individual, his present Christian or other name and surname and any former Christian or other name or surname, or, in the case of a corporation, its corporate name.

† Insert, in the case of an individual, his usual residential address, or, in the case of a corporation, the address of its registered or principal office.

‡ Insert particulars of any other directorships of public companies or companies which are subsidiaries of public companies held by the director, but not particulars of directorships held by a director in a company that by virtue of sub-section (5.) of section 6 of the Companies Ordinance is deemed to be related to that company. Where a person is a director in one or more subsidiaries of the same holding company it is sufficient to disclose that the person is the holder of one or more directorships in that group of companies and the group may be described by the name of the holding company with the addition of the word "Group". If no other directorships state so.

§ Insert, in relation to a new director, "Appointed" or "In place of (former director's name)". Insert, in relation to a former director, "Died", "Resigned", "Removed" or as the case may be.

FORM 78.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 346 (1.) (g).

STATUTORY DECLARATION BY AGENT OF FOREIGN COMPANY.

.....LIMITED.*

I, †....., do solemnly and sincerely declare as follows:—

1.*..... Limited is carrying on business (or has established a place of business) ‡ in the Northern Territory of Australia.

‡2. I am the duly appointed agent of the company in the Northern Territory of Australia pursuant to a memorandum of appointment (or power of attorney) ‡ dated the.....day of....., 19....., and I reside at.....

‡2. I am the secretary of..... Limited (the address of the registered office of which is.....), which is the duly appointed agent of*..... Limited in the Northern Territory of Australia pursuant to a memorandum of appointment (or power of attorney) ‡ dated the.....day of....., 19.....

3.*..... Limited was formed or incorporated in..... and the full address of its registered office in the place of incorporation is.....

SECOND SCHEDULE—continued.

FORM 78—continued.

‡4. The amount of the authorized capital of the company is.....

‡4. The company does not have a share capital and its registered number of members is.....

And I make this solemn declaration by virtue of the *Statutory Declarations Act* 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

§.....

Declared at..... the.....

day of....., 19.....

Before me,

||.....

¶.....

- * Insert name of foreign company.
- † Here insert name, address and occupation of person making the declaration.
- ‡ Strike out whichever is inapplicable.
- § Signature of person making the declaration.
- || Signature of person before whom the declaration is made.
- ¶ Here insert title of person before whom the declaration is made.

FORM 79.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 346 (6.)

NOTICE BY AGENT OF FOREIGN COMPANY OF CESSATION OF AGENCY.
.....LIMITED.

To the Registrar of Companies.

I,, of....., hereby give notice that—

*on the.....day of..... 19...
I ceased to be the agent of the company in the Northern Territory of Australia for the purposes of the *Companies Ordinance* 1963.

*on the.....day of..... 19...
I will cease to be the agent of the company in the Northern Territory of Australia for the purposes of the *Companies Ordinance* 1963.

Dated this.....day of....., 19..

(Signature).....

Strike out whichever is inapplicable.

SECOND SCHEDULE—*continued.*

FORM 80.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 346 (6).

NOTICE BY FOREIGN COMPANY OF CESSATION OF AGENCY.

.....LIMITED.

To the Registrar of Companies.

.....Limited hereby gives notice that—
 on the.....day of....., 19....,
, of....., ceased to be the
 agent of the company in the Northern Territory of Australia for the
 purposes of the *Companies Ordinance* 1963.

*on the.....day of....., 19....,
, of....., will cease to be
 the agent of the company in the Northern Territory of Australia for the
 purposes of the *Companies Ordinance* 1963.

Dated this day of, 19 ..

.....
*Director.**
*Secretary.**

* Strike out whichever is inapplicable.

FORM 81.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 346 (9).

No. of company

.....

CERTIFICATE OF REGISTRATION OF FOREIGN COMPANY.

This is to certify that a company called.....
 Limited, which was formed or incorporated in.....
 did on the.....day of....., 19....
 duly register as a foreign company in the Northern Territory of Australia.

The name and address of the agent appointed in the Northern Territory of Australia by the foreign company are—

The address of the registered office of the foreign company in the Northern Territory of Australia is—

Given under my hand and seal, at , this
 day of, 19 ..

.....
Registrar of Companies.

SECOND SCHEDULE—*continued.*

FORM 82.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Section 347 (1.) (a), (f), (g).

NOTICE OF CHANGE OR ALTERATION RELATING TO FOREIGN COMPANY.

.....LIMITED.

To the Registrar of Companies.

.....Limited, a foreign company registered in the Northern Territory of Australia, hereby gives notice that, on the.....day of, 19...., a change or alteration was made in—

- *the charter, statute, memorandum or articles of the company or other instrument constituting or defining its constitution.
- *the name of the company.
- *the powers of the directors resident in the Northern Territory of Australia who are members of the local board of directors of the company.

Particulars of the change or alteration are as follows:—

In pursuance of regulation 17 of the Companies Regulations, the following documents are lodged with this Form:—

Dated this day of, 19 ..

.....
Agent in the Northern Territory of Australia.

* Strike out if inapplicable.

FORM 83.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance. Section 347 (1.) (c).

NOTICE OF CHANGE OR ALTERATION RELATING TO AGENT OF FOREIGN COMPANY.

.....LIMITED.

To the Registrar of Companies.

.....Limited hereby gives notice that—

- *on the.....day of....., 19...., ceased to be the agent of the company in the Northern Territory of Australia.
- *on the.....day of....., 19...., of....., became the agent of the company in the Northern Territory of Australia.
- *on the.....day of....., 19...., the address of the agent of the company in the Northern Territory of Australia changed to

Dated this day of, 19 ..

.....
Agent in the Northern Territory of Australia.

* Strike out if inapplicable.

SECOND SCHEDULE—continued.

FORM 84.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 347 (1.) (e).

NOTICE OF CHANGE OF ADDRESS OF REGISTERED OFFICE OF FOREIGN COMPANY IN PLACE OF INCORPORATION OR ORIGIN.

.....LIMITED.

To the Registrar of Companies.

.....Limited hereby gives notice that the address of the registered office of the company in its place of incorporation or origin was, on the.....day of....., 19...., changed to.....

Dated this day of , 19 ..

..... Agent in the Northern Territory of Australia.

FORM 85.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 348 (1).

STATUTORY DECLARATION VERIFYING BALANCE-SHEET OF FOREIGN COMPANY.

.....LIMITED.*

I,† do solemnly and sincerely declare as follows:—

‡1. I am§.....of*.....Limited.

‡1. I am the secretary of..... Limited (the address of the registered office of which is.....), which is the duly appointed agent of*.....Limited in the Northern Territory of Australia.

2. The copy of the balance-sheet and the copies of the documents annexed hereto and marked with the letter "A"|| are true copies of the balance-sheet made up to the.....day of....., 19...., and the documents which the company is required to prepare by the law for the time being applicable to the company in ¶.....

And I make this solemn declaration by virtue of the Statutory Declarations Act 1959, and subject to the penalties provided by that Act for the making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

**.....

Declared atthe..... day of....., 19....

Before me,

††.....

‡‡.....

Insert name of foreign company.

† Insert name, address and occupation of person making the declaration.

‡ Strike out whichever is inapplicable.

§ Insert "the duly appointed agent in the Northern Territory of Australia", "a director" or the "secretary".

|| The annexure is to be endorsed by the person before whom the declaration is made as follows:—

"This is the annexure marked 'A' referred to in the statutory declaration of.....made n the.....day of....., 19.....

Before me,

¶ Insert name of place of incorporation or origin of company.

** Signature of person making the declaration.

†† Signature of person before whom the declaration is made.

‡‡ Here insert title of person before whom the declaration is made.

SECOND SCHEDULE—continued.

FORM 86.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 348 (6).

ANNUAL RETURN OF FOREIGN COMPANY.

.....LIMITED.

Annual return of..... Limited made up to the..... day of....., 19....., being the date of the annual general meeting in 19.....

- 1. The address of the registered office in the Northern Territory of Australia is.....
2. The address of the registered office in the place of incorporation is.....
3. The amount of the authorized share capital of the company is.....
4. The amount of paid up capital of the company is.....
5. Particulars of the directors of the company are as follows:—

Table with 2 columns: Present Christian or other name or names and surname.* and Usual residential address.†

6. The name of the agent in the Northern Territory of Australia is*.....

7. The residential address of the agent in the Northern Territory of Australia is †.....

Dated this day of , 19 .

Director.‡
Secretary.‡

Agent in the Northern Territory of Australia.‡

CERTIFICATE RELATING TO EXEMPTION FROM REQUIREMENT TO LODGE BALANCE-SHEET.

We, after having made due enquiries, hereby certify that..... Limited is, by virtue of the provisions of sub-section (5.) of section 348 of the Companies Ordinance 1963, exempt from the provisions of sub-section (1.) of that section requiring the company to lodge with the Registrar of Companies each calendar year a copy of its balance-sheet made up to the end of its last financial year.

Dated this day of , 19 .

Director.§

Secretary.§

CERTIFICATE RELATING TO UNCLAIMED MONEYS.

I, after having made due enquiries, hereby certify that the provisions of Part III. of the Companies (Unclaimed Assets and Moneys) Ordinance 1963 have been complied with by..... Limited.

Dated this day of , 19 .

Agent in the Northern Territory of Australia.||

* In the case of a corporation, its corporate name is to be shown.

† In the case of a corporation, the address of its registered or principal office is to be shown.

‡ This portion of the return is to be signed by a director or the secretary and by the agent in the Northern Territory of Australia.

§ This certificate is to be signed by a director and by the secretary.

|| This certificate is to be signed by the agent in the Northern Territory of Australia.

SECOND SCHEDULE—continued.

FORM 87.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 349 (2.).

NOTICE BY FOREIGN COMPANY WITH RESPECT TO BUSINESS BEING CARRIED ON IN THE NORTHERN TERRITORY OF AUSTRALIA.

.....LIMITED.

To the Registrar of Companies.

.....Limited hereby gives notice that, during the period from the.....day of....., 19...., to the.....day of....., 19.... (being the period to which the copy of the company's balance sheet [or the annual return of foreign company of the company]* lodged with this notice relates), the company has not carried on business in the Northern Territory of Australia otherwise than by reason of establishing or using a share transfer or share registration office.

Dated this day of , 19 .

..... Agent in the Northern Territory of Australia.

* Strike out whichever is inapplicable.

FORM 88.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 349 (3.).

NOTICE BY FOREIGN COMPANY OF COMMENCEMENT OF BUSINESS OTHER THAN SHARE TRANSFER OR SHARE REGISTRATION OFFICE.

..... LIMITED.

To the Registrar of Companies.

.....Limited hereby gives notice that, on the..... day of....., 19...., the company commenced to carry on business in the Northern Territory of Australia otherwise than by reason of establishing or using a share transfer or share registration office.

Dated this day of , 19 .

..... Agent in the Northern Territory of Australia.

FORM 89.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 352 (1.).

NOTICE BY FOREIGN COMPANY OF CESSATION OF BUSINESS.

.....LIMITED.

To the Registrar of Companies.

.....Limited, a foreign company registered in the Northern Territory of Australia, hereby gives notice that, on the.....day of....., 19...., the company—

*ceased to have a place of business in the Northern Territory of Australia.

*ceased to carry on business in the Northern Territory of Australia.

Dated this day of , 19 .

..... Director.† Secretary.† Agent in the Northern Territory of Australia.†

Strike out if inapplicable.

† Strike out whichever are inapplicable.

Companies Regulations.

SECOND SCHEDULE—continued.

FORM 90.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 352 (2.).

NOTICE BY AGENT OF FOREIGN COMPANY OF LIQUIDATION OR DISSOLUTION OF COMPANY.

.....LIMITED.

To the Registrar of Companies.

I,....., of....., hereby give notice that, on the.....day of....., 19....,.....Limited, a foreign company registered in the Northern Territory of Australia—

* went into liquidation in †..... and....., of..... was appointed liquidator.

* was dissolved in †.....

I was the agent of the company in the Northern Territory of Australia immediately prior to the commencement of the liquidation proceedings.

Dated this..... day of....., 19.....

(Signature).....

* Strike out whichever is inapplicable. † Insert name of place of incorporation or origin of company.

FORM 91.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Ordinance.

Section 374 (2.).

NOTICE OF INTENTION TO APPLY FOR EXEMPTION FROM SECTION 374 (1.) OF COMPANIES ORDINANCE.

..... Limited hereby gives notice of its intention to apply to the Administrator in Council for exemption in the case of the shares of the company from the provisions of sub-section (1.) of section 374 of the Companies Ordinance 1963 forbidding persons from going, whether by appointment or otherwise, from place to place offering shares for subscription or purchase to the public or any member of the public.

Dated this..... day of....., 19.....

..... Director.* Secretary.

* Strike out whichever is inapplicable.

SECOND SCHEDULE—continued.

FORM 92.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Regulations.

Regulations 26 (2.) and 44 (2.).

NOTICE OF MEETING OF CREDITORS OR CONTRIBUTORIES.

.....LIMITED.

Notice is hereby given that a meeting of the creditors (or contributories)* of Limited will be held at..... on the..... day of....., 19....., at o'clock in the forenoon (or afternoon)*.

Agenda.†

Dated this day of , 19 ..

(Signature).....

Strike out whichever is inapplicable.

† Set out the purpose for which the meeting is called. If the notice relates to a meeting of creditors called under sub-section (1.) or sub-section (8.) of section 260 of the Companies Ordinance, the notice is to state that a person is not entitled to vote as a creditor at the meeting unless he has lodged with the chairman of the meeting a proof of the debt which he claims to be due to him from the company.

FORM 93.

THE NORTHERN TERRITORY OF AUSTRALIA.

Companies Regulations.

Regulations 52 and 53.

PROXY.

I/We,* of a creditor (or contributory)† of..... Limited, hereby appoint‡ as my (or our)† general (or special)† proxy to vote at the meeting of creditors (or contributories)† to be held on the..... day of , 19....., or at any adjournment of that meeting.§

Dated this day of , 19 ..

(Signature).....

(Signature of witness).....

(Description of witness).....

(Address of place of residence of witness).....

CERTIFICATE.||

I,..... of hereby certify that all insertions in the above proxy were made by me at the request and in the presence of the abovenamed....., and that I read over the completed proxy to him, before he attached his signature or mark to the proxy.

Dated this day of , 19 ..

(Signature of witness).....

Strike out whichever is inapplicable; if a firm, set out the full names of the partners of the firm and the business name (if any) of the firm.

† Strike out whichever is inapplicable.

‡ Insert "the liquidator of the company" or the name, address and description of the person appointed.

§ If a special proxy, add the words "to vote for" or the words "to vote against" and specify the particular resolution. If a general proxy, this Form requires no addition.

|| This certificate is only to be completed where the person giving the proxy is blind or incapable of writing.