



ANNO QUARTO

ELIZABETHAE II REGINAE

A.D. 1955

No. 17 of 1955

An Act to amend the Gas Act, 1924-1954.

[Assented to 17th November, 1955.]

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

1. (1) This Act may be cited as the "Gas Act Amendment Act, 1955". Short titles.

(2) The Gas Act, 1924-1954, as amended by this Act, may be cited as the "Gas Act, 1924-1955".

(3) The Gas Act, 1924-1954, is hereinafter referred to as "the principal Act".

2. This Act is incorporated with the principal Act and that Act and this Act shall be read as one Act. Incorporation.

3. Sections 38, 39, and 40 of the principal Act are repealed and the following section is enacted and inserted in lieu thereof :— Repeal of ss. 38-40 of principal Act and enactment of other provisions—

38. (1) The Company may set aside out of its revenue such sums for depreciation and for reserves as are in accordance with usual commercial practice. Depreciation and reserves

(2) The moneys standing to the credit of any depreciation account or reserve account may be invested in securities in which trustees are authorized by law to invest trust funds, or may be used for any purposes of the Company, or may be partly invested and partly used as aforesaid.

Enactment of
s. 40a of
principal Act—

4. The following section is enacted and inserted in the principal Act after section 40 thereof:—

Capitalisation
of certain
interest.

40a. Interest on capital spent by the Company on additional works and plant, to the extent that such interest is payable in respect of any period before the additional works and plant are in operation, may be paid out of capital and included in the accounts of the Company as part of the cost of such works and plant.

Amendment of
s. 41 of
principal Act—
Half-yearly
statement.

5. Section 41 of the principal Act is amended by striking out the words “paid into the Special Purposes Fund, the Reserve Fund and the Divisible Profits Account” and inserting in lieu thereof the words “set aside for depreciation and reserves”.

Amendment of
s. 43 of
principal Act—
Super-
annuation
Fund.

6. Section 43 of the principal Act is amended by striking out the words “Special Purposes Fund” in paragraph (b) of subsection (1) and inserting in lieu thereof the words “revenue of the Company”.

Repeal of
s. 44 of
principal Act—
Distribution
of profits.

7. Section 44 of the principal Act is repealed.

Repeal of
s. 45 of
principal Act
and enactment
of other
provisions—
New capital
issues.

8. Section 45 of the principal Act is repealed and the following section is enacted and inserted in lieu thereof:—

45. Notwithstanding any Act or the deed of settlement of the Company, the Company shall not offer or issue any shares, bonds, debentures, stock or other like securities unless the terms and conditions of issue and the amount, terms, and conditions of the shares, bonds, debentures, stock, or other securities, and the terms of any underwriting agreement respecting the issue thereof have first been approved by the Treasurer: Provided that this section shall not apply to share stock or redeemable stock issued under section 45b of this Act.

Enactment of
s. 45b of
principal Act—

9. The following section is enacted and inserted in the principal Act after section 45a thereof:—

Partial
conversion
of shares to
redeemable
stock.

45b. (1) The Minister may by notice in the *Gazette*, declare that a day specified in the notice shall be the day of conversion for the purposes of this section.

(2) On the day of conversion—

(a) the par value of each fully paid one pound share in the company shall be reduced to five shillings; and

(b) each shareholder shall, subject to subsection (5) of this section, become entitled to redeemable stock of an amount equal to fifteen shillings for each such share held by him.

(3) Redeemable stock issued pursuant to this section shall—

(a) have a currency of a period of fifteen years, commencing on the day of conversion ;

(b) carry interest at the rate of six per cent per annum, payable half-yearly, on the amount thereof, such interest to be calculated and payable as from the first day of July next preceding the day of conversion ;

(c) in a winding up of the Company rank in priority after all bonds issued by the Company.

(4) Redeemable stock and share stock issued pursuant to this section may be divided into unnumbered units, the par value of a unit of redeemable stock being one pound, and that of a unit of share stock, five shillings.

(5) If the amount of redeemable stock to which a shareholder is entitled under subsection (2) of this section includes any fractional part of a pound, the Company shall issue to the shareholder share stock for that fractional part, in lieu of redeemable stock.

(6) The company shall forthwith after the publication of the notice under subsection (1) of this section send a notice to every shareholder informing him of the reduction in the par value of his shares and of his rights under subsections (2), (3), (7) and (8) of this section.

(7) At any time not later than two months after the day of conversion any shareholder may give the company written notice that he dissents from the proposal to issue redeemable stock in respect of the amount by which the par value of his shares is reduced, and desires a cash payment in lieu of such stock.

(8) If a shareholder gives such a notice within the said two months he shall, subject to subsection (9) of this section, be entitled to a cash payment of three-quarters of the market value of his shares, together with interest on the amount of that payment at the rate of five per cent for the period commencing on the day of conversion and ending on the day of payment.

For the purposes of this subsection the market value of shares in the Company shall be the average price at which sales of such shares were effected on the Stock Exchange of Adelaide during the last four weeks before the day of conversion. The President of the Stock Exchange of Adelaide shall on request by the Company issue to it a certificate of such average price, and the Company shall publish the certificate in the *Gazette*. The certificate so published shall be conclusive evidence of the said average price.

(9) Every shareholder shall, upon delivery to the company of the certificate for his shares be entitled to receive from the company at any time after three months from the day of conversion—

(a) a certificate for share stock of an amount equal to the par value of his shares as reduced under this section and for any additional share stock which the Company is required to issue to him under subsection (2) of this section ; and

(b) the redeemable stock or, as the case may be, the cash to which he is entitled.

(10) Notwithstanding the previous provisions of this section if, after considering the amount of the cash payments to be made to dissenting shareholders, the directors are of opinion that it would be inexpedient to carry out the conversion provided for in this section, they may by resolution declare that the conversion shall not be proceeded with and thereupon the rights of the shareholders shall be the same as if this section had not been enacted.

Amendment of
s. 46 of
principal Act—
Annual
statement of
accounts.

10. Section 46 of the principal Act is amended by striking out subsections (1) and (2) thereof and inserting in lieu thereof the following subsections :—

(1) The Company shall prepare and forward to the Minister and to the Registrar of Companies between the thirtieth day of June and the thirtieth day of September in each year, or a later day approved by the Minister, a profit and loss account for the financial year ending on such thirtieth day of June, and a balance-sheet showing the position of the Company as at that day.

(2) The Company shall keep copies of such account and balance-sheet at its office and shall on request by any person sell him a copy of both the account and balance-sheet at a price not exceeding one shilling.

11. Section 49 of the principal Act is amended by inserting at the commencement thereof the words "Subject to section 45 of this Act".

Amendment of s. 49 of principal Act—
Issue of preference shares.

12. Section 50 of the principal Act is amended by inserting after subsection (1) thereof the following subsection :—

Amendment of s. 50 of principal Act—
Powers of trustees.

(1a) Subsection (1) of this section and section 5 of the Trustee Act, 1936-1952, shall not apply to redeemable stock issued under section 45b of this Act ; but a trustee holding shares in the Company which are converted by section 45b of this Act, may elect to take either cash or redeemable stock on such conversion and shall not be chargeable with breach of trust by reason of any such election.

Any powers conferred on a trustee by the terms of the trust to retain, hold or deal with the shares in the Company shall apply equally to redeemable stock issued to him on the conversion of such shares.

13. Section 51 of the principal Act is repealed.

Repeal of s. 51 of principal Act—
Amendment of Second Schedule.

14. The following section is enacted and inserted in the principal Act after section 55 thereof :—

Enactment of s. 56 of principal Act—

56. Notwithstanding any Act, or the deed of settlement of the Company, the Company may in any year, hold its annual general meeting at any time fixed by the directors, but not more than fifteen months after the previous annual meeting.

Time for annual general meetings and payment of dividends.

15. The Second Schedule to the principal Act is repealed.

Repeal of The Second Schedule to the principal Act.

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

R. A. GEORGE, Governor.