

British Companies Act 1865

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An Act to facilitate the carrying on of business by Companies incorporated in Great Britain.

Preamble.

Whereas Companies have been and may hereafter be formed in Great Britain for carrying on business in New Zealand and it would greatly conduce to the prosperity of the Colony to encourage the formation and to facilitate the operations of such Companies

Be it therefore enacted by the General Assembly of New Zealand in Parliament assembled and by the authority of the same as follows—

I Short Title.

The Short Title of this Act shall be “The British Companies Act 1865.”

II British Companies may appoint Attorneys whose acts shall be binding on Company.

Any Company incorporated in Great Britain either by Royal Charter or by any special Act of the Imperial Parliament or under the provisions of any Act of the Imperial Parliament relating to Public Companies may from time to time by any instrument or instruments in writing under their common seal empower any person or persons either generally or in respect of any specified matters as their Attorney or Attorneys and either jointly or severally to do all acts and to execute deeds and instruments on their behalf within the Colony of New Zealand and every act done or purported to be done and every deed or instrument executed or signed by such Attorney or Attorneys on behalf of the Company by whom he or they are appointed shall bind the same Company in the same way and to the same extent and have the same force and effect in every respect as if such Act had been done by the Company and as if such deed or instrument had been duly sealed with the common seal of the Company.

III Power of Attorney appointing Agent to be deposited with Registrar of Supreme Court.

Before any such British Company shall commence business in New Zealand the agent representing such Company in New Zealand shall deposit in the Supreme Court office nearest to the place where such Company purposes commencing business a certified copy of the original Power of Attorney or authority under which he claims to represent such Company and it shall be the duty of the Registrar of the said Supreme Court to ascertain that such copy so deposited is a true copy of the original instrument and such copy so deposited shall be open to the inspection of the public on a payment of a fee of one shilling.

IV Declaration as to incorporation &c. of Company.

A declaration in the form provided by an Act of the Imperial Parliament passed in the fifth and sixth years of his late Majesty King William the Fourth chap. 62 endorsed upon or annexed to any such instrument appointing or purporting to appoint an Attorney or Attorneys as hereinbefore mentioned made or purporting to be made by one of the Directors of the Company so appointing an Attorney or Attorneys to the effect following that is to say—That the same Company is incorporated in Great Britain under the style mentioned in the same instrument That the seal affixed thereto is the common seal of the same Company and that the seal has been so affixed and the same instrument executed and the

powers and authorities purporting to be conferred by the same instrument upon the person or persons in the same instrument mentioned are authorized to be conferred under the constitution of the same Company or in pursuance of the Articles of Association Bye-laws or Regulations for the time being thereof and that the person making such declaration is a Director thereof shall be final and conclusive evidence of the facts set forth therein.

V Powers of Attorneys to continue in force until notice of revocation received.

Every power purporting to be granted by any Company incorporated in Great Britain as beforementioned shall as between the Company their successors and assigns on the one hand and the person or persons dealing with the Attorney or Attorneys of the same company and all parties claiming through or under such person or persons on the other hand continue in force (notwithstanding the same power may have been revoked or the Company wound up or dissolved) until all and every the Attorneys to whom the same power is given shall have received notice or information of such revocation winding up or dissolution.

VI Declaration of Attorneys to be sufficient proof of non-revocation.

A solemn declaration in the form set forth in the schedule hereunto annexed made by the Attorney or any one of the Attorneys whether joint or several appointed under such instrument that he has not received any notice or information of the revocation winding up or dissolution of the same shall be taken to be conclusive proof that no such revocation winding up or dissolution has taken place.

VII Evidence of incorporation of Company.

An exemplification of any Royal Charter by which any Company may be incorporated or a certificate of incorporation given under the hand of any Registrar of Joint Stock Companies in either part of the United Kingdom or other officer who may by any Act of the Imperial Parliament under which such Company may claim or purport to be registered be authorized to grant such certificate given at any time to any Company registered in pursuance of any such Act of the Imperial Parliament shall be conclusive evidence that all requisitions contained in any such Act in respect of registration thereunder have been complied with and that the Company is authorized to be registered under such Act as a Limited or Unlimited Company as the case may be and the date of registration or incorporation mentioned in such certificate or if no such date be mentioned then the date of such certificate shall be deemed to be the date at which such Company was incorporated.

VIII Justice of the Peace or Notary Public may receive declaration.*Penalties for making false declaration.*

It shall be lawful for any Justice of the Peace or Notary Public to take and receive the declaration of any person voluntarily making the same before him in the form to the schedule to this Act annexed and any person who shall wilfully make and subscribe any such declaration knowing the same to be untrue in any material particular shall be deemed guilty of a misdemeanor and on conviction thereof shall be liable at the discretion of the Court trying the offence to be imprisoned with or without hard labour for any term not exceeding three years or to pay such fine as the Court shall award.

IX Act not to authorize issue of Bank or Promissory Notes.

Nothing in this Act contained shall be construed to authorize any Company incorporated as aforesaid to issue Bank Notes or Promissory Notes payable on demand within the Colony.

Schedule

I A. B. of [place of abode and occupation] do solemnly and sincerely declare that [insert facts] and I make this solemn declaration conscientiously believing the same to be true and by virtue of an Act of the General Assembly of New Zealand intituled "The British Companies Act 1865."