

Queensland



**EQUITY AND FAIR  
TRADING  
(MISCELLANEOUS  
PROVISIONS) ACT 1999**

**Act No. 63 of 1999**



Queensland



**EQUITY AND FAIR TRADING  
(MISCELLANEOUS PROVISIONS) ACT  
1999**

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(INCORPORATION OF CHURCH ENTITIES) ACT 1994**



Queensland



**Equity and Fair Trading (Miscellaneous  
Provisions) Act 1999**

**Act No. 63 of 1999**

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**An Act to amend various Acts administered by the Minister for  
Aboriginal and Torres Strait Islander Policy and Minister for  
Women's Policy and Minister for Fair Trading**

*[Assented to 6 December 1999]*

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**The Parliament of Queensland enacts—**

## **PART 1—PRELIMINARY**

### **Short title**

1. This Act may be cited as the *Equity and Fair Trading (Miscellaneous Provisions) Act 1999*.

### **Commencement**

2. This Act commences on a day to be fixed by proclamation.

## **PART 2—AMENDMENT OF ASSOCIATIONS INCORPORATION ACT 1981**

### **Act amended in pt 2**

3. This part amends the *Associations Incorporation Act 1981*.

### **Amendment of s 22 (Property for an association)**

4. Section 22(2), ‘section (1)(a)’—

*omit, insert—*

‘subsection (1)(a)’.

### **Replacement of pt 4, div 4 hdg and s 43**

5.(1) Part 4, division 4, heading and section 43—

*omit, insert—*

***Division 4—Unsuitable names*****‘Association not to have unsuitable name**

**43.** The chief executive must not grant an association’s application—

- (a) for incorporation—if the association’s name contains anything a regulation declares is an unsuitable name; or
- (b) to register a change of name—if the proposed new name contains anything a regulation declares is an unsuitable name.’.

**Amendment of s 44 (Notice to associations having or proposing to have undesirable name)**

**6.** Section 44, ‘undesirable’—

*omit, insert—*

‘unsuitable’.

**Amendment of s 45 (Associations may be allowed to have undesirable names)**

**7.** Section 45, ‘undesirable’—

*omit, insert—*

‘unsuitable’.

**Amendment of s 59 (Audit and statement)**

**8.(1)** Section 59(1)(a), ‘prepare’—

*omit, insert—*

‘prepares’.

**(2)** Section 59(1)(a)(iii), ‘year;’—

*omit, insert—*

‘year; and’.

**(3)** Section 59(1)(b)(ii), ‘executive;’—

*omit, insert—*

‘executive; and’.

**(4)** Section 59(2)(a) and (b), ‘association;’—

*omit, insert—*

‘association; or’.

### **Amendment of s 61 (Membership of management committee)**

**9.** Section 61(5)—

*renumber* as section 61(3).

### **Amendment of s 89 (Voluntary winding-up)**

**10.** Section 89(3) and (4)—

*omit.*

### **Amendment of s 90 (Winding-up by the Supreme Court)**

**11.** Section 90(3) and (4)—

*omit.*

### **Amendment of s 91 (Application of Corporations Law to winding-up)**

**12.(1)** Section 91(1)—

*omit, insert—*

**‘91.(1)** The provisions of the Corporations Law dealing with winding-up and subsequent deregistration of a company are adopted by this section and apply with necessary changes for the winding-up of an association under section 89 or 90.

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‘(1A) To apply the Corporations Law, chapter 5A<sup>1</sup>—

- (a) the Corporations Law, section 601AB(3)(c) and (e)<sup>2</sup> does not apply; and
- (b) the Corporations Law, section 601AB(3) is taken to require that 2 months have passed since the last notice required to be given under the provision has been given.’.

(2) Section 91(2)(a), after ‘commission’—

*insert—*

‘or ASIC’.

(3) Section 91(2)—

*insert—*

- ‘(g) the Court—is taken to be a reference to the Supreme Court; and
- (h) the Gazette—is taken to be a reference to the Queensland Government Gazette.’.

### **Amendment of s 92 (Distribution of surplus assets)**

**13.** Section 92—

*insert—*

‘(2A) This section applies despite any provision of the Corporations Law adopted under section 91.’.

### **Insertion of new pt 10A**

**14.** After section 94—

*insert—*

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<sup>1</sup> Corporations Law, chapter 5A (Deregistration of companies)

<sup>2</sup> Corporations Law, section 601AB(3) (Deregistration procedure)

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## **‘PART 10A—REINSTATEMENT**

### **‘Definitions for pt 10A**

**‘94A.** In this part—

**“deregistered association”** means an association that—

- (a) has been deregistered under the provisions of the Corporations Law adopted under section 91; or
- (b) has been dissolved under the repealed part 5.6, division 8<sup>3</sup> of the Corporations Law; or
- (c) has had its incorporation cancelled under section 93.

**“deregistration”** means—

- (a) deregistration under the provisions of the Corporations Law adopted under section 91; or
- (b) dissolution under the repealed part 5.6, division 8 of the Corporations Law; or
- (c) cancellation of incorporation under section 93.

**“reinstate”**, the registration of an association, includes reinstate the registration of an association dissolved under the repealed part 5.6, division 8 of the Corporations Law.

### **‘Reinstatement**

**‘94B.(1)** The chief executive may, on the application of a person or on the chief executive’s own initiative, reinstate the registration of a deregistered association if the chief executive is satisfied the association should not have been deregistered.

**‘(2)** A person aggrieved by the deregistration, or a former liquidator of a deregistered association, may apply to the Supreme Court for an order that the chief executive reinstate the association’s registration.

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<sup>3</sup> Corporations Law, repealed part 5.6 (Winding-up generally), division 8 (Dissolution)

‘(3) The court may make the order if it is satisfied it is just to do so.

‘(4) If the court makes the order, it may—

- (a) validate anything done between the deregistration and reinstatement; and
- (b) make any other order it considers appropriate.

*Example of an order under paragraph (b)—*

An order that property vested in the public trustee under section 94 be transferred to another person.

### ‘Chief executive to give notice of reinstatement

‘94C.(1) If an association’s registration is reinstated, the chief executive must give notice of the reinstatement to the association’s secretary.

‘(2) If an association’s registration is reinstated under section 94B(1) on the application of a person, the chief executive must also give notice of the reinstatement to the person.

### ‘Effect of reinstatement

‘94D.(1) On the reinstatement of an association’s registration—

- (a) the association is taken to have continued in existence as if it had not been deregistered; and
- (b) a member of the management committee of the association immediately before the deregistration again becomes a member of the management committee of the association; and
- (c) any property of the association that is still vested in the chief executive reverts in the association; and
- (d) if the association held property subject to a security or other interest or claim, the association takes the property subject to the security or other interest or claim.

‘(2) However, reinstatement does not affect anything done, before the reinstatement, by the public trustee under this Act in relation to the association’s property on its deregistration.’

**Amendment of s 105A (Application of division)**

**15.** Section 105A(g), after ‘dissolved’—

*insert—*

‘or deregistered’.

**Amendment of s 119 (Special investigations)**

**16.** Section 119—

*insert—*

‘(3) Despite the repeal of the Code by the *Financial Sector Reform (Queensland) Act 1999*, section 17, subsections (1) and (2) continue to apply as if the Code had not been repealed.’

**Insertion of new s 138**

**17.** After section 137—

*insert—*

**‘Service**

‘**138.(1)** A document may be served on an incorporated association by leaving it at, or sending it by post, telex, facsimile or similar facility to, the address of the secretary, president or treasurer of the association shown in the records kept under this Act by the chief executive.

‘(2) Subsection (1) does not limit any way of serving an incorporated association provided under any other law, but does not apply to the service of a notice under section 93.<sup>4</sup>’

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<sup>4</sup> Section 93 (Cancellation of incorporation)



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## **PART 3—AMENDMENT OF BILLS OF SALE AND OTHER INSTRUMENTS ACT 1955**

### **Act amended in part 2A**

**18.** This part amends the *Bills of Sale and Other Instruments Act 1955*.

### **Insertion of new s 49A**

**19.** Part 5, after section 49—

*insert—*

#### **‘Validation**

**‘49A.(1)** It is declared that anything done between 23 April 1999 and 7 May 1999 that would have been validly done, or effectual, under this Act had the amending Act commenced on 23 April 1999 is and always was as valid and effectual as if the amending Act had commenced on 23 April 1999.

**‘(2)** In this section—

**“amending Act”** means the *Bills of Sale and Other Securities Amendment Act 1999*, part 2 and the schedule.

**“done”** includes, made, applied for, registered, discharged, renewed, given, exercised, charged, established, changed and omitted to be done.

**‘(3)** This section expires on 31 December 1999.’.

## **PART 4—AMENDMENT OF BUSINESS NAMES ACT 1962**

### **Act amended in pt 3**

**20.** This part amends the *Business Names Act 1962*.

**Insertion of new s 24B**

21. After section 24A—

*insert—*

**‘Protection from liability**

‘24B.(1) The registrar is not civilly liable for an act done, or an omission made, honestly and without negligence under this Act.

‘(2) If subsection (1) prevents a civil liability attaching to the registrar, the liability attaches instead to the State.’.

**PART 5—AMENDMENT OF COOPERATIVES ACT  
1997****Act amended in pt 4**

22. This part and schedule 1 amend the *Cooperatives Act 1997*.

**Amendment of s 11 (Interpretation of adopted provisions of Corporations Law)**

23. Section 11(2)—

*insert—*

‘(g) a reference to the Australian Securities and Investments Commission, however referred to, is to be read as a reference to the registrar.’.

**Amendment of s 14 (Trading cooperatives)**

24.(1) Section 14(2)—

*omit, insert—*

‘(2) A trading cooperative is a cooperative whose rules allow it to give returns or distributions on surplus or share capital.’.

**(2) Section 14(3)(c)—***omit, insert—*

‘(c) for another trading cooperative—

- (i) if a lesser number than 5 is prescribed under a regulation—at least that number of active members; or
- (ii) otherwise—5 or more active members.’.

**Amendment of s 15 (Non-trading cooperatives)****25.(1) Section 15(1)—***omit, insert—*

‘**15.(1)** A non-trading cooperative is a cooperative whose rules prohibit it from giving returns or distributions on surplus or share capital to members, other than the nominal value of shares, if any, at winding-up.’.

**(2) Section 15(3)(c)—***omit, insert—*

‘(c) for another non-trading cooperative—

- (i) if a lesser number than 5 is prescribed under a regulation—at least that number of active members; or
- (ii) otherwise—5 or more active members.’.

**Amendment of s 17 (Approval of disclosure statement)****26.(1) Section 17(4)(b) and (c)—***omit, insert—*

- ‘(b) amend the draft, or require a stated amendment of the draft, and then approve the amended statement; or
- (c) approve a different statement to that submitted; or
- (d) refuse to approve the statement; or
- (e) require the person submitting the draft statement to give the registrar any additional information the registrar reasonably

requires, and then act under paragraph (a), (b), (c) or (d).’.

(2) Section 17—

*insert—*

‘(5A) The registrar may approve a disclosure statement with or without conditions.’.

### **Amendment of s 71 (Cooperative to give information to person intending to become a member)**

27.(1) Section 71(2)(a), after ‘cooperative’—

*insert—*

‘and at each other office of the cooperative in or outside Queensland, including outside Australia’.

(2) Section 71—

*insert—*

‘(3) The registrar’s consent may be given on conditions.’.

### **Amendment of s 76 (Repayment of shares on expulsion)**

28.(1) Section 76(1), from ‘must’—

*omit, insert—*

‘must, within 1 year after the day of expulsion—

- (a) repay to the former member an amount (the “**repayable amount**”) made up of the amount paid up on the shares held by the member at the day of expulsion, less any amount owed by the member to the cooperative at the day of expulsion under the rules of the cooperative or any contract or otherwise; or
- (b) apply the repayable amount under subsection (2) if—
  - (i) the board considers repayment would adversely affect the financial position of the cooperative; or
  - (ii) the board and the former member agree.

‘(2) The repayable amount may be applied in 1 of the following ways—

- (a) the cooperative may appropriate the amount as a donation to the cooperative, but only if the former member consents in writing to the donation;
- (b) if the cooperative is a deposit-taking cooperative—the cooperative may apply the amount as a deposit by the former member with the cooperative;
- (c) the cooperative may allot or issue debentures of the cooperative to the former member in satisfaction of the amount.<sup>5</sup>’

(2) Section 76(4)—

*omit.*

(3) Section 76(2) and (3)—

*renumber* as section 76(3) and (4).

### **Replacement of s 143 (Disclosure to members)**

**29.** Section 143—

*omit, insert—*

#### **‘Disclosure to intending shareholders in trading cooperative**

‘**143.(1)** The board of a trading cooperative must give a person who intends to acquire shares in the cooperative and is not already a shareholder in the cooperative a current disclosure statement that—

- (a) has been approved by the registrar under section 176; or
- (b) complies with section 143A and has been filed by the cooperative with the registrar.

‘(2) The disclosure statement must be given before the person becomes bound to acquire the shares.

<sup>5</sup> See also sections 133 (Interest on deposits and debentures) and 134 (Repayment of deposits and debentures)

<sup>6</sup> Section 17 (Approval of disclosure statement)

‘(3) The disclosure statement is in addition to any information required to be provided to the person under part 4.<sup>7</sup>

‘(4) A disclosure statement is current until whichever of the following happens first after the statement is prepared—

- (a) a change in the rights or liabilities attaching to any class of share in the cooperative;
- (b) a significant change in the financial position or prospects of the cooperative;
- (c) any of the next financial, directors’ or auditor’s reports required to be prepared under section 232(1) become available.

‘(5) If a disclosure statement stops being a current disclosure statement because of a change mentioned in subsection (4)(a) or (b), the cooperative must, within 14 days after the change—

- (a) give the registrar written notice—
  - (i) that the disclosure statement is no longer current because of a change mentioned in subsection (4)(a); or
  - (ii) that the disclosure statement is no longer current because of a change mentioned in subsection (4)(b); or
- (b) file a current disclosure statement with the registrar that complies with section 143A.

### ‘Content of disclosure statement to intending shareholders

‘143A. A disclosure statement given to a person under section 143 must contain<sup>8</sup>—

- (a) a statement of the rights and liabilities attaching to shares; and
- (b) a copy of the last annual report of the cooperative under

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<sup>7</sup> Part 4 (Membership)

<sup>8</sup> See section 144A (Adoption of certain Corporations Law provisions about shares) for additional requirements relating to disclosure statements and other prospectuses.

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section 242,<sup>9</sup> unless a copy of the report—

- (i) has already been given to the person under this Act; or
- (ii) has been made available for inspection under a notice given to the person under section 71(2)<sup>10</sup>; and
- (c) any other relevant information about the financial position and prospects of the cooperative if there has been a significant change since the date of the last annual report; and
- (d) any other information the registrar directs.

### **‘Exemptions for disclosure statements**

**‘143B.(1)** The registrar may, by gazette notice, exempt the board or boards of a trading cooperative or a class of trading cooperative from a requirement under section 143 or 143A.

**‘(2)** An exemption under subsection (1) may be given only if the registrar is satisfied that compliance with the requirement would be inappropriate in the circumstances or would impose an unreasonable burden.

**‘(3)** The gazette notice is subordinate legislation.’.

### **Insertion of new s 144A**

**30.** After section 144—

*insert—*

### **‘Adoption of certain Corporations Law provisions about shares**

**‘144A.(1)** The Corporations Law, sections 1025, 1026, 1027, 1032, 1035, 1036 and 1043 are adopted by this section and apply to an offer or intended offer for subscription for shares in a cooperative or an invitation or intended invitation for shares in a cooperative, but only if—

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<sup>9</sup> Section 242 (Annual report to be filed with registrar)

<sup>10</sup> Section 71 (Cooperative to give information to person intending to become a member)

- (a) the shares are offered to persons who are not shareholders in the cooperative; or
- (b) the invitation is made to persons who are not shareholders in the cooperative.

‘(2) To apply the provisions of the Corporations Law mentioned in subsection (1), a reference in the provisions to a prospectus is taken to include a disclosure statement, of any type, under this Act.

‘(3) To apply the Corporations Law, section 1035, a minimum subscription, in relation to a share offer or invitation, means the amount stated in a disclosure statement under section 143 as the minimum amount, that in the opinion of the directors, must be raised by the issue of shares.’.

### **Amendment of s 170 (Purchase and repayment of shares)**

**31.** Section 170—

*insert—*

‘(4A) A cooperative must not purchase shares or repay amounts paid up on shares if—

- (a) the cooperative is likely to become insolvent because of the repurchase of the shares or because of the repayment of amounts paid up on the shares; or
- (b) the cooperative is insolvent.’.

### **Replacement of pt 8 hdg**

**32.** Part 8, heading—

*omit, insert—*

**‘PART 8—VOTING AND MEETINGS’.**

### **Replacement of s 173 (Application of part)**

**33.** Section 173—

*omit, insert—*



**‘Application of part to voting**

‘173. The provisions of this part applying to voting apply to voting on all resolutions.’.

**Insertion of new s 179A**

34. After section 179—

*insert—*

**‘Effect of disposal of shares on voting rights**

‘179A. A member of a cooperative can not vote if the member has sold or transferred, or disposed of the beneficial interest in, the member’s shares, or agreed to do so.’.

**Insertion of new pt 8, div 2A**

35. After section 192—

*insert—*

***‘Division 2A—Resolution by circulated document*****‘Application of div 2A**

‘192A.(1) This division applies to a resolution of a cooperative, including a resolution appointing an officer or auditor or approving of or agreeing to any act, matter or thing, if—

- (a) the cooperative has fewer than 50 members; and
- (b) the resolution is required or permitted under this Act or the rules of the cooperative to be passed at a general meeting of the cooperative.

‘(2) However, this division does not apply to a resolution of a cooperative—

- (a) of which more than 14 days notice is required to be given under this Act; or

- 
- (b) that is required to be passed by a majority other than a simple majority.

**‘Resolution by circulation of document—fewer than 50 members**

‘**192B.(1)** If all the members of a cooperative have signed a document that sets out the terms of a resolution and contains a statement that they are in favour of the resolution, the resolution is taken to have been passed at a general meeting of the cooperative.

‘(2) The meeting is taken to have been held—

- (a) if all the members signed the document on the 1 day—on the day the document was signed, at the time the document was signed by the last member to sign; or
- (b) if the members signed the document on different days—on the day, and at the time, the document was signed by the last member to sign.

‘(2) The document need not exist as a single document, but may exist in the form of 2 or more documents in identical terms.

‘(3) The document is taken to constitute a minute of the general meeting.

‘(4) Anything attached to the document and signed by the members signing the document is taken to have been laid before the cooperative at the general meeting.

‘(5) The document is signed by all members of a cooperative only if the document is signed by each person who was a member of the cooperative at the time the document was signed by the last member to sign.

‘(6) Nothing in this section affects or limits any rule of law about the effectiveness of the assent of members of a cooperative given to a document, or to an act, matter or thing, otherwise than at a general meeting of the cooperative.’.

**Amendment of s 207 (Qualification of directors)**

**36.** Section 207(2)—

*omit, insert—*

‘(2) The majority of directors must be member directors.

‘(3) Subsection (2) does not prevent the rules requiring that a greater number of directors than a majority must be member directors.’.

### **Amendment of s 209 (Meeting of the board of directors)**

**37.** Section 209—

*insert—*

‘(4A) However, for a quorum, the member directors must outnumber the independent directors by at least 1 or, if a greater number is stated in the rules of the cooperative, the greater number.’.

### **Insertion of new pt 9, div 1A**

**38.** After section 213—

*insert—*

#### ***Division 1A—Secretary***

#### **‘Secretary**

‘**213A.(1)** A cooperative must have a secretary.

‘(2) The board of the cooperative is to appoint the secretary.

‘(3) The board may appoint a person to act as the secretary during the absence or incapacity of the secretary.

‘(4) A person is not qualified to be appointed as, or to act as, the secretary unless the person is an adult who ordinarily lives in Australia.’.

### **Amendment of s 233 (Power of registrar to grant exemptions)**

**39.** Section 233(1), after ‘exempt a cooperative’—

*insert—*

‘, a person or firm proposed to be appointed as an auditor’.

**Amendment of s 242 (Annual report)**

**40.(1)** Section 242, heading—

*omit, insert—*

**‘Annual report to be filed with registrar’.**

**(2)** Section 242(1), ‘send to’—

*omit, insert—*

‘file with’.

**(3)** Section 242(1)(a) to (d)—

*omit, insert—*

- ‘(a) a list in the approved form listing the secretary, directors and the principal executive officers of the cooperative and of each of its subsidiaries, as at the date the annual report is filed with the registrar;
- (b) if the cooperative is required under section 232(1)<sup>11</sup> to prepare a financial report of the cooperative for its most recently ended financial year—a copy of the financial report;
- (c) a copy of the financial report of each subsidiary of the cooperative for the most recently ended financial year of the subsidiary;
- (d) a copy of any report by the auditor or the directors of the cooperative or subsidiary—
  - (i) prepared under section 232(1); or
  - (ii) on a financial report mentioned in paragraph (b) or (c);’.

**Insertion of new s 248A**

**41.** After section 248—

*insert—*

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<sup>11</sup> Section 232 (Requirements for accounts and financial records)

**‘Restriction on use of word “cooperative” or similar words**

**‘248A.(1)** A person other than a cooperative must not trade, or carry on business, under a name or title containing the word ‘cooperative’, the abbreviation ‘co-op’ or words importing a similar meaning.

Maximum penalty—20 penalty units.

**‘(2)** Subsection (1) does not apply to an entity mentioned in section 245(6).<sup>12</sup>’.

**Insertion of new s 256A**

**42.** After section 256—

*insert—*

**‘Adoption of certain other Corporations Law provisions**

**‘256A.(1)** The Corporations Law, sections 1025, 1026, 1027 and 1043<sup>13</sup> are adopted by this section and apply to an issue of debentures to which section 257 applies.

**‘(2)** To apply the provisions of the Corporations Law mentioned in subsection (1), a reference in the provisions to a prospectus is taken to include a disclosure statement under section 257.’.

**Amendment of s 266 (Distribution of surplus or reserves to members)**

**43.(1)** Section 266(1)(b), after ‘members’—

*insert—*

‘on the basis of business done with the cooperative or on the basis of the shares held by the member’.

**(2)** Section 266(1)(c), after ‘dividend’—

<sup>12</sup> Section 245 (Name to include certain matter)

<sup>13</sup> Corporations Law, sections 1025 (Certain notices not to be published), 1026 (Certain reports referring to prospectuses not to be published), 1027 (Evidentiary provisions etc) and 1043 (Application money to be held in trust)

*insert—*

‘for shares held by the member’.

### **Insertion of new s 304A**

**44.** After section 304—

*insert—*

#### **‘New body must give copy of new certificate of registration or incorporation to registrar**

‘**304A.** On the transfer of a cooperative under this division, the new body must immediately give the registrar a copy of its new certificate of registration or incorporation.

Maximum penalty—10 penalty units.’.

### **Replacement of pt 12, div 3 hdg**

**45.** Part 12, division 3, heading—

*omit, insert—*

*‘Division 3—Winding-up and deregistration’.*

### **Insertion of new s 307A**

**46.** After section 307—

*insert—*

#### **‘Method of deregistration**

‘**307A.** A cooperative may be deregistered in the same way and in the same circumstances as a company under the Corporations Law may be deregistered.’.

### **Amendment of s 308 (Application of Corporations Law to winding-up)**

**47.(1)** Section 308, heading, at the end—

*insert—*

**‘and deregistration’.**

**(2)** Section 308(1)—

*omit insert—*

**‘308.(1)** The Corporations Law, parts 5.4, 5.4A, 5.4B, 5.5, 5.6, 5.7 and chapter 5A are adopted by this section and apply, subject to this division, to—

- (a) the winding-up or deregistration of a cooperative;<sup>14</sup> and
- (b) a deregistered cooperative.’.

**(2)** Section 308(3)(b), after ‘Commission’—

*insert—*

‘or ASIC’.

**(3)** Section 308(3)(e)—

*omit.*

**(4)** Section 308(3)(g), ‘260’—

*omit, insert—*

‘246AA’.

**(5)** Section 308(3)(f) and (g)—

*renumber* as section 308(3)(e) and (f).

### **Amendment of s 373 (Requirements before application can be made)**

**48.(1)** Section 373(1)(b)—

*omit, insert—*

- ‘(b) if permitted by subsection (3)—
  - (i) a special resolution; or

<sup>14</sup> For cooperatives that are being or have been dissolved under the repealed part 5.6, division 8 (Dissolution) of the Corporations Law, see schedule 5 (Transitional and savings), section 14 (Winding-up).

(ii) a resolution of the board of the cooperative.’.

(2) Section 373(2)(b), from ‘approved’—

*omit, insert—*

‘approved by—

(i) for the non-participating cooperative—a resolution of the board of the cooperative; or

(ii) for the Queensland cooperative—a special resolution, or a resolution of the board, of the cooperative.’.

(3) Section 373(3), ‘resolution of the board’—

*omit, insert—*

‘a special resolution, or by a resolution of the board,’.

(4) Section 373—

*insert—*

‘(4) The Queensland registrar’s consent may be given on conditions.’.

### **Amendment of s 462 (Cooperative ceasing to exist)**

**49.(1)** Section 462(1)—

*omit, insert—*

‘**462.(1)** As soon as practicable after a cooperative ceases to exist, other than on deregistration of the cooperative under section 308,<sup>15</sup> the registrar must deregister the cooperative by registering the cessation and cancelling the registration of the cooperative.’.

(2) Section 462(2), dissolved’—

*omit, insert—*

‘deregistered’.

<sup>15</sup> Section 308 (Application of Corporations Law to winding-up and deregistration)



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**Insertion of new s 466A**

**50.** After section 466—

*insert—*

**‘Exemptions may be on conditions**

**‘466A.** An exemption under section 143B, 233, 256(6), 268(3), 282, 290, 294(4) or 374(4) may be given on conditions.’.

**Amendment of sch 5, s 14 (Winding-up)**

**51.** Schedule 5, section 14—

*insert—*

**‘(2)** A cooperative mentioned in subsection (1) whose registration has been cancelled is taken to be a deregistered cooperative.

**‘(3)** A provision of the Corporations Law dealing with a matter arising out of the repeal of part 5.6, division 8<sup>16</sup> of the Corporations Law is adopted by this section and applies for the provisions of the Corporations Law adopted under part 12, division 3.<sup>17</sup>

**‘(4)** A cooperative that is being or has been dissolved under the repealed part 5.6, division 8 of the Corporations Law is taken to be a cooperative that is being or has been deregistered under this Act.’.

**Amendment of sch 8 (Dictionary)**

**52.(1)** Schedule 8, definition “**accounting records**”—

*omit.*

**(2)** Schedule 8—

*insert—*

---

<sup>16</sup> Corporations Law, repealed part 5.6 (Winding-up generally), division 8 (Dissolution)

<sup>17</sup> Part 12 (Merger, transfer of engagements, winding-up), division 3 (Winding-up and deregistration)

‘ **“deregistration”** means deregistration under section 308 or 462(1) or schedule 5, section 14.

**“financial records”** include—

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain—
  - (i) the methods by which financial statements are made up; and
  - (ii) adjustments to be made in preparing financial statements.

**“secretary”**, of a cooperative, means the person appointed under section 213A to be, or to act as, the secretary of the cooperative.’.

## **PART 6—AMENDMENT OF FAIR TRADING ACT 1989**

### **Act amended in pt 5**

**53.** This part amends the *Fair Trading Act 1989*.

### **Amendment of s 5 (Definitions)**

**54.(1)** Section 5, definition **“commissioner”**, ‘consumer affairs’—  
*omit, insert—*

‘fair trading’.

**(2)** Section 5, definition **“office”**, ‘Consumer Affairs’—  
*omit, insert—*

‘Fair Trading’.

**Replacement of pt 2, div 2 hdg**

**55.** Part 2, division 2, heading—

*omit, insert—*

***‘Division 2—Commissioner for fair trading and Office of Fair Trading’.***

**Amendment of s 19 (Commissioner and other officers)**

**56.** Section 19(1), ‘consumer affairs’—

*omit, insert—*

‘fair trading’.

**Amendment of s 20 (Office of Consumer Affairs)**

**57.(1)** Section 20, heading, ‘Consumer Affairs’—

*omit, insert—*

**‘Fair Trading’.**

**(2)** Section 20(1), ‘Consumer Affairs’—

*omit, insert—*

‘Fair Trading’.

**Amendment of s 48 (Accepting payment without intending or being able to supply as ordered—TPA s 58)**

**58.** Section 48, penalty, ‘400’—

*omit, insert—*

‘540’.

**Amendment of s 86 (Offence)**

**59.** Section 86, penalty, ‘400’—

*omit, insert—*

‘540’.

**Amendment of s 89 (Powers of inspectors)**

**60.** Section 89(4)(b), after ‘directed’—

*insert—*

‘and to all persons acting in aid of the inspector’.

**Amendment of s 94 (Proceedings for offences)**

**61.** Section 94(3)(a), ‘shall be 200’—

*omit, insert—*

‘is 270’.

**Amendment of s 110 (Preservation of secrecy)**

**62.** Section 110—

*insert—*

‘**(2A)** The commissioner may communicate to the appropriate Minister or official of another country information that the commissioner considers should be communicated for the administration of the law of the other country.’.

**Insertion of new pt 7**

**63.** After section 114—

*insert—*

**‘PART 7—TRANSITIONAL PROVISIONS FOR  
EQUITY AND FAIR TRADING (MISCELLANEOUS  
PROVISIONS) ACT 1999**

**‘Transitional provision for references to commissioner for consumer affairs**

‘**115.** A reference in any Act or document to the commissioner for consumer affairs may, if the context permits, be taken to be a reference to the commissioner for fair trading.’

**‘Transitional provision for references to Office of Consumer Affairs**

‘116. A reference in any Act or document to the Office of Consumer Affairs may, if the context permits, be taken to be a reference to the Office of Fair Trading.’.

**PART 7—AMENDMENT OF HIRE-PURCHASE ACT  
1959****Act amended in pt 7**

64. This part amends the *Hire-purchase Act 1959*.

**Amendment of s 2 (Interpretation)**

65. Section 2(1), definition “**hire-purchase agreement**”—

*insert—*

‘(g) that is or is part of a transaction for 1 or both of the following—

- (i) the letting, with an option to purchase, of goods of a total market value of more than \$40 000 000 at the time the transaction is entered into;
- (ii) the purchase by instalments of goods of a total market value of more than \$40 000 000 at the time the transaction is entered into.’.

**PART 8—AMENDMENT OF INVASION OF  
PRIVACY ACT 1971****Act amended in pt 8**

66. This part amends the *Invasion of Privacy Act 1971*.

**Amendment of s 9 (Application for licence or renewal)**

**67.(1)** Section 9(1)(d)—

*omit.*

**(2)** Section 9(1)(e)—

*renumber* as section 9(1)(d).

**Amendment of s 52 (Regulation making power)**

**68.** Section 52—

*insert—*

‘**(3)** A regulation may provide for a maximum penalty of 20 penalty units for a contravention of the regulation.’.

**PART 9—AMENDMENT OF LAND SALES ACT 1984****Act amended in pt 9**

**69.** This part amends the *Land Sales Act 1984*.

**Amendment of s 2 (Objects of Act)**

**70.** Section 2(d), ‘*Local Government (Planning and Environment) Act 1990*’—

*omit, insert—*

‘*Integrated Planning Act 1997*’.

**Amendment of s 6 (Interpretation)**

**71.(1)** Section 6, heading—

*omit, insert—*

‘**Definitions**’.

(2) Section 6(1), definition “**Planning Act**”—

*omit.*

(3) Section 6(1)—

*insert—*

‘**“Planning Act”** means the *Integrated Planning Act 1997*.’.

(4) Section 6(1), definition “**proposed lot**”, ‘that,’—

*omit, insert—*

‘that’.

(5) Section 6(1) definition “**subdivision application**”, ‘section 5.1’—

*omit, insert—*

‘chapter 3, part 7<sup>18</sup>’.

(6) Before section 6(2)—

*insert—*

‘**Meaning of purchaser**’.

(7) Section 6(3), ‘(2)’—

*omit, insert—*

‘(1)’.

(8) Section 6(3), ‘subsection (1)’—

*omit, insert—*

‘section 6’.

(9) Section 6(2) and (3)—

*renumber* as section 6A(1) and (2).

<sup>18</sup> *Integrated Planning Act 1997*, chapter 3 (Integrated development assessment system (IDAS), part 7 (Plans of subdivision))

**Amendment of s 9 (Identification of land)**

**72.(1)** Section 9(1)(b)—

*omit, insert—*

‘(b) a copy of the plan of survey for the proposed allotment approved by the local government under the Planning Act, chapter 3, part 7.<sup>19</sup>’.

**(2)** Section 9(3)(f), ‘section 10A(1)’—

*omit, insert—*

‘section 10A(3)’.

**Amendment of s 10 (Vendor must tell purchaser about significant variations between disclosure plan and later plans)**

**73.(1)** Section 10(1)(b), from ‘(b)’ to ‘allotment; or’—

*omit, insert—*

‘(b) there is a significant variation, not attributable to the purchaser, between the details contained in—

- (i) the disclosure plan given to the purchaser under section 9(1) and a plan of survey for the proposed allotment approved by the local government under the Planning Act, chapter 3, part 7 that the vendor proposes to register under the *Land Act 1994* or *Land Title Act 1994*; or’.

**(2)** Section 10(1)(b)(ii), ‘section 10A(1)(b)’—

*omit, insert—*

‘section 10A(3)(b)’.

---

<sup>19</sup> *Integrated Planning Act 1997*, chapter 3 (Integrated development assessment system (IDAS), part 7 (Plans of subdivision))



**Amendment of s 10A (Purchaser must be given registrable instrument of transfer and other documents)**

**74.(1)** Section 10A(2) and (3)—

*renumber* as section 10A(4) and (5).

**(2)** Section 10A(1), words before paragraph (a)—

*omit, insert*—

**‘10A.(1)** The vendor of a proposed allotment must give the purchaser the registrable instrument of transfer for the allotment not later than 18 months after the purchaser enters upon the purchase of the allotment.

**‘(2)** Subsection (3) applies if the vendor of a proposed allotment does not give the purchaser a copy of the plan of survey for the proposed allotment approved by the local government under the Planning Act, chapter 3, part 7<sup>20</sup> before the purchaser enters upon the purchase of the proposed allotment.

**‘(3)** The vendor must give the purchaser the following documents relating to the allotment not later than 18 months after the purchaser enters upon the purchase of the allotment—’.

**(3)** Section 10A(5) as renumbered, ‘(1)(c)’—

*omit, insert*—

‘(1) or (3)(c)’.

**PART 10—AMENDMENT OF LIENS ON CROPS OF  
SUGAR CANE ACT 1931**

**Act amended in pt 9A**

**75.** This part amends the *Liens on Crops of Sugar Cane Act 1931*.

<sup>20</sup> *Integrated Planning Act 1997*, chapter 3 (Integrated development assessment system (IDAS), part 7 (Plans of subdivision))

**Omission of s 23A**

76. Section 23A, as inserted by Act No. 40 of 1992—  
*omit.*

**Insertion of new s 24**

77. After section 23D—  
*insert—*

**‘Validation**

‘24.(1) It is declared that anything done between 23 April 1999 and 7 May 1999 that would have been validly done, or effectual, under this Act had the amending Act commenced on 23 April 1999 is and always was as valid and effectual as if the amending Act had commenced on 23 April 1999.

‘(2) In this section—

“**amending Act**” means the *Bills of Sale and Other Securities Amendment Act 1999*, part 3.

“**done**” includes, made, applied for, registered, discharged, renewed, given, exercised, charged, established, changed and omitted to be done.

‘(3) This section expires on 31 December 1999.’.

**PART 11—AMENDMENT OF ROMAN CATHOLIC CHURCH (INCORPORATION OF CHURCH ENTITIES) ACT 1994****Act amended in pt 10**

78. This part and schedule 2 amend the *Roman Catholic Church (Incorporation of Church Entities) Act 1994*.

**Amendment of s 3 (Definitions)**

**79.(1)** Section 3, definitions “**Code of Canon Law**” and “**incorporated church entity**”—

*omit.*

**(2)** Section 3—

*insert—*

“**associated entity**” means a discrete service, work, activity or part of—

- (a) a diocese or archdiocese, or the trustees of a diocese or archdiocese, of the church; or
- (b) a religious institute or the members of a religious institute; or
- (c) a juridical person, or a juridical person’s competent authority; or
- (d) 1 or more holders of an office of the church under canon law.

“**canon law**” means the Code of Canon Law of the church and the statutes of juridical persons.

“**competent authority**”, of a juridical person or religious institute, means the person’s or institute’s competent authority as decided under canon law.

“**incorporated church entity**” means—

- (a) an entity established under this Act; or
  - (b) an AI Act corporation established under this Act; or
  - (c) a RECI Act corporation established under this Act;
- and includes—
- (d) the Corporation of the Bishops; and
  - (e) for part 5<sup>21</sup>—an AI Act corporation or RECI Act corporation that is not established under this Act.

“**juridical person**” means a juridical person under canon law.

“**religious institute**” means an Institute of Consecrated Life or a Society of

<sup>21</sup> Part 5 (Legal capacity and powers of incorporated church entities)

Apostolic Life.’.

(3) Section 3, definitions “**bishop**” and “**officer**”, ‘the Code of Canon Law’—

*omit, insert—*

‘canon law’.

(4) Section 3, definition “**church entity**”, from paragraph (b)—

*omit, insert—*

(b) a religious institute or the members of a religious institute; or

(c) a juridical person, or a juridical person’s competent authority; or

(d) 1 or more holders of an office of the church under canon law; or

(e) an associated entity.’.

#### **Amendment of s 4 (Interpretation and application of Code of Canon Law)**

**80.(1)** Section 4, heading, ‘**Code of Canon Law**’—

*omit, insert—*

‘**canon law**’.

(2) Section 4, from ‘applying the Code’ to ‘the code’—

*omit, insert—*

‘applying canon law to matters under this Act, canon law’.

#### **Amendment of s 9 (Request to incorporate church entity)**

**81.(1)** Section 9—

*insert—*

‘(2A) Before asking for incorporation of a religious institute or an associated entity of a religious institute, the bishop or Corporation of the Bishops must obtain written consent to the making of the request from the religious institute’s competent authority who has jurisdiction for the State.

‘**(2B)** If the request is for the incorporation of an associated entity of a religious institute, the consent under subsection (2A) must state any assets that are to vest in the associated entity on its establishment as a corporation under this part.’

**(2)** Section 9(3)—

*insert—*

- ‘(e) if the request is for the incorporation of an associated entity, other than an associated entity of a religious institute—state any assets that are to vest in the associated entity on its establishment as a corporation under this part; and
- (f) if the request is for the incorporation of a religious institute or an associated entity of a religious institute—be accompanied by a copy of the consent mentioned in subsection (2A).’

### **Insertion of new ss 11A and 11B**

**82.** After section 11—

*insert—*

#### **‘Vesting of assets**

‘**11A.(1)** On the establishment of a church entity, other than an associated entity, as a corporation under this part, the church entity’s assets vest in the corporation.

‘**(2)** On the establishment of an associated entity as a corporation under this part, the following assets vest in the corporation—

- (a) for an associated entity of a religious institute—only the assets stated in the consent mentioned in section 9(2A);<sup>22</sup>
- (b) for another associated entity—only the assets stated in the request under section 9(3)(e).

---

<sup>22</sup> Section 9 (Request to incorporate church entity)

**‘Transfer of rights and liabilities**

**‘11B.** On the establishment of a church entity as a corporation under this part—

- (a) the rights and liabilities of the entity become the rights and liabilities of the corporation; and
- (b) a legal proceeding by or against the entity that has not been finished before the establishment may be continued and finished by or against the corporation.’.

**Amendment of s 16 (Request to establish existing church corporation under this part)**

**83.(1)** Section 16—

*insert—*

**‘(2A)** However, if the existing church corporation is a religious institute or an associated entity of a religious institute, a request for establishment may be made only if the religious institute’s competent authority who has jurisdiction for the State has given written consent to the making of the request.

**‘(2B)** The consent must be given to the bishop or Corporation of the Bishops making the request.’.

**(2)** Section 16(3)—

*insert—*

- ‘(d)** if the existing church corporation is a religious institute or an associated entity of a religious institute—be accompanied by a copy of the consent mentioned in subsection (2A).’.

**Amendment of s 21 (Establishment under this part does not affect legal personality etc.)**

**84.** Section 21—

*insert—*

**‘(4)** To remove doubt, it is declared that the assets held by the existing

church corporation immediately before its establishment under this part become, on the establishment, the assets of the corporation established under this part.’.

### **Amendment of s 33 (Request to dissolve entity)**

**85.(1)** Section 33(3)—

*omit, insert—*

‘(3) The request may be made only if—

- (a) dissolution of the entity accords with canon law; and
- (b) for an entity that is a religious institute or an associated entity of a religious institute—the religious institute’s competent authority who has jurisdiction for the State has given the person making the request written consent to the making of the request.’.

**(2)** Section 33(4)(e), ‘the Code of Canon Law’—

*omit, insert—*

‘canon law’.

**(3)** Section 33(4)—

*insert—*

- ‘(f) for an entity that is a religious institute or an associated entity of a religious entity—be accompanied by a copy of the consent mentioned in subsection (3)(b).’.

## **PART 12—AMENDMENT OF SECURITY PROVIDERS ACT 1993**

### **Act amended in pt 11**

**86.** This part amends the *Security Providers Act 1993*.

**Amendment of s 20 (Renewal of licence)**

**87.** Section 20—

*insert—*

‘(5) If an application is made under subsection (1) for the renewal of a licence and the chief executive has not, before the licence ends, decided whether to renew the licence, the licence is taken to continue in force until the day the chief executive renews, or refuses to renew, the licence.’

**Amendment of schedule (Disqualifying offence provisions under the Criminal Code)**

**88.** Schedule, part 1—

*insert—*

‘**3A.** Chapter 22 (Offences against morality)’.



**SCHEDULE 1****MINOR AMENDMENTS OF COOPERATIVES ACT  
1997**

section 22

**1. Section 10(3), after ‘Securities’—***insert—*

‘and Investments’.

**2. Section 11(2)(a), after ‘association’—***insert—*

‘or constitution or replaceable rules’.

**3. Section 16(3)(c), after ‘persons’—***insert—*

‘, or if a lesser number than 5 is prescribed under a regulation, not less than the prescribed number of persons,’.

**4. Section 19(1)(c)(ii), after ‘5’—**

‘, or if a lesser number than 5 is prescribed under a regulation, at least the prescribed number of,’.

**5. Section 66(1)(f), ‘dissolved’—***omit, insert—*

‘deregistered’.

## SCHEDULE 1 (continued)

**6. Section 68(3)(b), after ‘5’—***insert—*

‘, or if a lesser number than 5 is prescribed under a regulation, the prescribed number’.

**7. Section 72—***insert—*

‘(1A) The calculation of the amount of a particular member’s regular subscription may be based on the amount of business the member does with the cooperative.’.

**8. Section 133(1), after ‘section’ (second mention)—***insert—*

‘76<sup>23</sup> or’.

**9. Section 134(1), after ‘division’—***insert—*

‘or section 76(2)’.

**10. Section 135, ‘in the approved form’—***omit.***11. Section 149—***insert—*

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<sup>23</sup> Section 76 (Repayment of shares on expulsion)

## SCHEDULE 1 (continued)

‘(7) To remove any doubt, it is declared that this section does not apply to the issue of bonus shares to a member under section 266.<sup>24</sup>’.

**12. Section 198(1), ‘19 months’—**

*omit, insert—*

‘18 months’.

**13. Section 204(1), after ‘records’—**

*insert—*

‘within 28 days after the meeting’.

**14. Section 208(1)(b)(iii), ‘590, 591’—**

*omit, insert—*

‘344, 590’.

**15. Section 210(6), after ‘board’—**

*insert—*

‘within 28 days after the resolution is approved’.

**16. Section 221(1), after ‘sections’—**

*insert—*

‘344,’.

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<sup>24</sup> Section 266 (Distribution of surplus or reserves to members)

## SCHEDULE 1 (continued)

**17. Section 221(2)(c)—**

*omit.*

**18. Section 232, heading, ‘accounting’—**

*omit, insert—*

**‘financial’.**

**19. Section 232(1)(a), ‘accounting’—**

*omit, insert—*

**‘financial’.**

**20. Section 232(2)(a), ‘parts 3.6 and 3.7’—**

*omit, insert—*

**‘part 2F.3 or chapter 2M<sup>25</sup>’.**

**21. Section 232(2)(b), ‘parts 3.6 and 3.7’—**

*omit, insert—*

**‘chapter 2M’.**

**22. Section 252(a), after ‘cooperative’—**

*insert—*

**‘is authorised by its rules to accept money on deposit and’.**

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<sup>25</sup> Corporations Law, part 2F.3 (Inspection of books) and chapter 2M (Financial reports and audit)

## SCHEDULE 1 (continued)

**23. Section 259, after ‘members’—***insert—*

‘or employees’.

**24. Section 273(2), ‘person or’—***omit.***25. Section 273—***insert—*

‘(6) The registrar’s approval of the resolution may be given on conditions.’.

**26. Section 301(1)(c), after ‘association’—***insert—*

‘or constitution or replaceable rules’.

**27. Section 303(1), after ‘association’—***insert—*

‘or constitution or replaceable rules’.

**28. Section 315(2)(a), ‘164 and 166’—***omit, insert—*

‘128 and 129’.

**29. Section 330, ‘(except section 588G)’—***omit.*

## SCHEDULE 1 (continued)

**30. Section 330(2)(b), ‘289’—**

*omit, insert—*

‘286’.

**31. Section 344(2)(d), ‘dissolution’—**

*omit, insert—*

‘deregistration’.

**32. Section 367—**

*insert—*

- ‘(h) the address of the registered office of a non-participating cooperative registered under this part in the state or country in which it is registered, incorporated or formed; or
- (i) the name under which a non-participating cooperative registered under this part carries on business in the state or country in which it is registered, incorporated or formed;’.

**33. Section 381(d), ‘dissolved’—**

*omit, insert—*

‘deregistered’.

**34. Section 439(d), ‘dissolved’—**

*omit, insert—*

‘deregistered’.

## SCHEDULE 1 (continued)

**35. Section 446(2), ‘dissolution’—***omit, insert—*

‘deregistration’.

**36. Section 456(4)(f), after ‘Securities’—***insert—*

‘and Investments’.

**37. Section 463(3)(b), after ‘business’—***insert—*

‘or to the registered office of the foreign cooperative in its place of registration, incorporation or formation.’.

**38. Schedule 4, section 24(2)(a), ‘562’—***omit, insert—*

‘556’.

**SCHEDULE 2****MINOR AMENDMENTS OF ROMAN CATHOLIC  
CHURCH (INCORPORATION OF CHURCH  
ENTITIES) ACT 1994**

section 78

**1. Section 2—***omit.***2. Sections 11(1), 13, 18(1), 20, 27(1) and (2)(b) and 28(3)(a), ‘the Code  
of Canon Law’—***omit, insert—*

‘canon law’.