

2004-2005-2006

The Parliament of the
Commonwealth of Australia

HOUSE OF REPRESENTATIVES

EXPOSURE DRAFT (12/04/2006)

**Corporations Amendment Bill (No.2)
2006**

No. , 2006

(Treasury)

**A Bill for an Act to amend the *Corporations Act
2001*, and for related purposes**

EXPOSURE DRAFT (12/04/2006)

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1 **A Bill for an Act to amend the *Corporations Act***
2 ***2001*, and for related purposes**

3 The Parliament of Australia enacts:

4 **1 Short title**

5 This Act may be cited as the *Corporations Amendment Act (no.2)*
6 *2006*.

7 **2 Commencement**

8 (1) Each provision of this Act specified in column 1 of the table
9 commences, or is taken to have commenced, on the day or at the
10 time specified in column 2 of the table.
11

Commencement information

Column 1	Column 2	Column 3
Provision(s)	Commencement	Date/Details
1. Sections 1 to 3 and anything in this Act not elsewhere covered by this table	The day on which this Act receives the Royal Assent	
2. Schedule 1, items 1 to 12	The day on which this Act receives the Royal Assent	
3. Schedule 1, item 13	Immediately after the commencement of the provisions covered by item 2 of the table in section 2 of the <i>Designs Act 2003</i> .	17 June 2004
4. Schedule 1, item 14	Immediately after the commencement of the <i>Corporations Act 2001</i>	15 July 2001
5. Schedule 1, items 15 and 16	The day on which this Act receives the Royal Assent	

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Note: This table relates only to the provisions of this Act as originally passed by the Parliament and assented to. It will not be expanded to deal with provisions inserted in this Act after assent.

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(2) Column 3 of the table is for additional information that is not part of this Act. This information may be included in any published version of this Act.

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3 Schedule(s)

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Each Act that is specified in a Schedule to this Act is amended or repealed as set out in the applicable items in the Schedule concerned, and any other item in a Schedule to this Act has effect according to its terms.

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Schedule 1—Main amendments

Corporations Act 2001

1 Subsection 249D(1)

Repeal the subsection, substitute:

- (1) The directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting.

2 Subsection 249D(1A)

Repeal the subsection.

3 After subsection 249O(2)

Insert:

- (2A) Without limiting subsection (2), if the company gives a member notice of the meeting by sending it to the member by a particular electronic means, the company must give the member notice of the resolution using the same electronic means.

4 After subsection 249P(6)

Insert:

- (6A) Without limiting subsection (6), if the company gives a member notice of the meeting by sending it to the member by a particular electronic means, the company must give the member a copy of the statement using the same electronic means.

5 Paragraph 250A(4)(d)

Repeal the paragraph, substitute:

- (d) if the proxy is not the chair—the proxy need not vote on a poll, but if the proxy votes on the poll in any capacity, the proxy must vote on the poll in the exercise of the proxy appointment and must vote in the way specified in the proxy appointment.

6 Subsection 250A(4) (note)

Omit “Note”, substitute “Note 1”.

1 **7 At the end of subsection 250A(4)**

2 Add:

3 Note 2: Paragraph (d)—this applies to every proxy appointment that specifies
4 the way the proxy is to vote on the resolution and requires the proxy,
5 if the proxy votes on the poll in any capacity, to vote on the poll in the
6 exercise of all those directed proxy appointments.

7 **8 Subsection 250A(5)**

8 Repeal the subsection, substitute:

9 (5) A person commits an offence if:

- 10 (a) the person contravenes subsection (4) because of
11 paragraph (4)(a); or
12 (b) the person contravenes subsection (4) because of
13 paragraph (4)(b) and the person was aware of his or her
14 appointments as proxy; or
15 (c) the person contravenes subsection (4) because of
16 paragraph (4)(c); or
17 (d) the person contravenes subsection (4) because of
18 paragraph (4)(d) and either:
19 (i) the person agreed to act, or held himself or herself out
20 as being willing to act, as proxy at the meeting and was
21 aware of his or her appointment as proxy; or
22 (ii) the company held the person out, with the person's
23 consent, as being willing to act as proxy at the meeting
24 and the person was aware of his or her appointment as
25 proxy.

26 **9 At the end of section 250A**

27 Add:

- 28 (8) The reference in this section to the proxy voting on a poll on a
29 resolution in any capacity includes:
30 (a) a reference to the proxy voting on the poll in the exercise of
31 the proxy's own rights as a member of the company; and
32 (b) a reference to the proxy voting on the poll in the exercise of
33 the proxy's rights under another proxy appointment (whether
34 or not that other proxy appointment specifies the way the
35 proxy is to vote on that resolution).

36 **10 Subsection 250J(1A)**

37 Repeal the subsection.

1 **11 Subsection 252B(1)**

2 Repeal the subsection, substitute:

3 (1) The responsible entity of a registered scheme must call and arrange
4 to hold a meeting of the scheme's members to consider and vote on
5 a proposed special or extraordinary resolution on the request of
6 members with at least 5% of the votes that may be cast on the
7 resolution.

8 **12 Subsection 252B(1A)**

9 Repeal the subsection.

10 **13 Paragraph 279(5)(b)**

11 Repeal the paragraph, substitute:

12 (b) the *Designs Act 2003*; or

13 **14 Paragraphs 279(5)(d) and (e)**

14 Repeal the paragraphs, substitute:

15 (d) the *Patents Act 1990*; or

16 (e) the *Trade Marks Act 1995*.

17 **15 Section 323DA**

18 Repeal the section.

19 **16 At the end of Chapter 10**

20 Add:

21 **Part 10.6—Transitional provisions relating to the**
22 **Corporations Amendment Act (No.2) 2006**
23

24 **1472 Application of new subsections 249D(1) and 252B(1)**

25 The amendments made by items 1 and 11 of Schedule 1 to the
26 *Corporations Amendment Act (No.2) 2006* apply only to a request
27 that is made on or after the commencement of those items.

1 **1473 Application of changes to sections 249O and 249P**

2 The amendments made by items 3 and 4 of Schedule 1 to the
3 *Corporations Amendment Act (No.2) 2006* apply only to meetings
4 held on or after the commencement of those items.
5