

NORTHERN TERRITORY OF AUSTRALIA

COMPANIES AND SECURITIES (INTERPRETATION AND
MISCELLANEOUS PROVISIONS) (APPLICATION OF LAWS) ACT 1986

No. 16 of 1986

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NORTHERN TERRITORY OF AUSTRALIA

No.16 of 1986

AN ACT

relating to the interpretation of certain provisions
relating to corporations and the securities industry,
and for certain other matters

[Assented to 30 June 1986]

BE it enacted by the Legislative Assembly of the Northern Territory of Australia, with the assent as provided by the *Northern Territory (Self-Government) Act 1978* of the Commonwealth, as follows:

1. SHORT TITLE

This Act may be cited as the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act 1986*.

2. COMMENCEMENT

This Act shall come into operation on 1 July 1986.

3. INTERPRETATION

In this Act, unless the contrary intention appears -

"Agreement" means the agreement made on 22 December 1978 between the Commonwealth and the States in relation to a proposed scheme for the co-operative regulation of companies and the securities industry and being an agreement to which, as amended, the Northern Territory become a party on 28 January 1986 or, if that agreement is or has been amended or affected by another agreement, that agreement as so amended or affected;

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Miscellaneous Provisions) (Application of Laws)*

"Code" means the provisions of an Act passed by the Parliament of the Commonwealth pursuant to the Agreement as in force for the time being, being provisions applying, by reason of an Act passed by the Legislative Assembly pursuant to the Agreement, as laws of the Territory;

"Commonwealth Act" means the *Companies and Securities (Interpretation and Miscellaneous Provisions) Act 1980* of the Commonwealth as amended and in force for the time being;

"Ministerial Council" means the Ministerial Council for Companies and Securities established by the Agreement.

4. RELEVANT CODES

(1) For the purposes of this Act, each of the following Codes is a relevant Code -

- (a) the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Northern Territory) Code*;
- (b) the *Companies (Acquisition of Shares) (Northern Territory) Code*; and
- (c) any Code to which this Act applies by reason of a relevant application provision in an Act.

(2) For the purposes of subsection (1), a provision in an Act is a relevant application provision in relation to a Code if the provision states that this Act applies to the Code concerned.

5. NATIONAL COMPANIES AND SECURITIES COMMISSION
(NORTHERN TERRITORY PROVISIONS) ACT

For the purposes of this Act, a reference to a relevant Code includes a reference to the provisions of the *National Companies and Securities Commission (Northern Territory Provisions) Act*, other than sections 1, 2, 3, 4, 20, 21 and 22.

6. ACT TO BIND CROWN

This Act binds the Crown in right of the Northern Territory.

7. INTERPRETATION OF RELEVANT CODES

Except in relation to matters expressly provided for by this Act and subject to any express provision contained in a relevant Code, the laws in force in the Australian Capital Territory at the commencement of the Commonwealth Act that relate to the interpretation of Ordinances of the Australian Capital Territory -

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Miscellaneous Provisions) (Application of Laws)*

- (a) apply for the purposes of the interpretation of each relevant Code as if the relevant Code were an Ordinance of the Australian Capital Territory; and
- (b) apply for the purposes of the interpretation of any instrument (including rules, regulations or by-laws) made, granted or issued under or, in the case of regulations, applying as regulations made under, a relevant Code as if the instrument were made, granted or issued under such an Ordinance.

8. APPLICATION OF INTERPRETATION LAW

The provisions of the Commonwealth Act (other than sections 1, 2, 3, 4 and 5) apply -

- (a) as if amended as set out in Schedule 1; and
- (b) subject to and in accordance with this Act,

as laws of the Territory.

9. PUBLICATION OF COMPANIES AND SECURITIES
(INTERPRETATION AND MISCELLANEOUS PROVISIONS)
(NORTHERN TERRITORY) CODE

(1) The Minister may from time to time authorize the publication by the Government Printer of the provisions of the Commonwealth Act (other than sections 1, 2, 3, 4 and 5), amended as set out in Schedule 1 and in operation, or to come into operation, in the Territory.

(2) A document published under subsection (1) -

- (a) shall include the headings and sections set out in Schedule 2;
- (b) shall include a notification of the date, or dates, on which the several provisions set out in the document came, or come, into operation in the Territory;
- (c) shall include a statement of the date on which the Minister authorized the publication; and
- (d) may be cited as the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Northern Territory) Code*.

(3) A document that is or purports to be a copy of the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Northern Territory) Code* that has been, or purports to have been, published in accordance with this section is prima facie evidence of

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Miscellaneous Provisions) (Application of Laws)*

the provisions of the Commonwealth Act applying by reason of section 8 as in operation, or to come into operation, in the Territory as notified in the document in accordance with subsection (2)(b).

10. PUBLICATION OF PROVISIONS OF AMENDED CODE

(1) The Minister may from time to time authorize the publication by the Government Printer of a document setting out provisions that by reason of -

- (a) the enactment of an Act of the Commonwealth amending the Commonwealth Act; and
- (b) the operation of section 8 (including the operation, if applicable, of Schedule 1),

apply, or will apply, as laws of the Territory.

(2) A document published under subsection (1) shall include a notification of the date, or dates, on which the provisions set out in the document came, or come, into operation in the Territory.

(3) A document that has been or purports to have been published in accordance with this section is prima facie evidence of provisions referred to in subsection (1) set out in the document.

11. INTERPRETATION OF REFERENCE TO APPLIED PROVISIONS

(1) Unless the contrary intention appears, in this or any other Act or in a regulation or other instrument made under any other Act or in any other document made by or under the authority of, or for the purposes of, a law of the Territory -

- (a) a reference to the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Northern Territory) Code* is a reference to the provisions of the Commonwealth Act applying by reason of section 8; and
- (b) a reference to a provision of that Code is a reference to the corresponding provision of the Commonwealth Act as so applying.

(2) In subsection (1), "provision" includes Part, Division, section, subsection, paragraph, subparagraph, Schedule, form, regulation, clause, subclause or other division.

12. AMENDMENT OF CERTAIN PROVISIONS IN ACCORDANCE WITH APPROVAL OF MINISTERIAL COUNCIL

Where, under the Agreement, the Ministerial Council -

- (a) approves a proposed amendment of the Commonwealth Act; and

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Miscellaneous Provisions) (Application of Laws)*

- (b) approves proposed regulations to be made under this Act in connection with the operation of the proposed amendment,

the Administrator may make regulations amending Schedule 1, in accordance with that approval, and that Schedule as so amended shall be Schedule 1 to this Act.

SCHEDULE 1

The provisions of the Commonwealth Act apply as if -

1. Unless inconsistent with another provision of this Schedule for "relevant Act" or "relevant Acts" in the Commonwealth Act (wherever occurring) there were substituted "relevant Code" or "relevant Codes" respectively and for "law of a State or of another Territory" (wherever occurring) there were substituted "law in force in a State or in another Territory".

2. (1) In section 5B(2) of the Commonwealth Act -

(a) in paragraph (a), after "Printer" there were inserted "of the Northern Territory and all matters not forming part of, but set out in the document containing, the text of the relevant Act (within the meaning of the *Companies and Securities (Interpretation and Miscellaneous Provisions) Act 1980* of the Commonwealth as amended and in force for the time being) as printed by the Australian Government Printer, being the relevant Act corresponding to the relevant Code.";

(b) in paragraphs (b), (c), (d) and (f) for "enacted" (wherever occurring) there were substituted "made"; and

(c) in paragraph (j) after "House of Representatives" there were inserted "or the Legislative Assembly of the Northern Territory".

(2) After section 5B(2) of the Commonwealth Act there was inserted the following:

"(2A) In subsection (2) -

'Minister' means a Minister of State of the Commonwealth or a Minister of the Northern Territory;

'Parliament' means the Parliament of the Commonwealth or the Legislative Assembly of the Northern Territory;"

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3. In section 8 of the Commonwealth Act -
- (a) for paragraph (a) there were substituted the following:
 - "(a) an Act may be cited by its short title, by reference to the calendar year in which it was passed and its number or by the words contained in its short title"; and
 - (b) for paragraph (c) there were substituted the following:
 - "(c) an Act -
 - (i) of the Parliament of the Commonwealth may be cited by a reference to the Commonwealth; and
 - (ii) of a State or of another Territory may be cited by a reference to the State or Territory by the Parliament or legislature of which the Act was passed,

together with such mode of reference as is sufficient in Acts passed by that Parliament or legislature;"

4. In section 9 of the Commonwealth Act -
- (a) for the definition of "Act" there were substituted the following:
 - "'Act' means an Act of the Territory;"
 - (b) in the definition of "Agreement" for "Act 1979" there were substituted "(Northern Territory Provisions) Act 1986";
 - (c) in the definition of "another Territory" for "Australian Capital Territory" there were substituted "Northern Territory";
 - (d) after the definition of "calendar year" there were inserted the following:
 - "'Code' means the provisions of an Act passed by the Parliament of the Commonwealth pursuant to the Agreement as in force for the time being, being provisions applying, by reason of an Act passed by the Legislative Assembly pursuant to the Agreement, as laws of the Territory;"
 - (e) for the definition of "commencement" there were substituted the following:

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"'commencement', in relation to an Act or a provision of an Act, means the time when the Act (other than provisions providing for the citation or commencement of the Act), or the provision, as the case may be, commences or comes into operation;"

(f) for the definition of "committed for trial" there were substituted the following:

"'committed for trial', in relation to a person, means committed to prison to await his trial or released on bail on undertaking to appear at his trial;"

(g) for the definition of "Consolidated Revenue Fund" there were substituted the following:

"'Consolidated Revenue Fund' means the Consolidated Fund of the Territory;"

(h) in paragraph (b) of the definition of "constituent documents" for "the *Companies Act 1981*" there were substituted "the *Companies (Northern Territory) Code* or the corresponding law in force in a State or in another Territory or in another country";

(j) for the definition of "court of summary jurisdiction" there were substituted the following:

"'court of summary jurisdiction' means 2 Justices of the Peace or a magistrate sitting as a court for the making of summary orders or the summary punishment of offenders;"

(k) for the definition of "Crown" there were substituted the following:

"'Crown' means the Crown in right of the Northern Territory;"

(m) the definition of "Executive Council" were repealed;

(n) for the definition of "external Territory" there were substituted the following:

"'external Territory' means a Territory, not being an internal Territory, for the government of which as such a Territory, provision is made by an Act of the Commonwealth;"

(p) after the definition of "Gazette" there were inserted the following:

"'Government Gazette' means the *Government Gazette* of the Territory;"

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(q) in the definition of "Jervis Bay Territory" after "Jervis Bay Territory Acceptance Act 1915" there were inserted "of the Commonwealth as amended and in force for the time being";

(r) for the definition of "Judge" there were substituted the following:

"'Judge', in relation to the Supreme Court of the Territory, includes the Chief Justice, an additional Judge and an acting Judge of the Court;";

(s) for the definition of "law of the Territory" or "law of the Australian Capital Territory" there were substituted the following:

"'law of the Territory' includes a law of the State of South Australia in its application to the Territory;";

(t) for the definition of "Minister" there were substituted the following:

"'Minister' means a person for the time being holding an office of Minister of the Territory;";

(u) the definition of "Northern Territory" were repealed;

(w) in the definition of "Ordinance" before "Territory" there were inserted "Australian Capital";

(y) for the definition of "Parliament" there were substituted the following:

"'Parliament' means the Legislative Assembly of the Northern Territory;";

(z) for the definition of "participating Territory" there were substituted the following:

"'participating Territory' means -

(a) the Territory;

(b) the Australian Capital Territory; and

(c) any external Territory to which the Agreement applies pursuant to clause 50 of the Agreement;";

(za) for the definition of "prescribed" there were substituted the following:

"'prescribed' means prescribed by the relevant Code or by regulations applying under the relevant Code;";

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- (zb) for the definition of "Proclamation" there were substituted the following:

"'Proclamation' means a notice by the Administrator published in the *Government Gazette*";

- (zc) for the definition of "regulations" there were substituted the following:

"'regulations' means regulations applying under the relevant Code or relevant Act;

"'relevant Code' means a Code that is a relevant Code within the meaning of the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act*";

- (zd) for the definition of "the Minister" there were substituted the following:

"'the Minister' means the Minister for the time being administering the Act by reason of which the provisions of the relevant Code apply as laws of the Territory or, if, for the time being, different Ministers are administering that Act in different respects, each of those Ministers to the extent that he is administering that Act in the relevant respect;"

- (ze) for the definition of "the Territory" or "the Australian Capital Territory" there were substituted the following:

"'the Australian Capital Territory' means the Territory accepted by the Commonwealth pursuant to the *Seat of Government Acceptance Act 1909* of the Commonwealth and described in the Second Schedule to that Act, and includes the Jervis Bay Territory;

"'the Territory' means the Northern Territory of Australia"; and

- (zf) for the definition of "this Act" there were substituted the following:

"'this Code' includes regulations applying under the relevant Code."

5. In section 11 of the Commonwealth Act -

- (a) for "another Act" there were substituted "another law"; and

- (b) for "other Act" there were substituted "other law".

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Miscellaneous Provisions) (Application of Laws)*

6. In section 11A(4) of the Commonwealth Act -

- (a) for "made by" there were substituted "effected by";
- (b) after "1985" there were inserted "of the Commonwealth".

7. For section 12 of the Commonwealth Act there were substituted the following:

"12. REFERENCE TO MINISTER

"Where in a relevant Code -

- (a) a Minister is referred to, the reference shall, unless the contrary intention appears, be deemed to include a reference to a Minister for the time being acting for or on behalf of the Minister so referred to; and
- (b) a Commonwealth Minister is referred to, the reference shall, unless the contrary intention appears, be deemed to include a reference to a Commonwealth Minister or member of the Federal Executive Council for the time being acting for or on behalf of the Commonwealth Minister so referred to."

8. In section 14A of the Commonwealth Act for "Act 1981" there were substituted "(Northern Territory) Code".

9. For section 17 of the Commonwealth Act there were substituted the following:

"17. REFERENCE TO THE CROWN

"In any relevant Code, unless the contrary intention appears, a reference to the Crown shall be construed as a reference to the Sovereign for the time being."

10. For section 19 of the Commonwealth Act there were substituted the following:

"19. REFERENCES TO OFFICERS, LOCALITIES, &c.

"In any relevant Code, unless the contrary intention appears -

- (a) a reference to an officer or office shall be construed as a reference to such an officer or office in and for the Territory; and
- (b) a reference to a locality, jurisdiction or other matter or thing shall be construed as a reference to such a locality, jurisdiction or other matter or thing in and of the Territory."

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Miscellaneous Provisions) (Application of Laws)*

11. In section 24(1) of the Commonwealth Act after "any Act" (twice occurring) there were inserted "or Code".

12. For sections 28, 29, 30, 31 and 32 of the Commonwealth Act there were substituted the following:

"28. EFFECT OF REPEAL

"(1) The repeal of the provisions of a relevant Commonwealth Act by which the provisions of a previous relevant Commonwealth Act were repealed does not have the effect of reviving the provisions of the previous relevant Commonwealth Act without express words.

"(2) In this section and in sections 29, 30, 31 and 32, a reference to provisions, or a provision, of a relevant Commonwealth Act is a reference to provisions, or a provision, of -

- (a) the *Companies and Securities (Interpretation and Miscellaneous Provisions) Act 1980* of the Commonwealth;
- (b) the *Companies (Acquisition of Shares) Act 1980* of the Commonwealth; or
- (c) any other Act of the Commonwealth,

which, by reason of -

- (d) the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act*;
- (e) the *Companies (Acquisition of Shares) (Application of Laws) Act*; or
- (f) an Act containing a relevant application provision,

apply as, or applies as, a law of the Territory or, in the case of a repealed provision, has applied as a law of the Territory.

"(3) For the purposes of subsection (2), a provision in an Act is a relevant application provision if the provision contains a statement to the effect that the provisions of an Act of the Commonwealth apply (whether with or without qualification) as laws of the Territory.

"29. SAVING

"Where a provision of a relevant Commonwealth Act repeals a provision of a former relevant Commonwealth Act then, unless the contrary intention appears, the repeal does not -

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- (a) revive anything not in force or existing at the time when the repeal takes effect;
- (b) affect the previous operation of the provision of the relevant Commonwealth Act so repealed, or anything duly done or suffered under the provision of the relevant Commonwealth Act so repealed;
- (c) affect a right, privilege, obligation or liability acquired, accrued or incurred under the provision of the relevant Commonwealth Act so repealed, or an investigation, legal proceeding or remedy in respect of that right, privilege, obligation or liability; or
- (d) affect a penalty, forfeiture or punishment incurred in respect of an offence committed against the provision of the relevant Commonwealth Act so repealed, or an investigation, legal proceeding or remedy in respect of that penalty, forfeiture or punishment,

and the investigation, legal proceeding or remedy may be instituted, continued or enforced, and a penalty, forfeiture or punishment may be imposed as if the repealing provision of the relevant Commonwealth Act had not been enacted.

"30. REPEALED PROVISIONS CONTINUE IN FORCE UNTIL
SUBSTITUTED PROVISIONS OPERATE

"Where a provision of a relevant Commonwealth Act repeals a provision of a former relevant Commonwealth Act and substitutes a provision in lieu of the repealed provision, the repealed provision remains in force until the substituted provision comes into operation.

"31. AMENDING ACT TO BE CONSTRUED WITH AMENDED ACT

"A provision of a relevant Commonwealth Act amending a provision of another relevant Commonwealth Act shall, unless the contrary intention appears, be construed with the provisions of the relevant Commonwealth Act being amended and as part of them.

"32. EXPIRATION OF ACTS

"The expiration of a provision of a relevant Commonwealth Act does not affect any civil proceedings previously commenced under the relevant Commonwealth Act and the civil proceedings may be continued, and everything in relation to the civil proceedings may be done, in all respects as if the provision of the relevant Commonwealth Act continued in force."

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Miscellaneous Provisions) (Application of Laws)*

13. In section 33 of the Commonwealth Act -

- (a) for "another Act" (twice occurring) there were substituted "an Act"; and
- (b) for "that other Act" (twice occurring) there were substituted "that Act".

14. For subsection (3) of section 38 of the Commonwealth Act there were substituted the following:

"(3) Nothing in this section shall be taken to affect the application in relation to any relevant Code of the provisions (other than sections 5 and 7) of the *Crimes Act 1914* of the Commonwealth or the provisions (other than sections 4 and 12) of the *Criminal Code*."

15. In the heading to Part IV of the Commonwealth Act for "ACT" there were substituted "(NORTHERN TERRITORY PROVISIONS) ACT".

16. In section 39 of the Commonwealth Act for "Act 1979" (wherever occurring) there were substituted "*(Northern Territory Provisions) Act 1986*".

17. In section 40 of the Commonwealth Act -

- (a) in subsection (1) for "This Act" there were substituted "This Code" and before "made" there were inserted "applying,"; and
- (b) in subsection (2) before "was made" there were inserted "applies or".

18. For section 41 of the Commonwealth Act there were substituted the following:

"41. EVIDENCE OF LAWS OF STATES AND OF OTHER TERRITORIES

"(1) Where a provision of a law of a State or of another Territory, being a law by reason of which provisions of a relevant Act of the Commonwealth or regulations in force for the time being under a relevant Act of the Commonwealth apply as laws of that State or Territory, provides that a document published in accordance with that provision is prima facie evidence of the provisions of that Act or those regulations as so applying on a particular date, a document that is, or purports to be, a copy of a document so published is prima facie evidence of the provisions of that Act or those regulations as so applying on that date.

"(2) In subsection (1), 'relevant Act of the Commonwealth' means -

- (a) the *Companies and Securities (Interpretation and Miscellaneous Provisions) Act 1980* of the Commonwealth;

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Miscellaneous Provisions) (Application of Laws)*

- (b) the *Companies (Acquisition of Shares) Act 1980* of the Commonwealth;
- (c) the *Securities Industry Act 1980* of the Commonwealth; or
- (d) the *Companies Act 1981* of the Commonwealth, as amended and in force for the time being."

SCHEDULE 2

Section 9

The following headings and sections shall be included in the publication of the provisions of the Commonwealth Act under section 9:

COMPANIES AND SECURITIES (INTERPRETATION AND
MISCELLANEOUS PROVISIONS) (NORTHERN TERRITORY) CODE

RELATING TO THE INTERPRETATION OF CERTAIN PROVISIONS
RELATING TO CORPORATIONS AND THE SECURITIES INDUSTRY,
AND FOR CERTAIN OTHER MATTERS

PART I - PRELIMINARY

1. SHORT TITLE

This Code may be cited as the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Northern Territory) Code*.

2. COMMENCEMENT

This Code comes into operation on the day on which the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act 1986* commences.

3. RELEVANT CODES

For the purposes of this Code, each of the following Codes is a relevant Code:

- (a) this Code;
- (b) the *Companies (Acquisition of Shares) (Northern Territory) Code*; and
- (c) any Code to which the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act*, applies by reason of a relevant application provision in an Act.

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Miscellaneous Provisions) (Application of Laws)*

4. RELEVANT APPLICATION PROVISIONS

For the purposes of section 3(c), a provision in an Act is a relevant application provision in relation to a Code if the provision states that the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act*, applies to the Code concerned.

5. "RELEVANT CODE" INCLUDES CERTAIN PROVISIONS

For the purposes of this Code, a reference to a relevant Code includes a reference to the provisions of the *National Companies and Securities Commission (Northern Territory Provisions) Act*, other than sections 1, 2, 3, 4, 20, 21 and 22.
