

Queensland



SUGAR INDUSTRY AMENDMENT ACT 2000

Act No. 25 of 2000

Queensland



SUGAR INDUSTRY AMENDMENT ACT 2000

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Queensland



Sugar Industry Amendment Act 2000

Act No. 25 of 2000

An Act to amend the *Sugar Industry Act 1999*, and for other purposes

[Assented to 27 June 2000]

The Parliament of Queensland enacts—**Short title**

1. This Act may be cited as the *Sugar Industry Amendment Act 2000*.

Commencement

- 2.(1) Schedule 3 is taken to have commenced on 21 December 1999.
- (2) Schedule 1, items 31, 32 and 35 are taken to have commenced immediately before 1 January 2000.
- (3) Sections 4 and 16 and schedule 1, items 1, 3 to 5, 17 to 26, 29, 33 and 34 commence on assent.
- (4) Schedule 2 commences on the dissolution day for the *Sugar Industry Act 1999*, section 229P.
- (5) The remaining provisions of this Act commence on a day to be fixed by proclamation.

Acts amended

- 3.(1) This Act, other than schedule 3, amends the *Sugar Industry Act 1999*.
- (2) Schedule 3 amends the *Primary Industry Bodies Reform Act 1999*.

Amendment of s 41 (Collective agreement—before the start of negotiations)

- 3A.(1) Section 41(1)—

insert—

- (e) the day before which notices in relation to individual agreements are required to be given to the mill suppliers' committee for the purposes of section 47(2) and (2A).'

(2) Section 41(4)—

omit, insert—

‘(4) However, the negotiating team may, without giving public notice, have preliminary discussions to decide the matters mentioned in subsection (1)(d) and (e).’.

Amendment of s 47 (Individual agreement entered by grower with mill owner)

4.(1) Section 47(2)—

omit, insert—

‘(2) A grower must give notice, as required under subsections (2A) to (2C), to the mill suppliers’ committee before a collective agreement is made for the mill, if the grower—

- (a) has entered into an individual agreement with the mill owner for all or part of any period to which the collective agreement will apply; or
- (b) has entered into an agreement, arrangement or understanding, written or unwritten, with the mill owner to enter an individual agreement with the mill owner for all or part of any period to which the collective agreement will apply (a **“prearrangement”**).

‘(2A) Notice must be given as follows—

- (a) for a prearrangement entered into before the committee started negotiating the collective agreement (the **“start”**) if the relevant individual agreement was not entered into before the start—within 14 days after the prearrangement was entered into;
- (b) for an individual agreement entered into before the start—within 14 days after the individual agreement was entered into;
- (c) for a prearrangement entered into after the start and before the collective agreement is made—the earlier of the following—
 - (i) the end of 5 days after the prearrangement was entered into;
 - (ii) the day mentioned in the notice published under section 41(1)(e) for the collective agreement (the **“published day”**);

- (d) for an individual agreement entered into after the start and before the collective agreement is made—the earlier of the following—
- (i) the end of 5 days after the individual agreement was entered into;
 - (ii) the published day.

‘**(2B)** Notice must be given in relation to an individual agreement as required under subsection (2A)(b), (c) or (d) even if notice in relation to the agreement has already been given under any paragraph of the subsection.’.

(2) Section 47—

insert—

‘**(2C)** Notice given by a grower under subsection (2) must state the following—

- (a) the period the individual agreement relates to or it is intended it will relate to;
- (b) the part of the grower’s cane production area the individual agreement relates to or it is intended it will relate to.’.

(3) Section 47(3), after ‘growers’—

insert—

‘before the collective agreement was made’.

(4) Section 47(5), after ‘Notice’—

insert—

‘given by a mill owner under subsection (3) or (4)’.

(5) Section 47(7), after ‘notice of an individual agreement’—

insert—

‘, including a prearrangement relating to it’.

Insertion of new ch 2, pt 5, div 1A

4A. After section 75—

insert—

‘Division 1A—Merging of mills

‘Declaration of day a merged mill is recognised

‘75A.(1) This section applies if works that are more than 1 existing mill become a single mill (the **“merged mill”**) under an arrangement between—

- (a) 1 or more owners of more than 1 existing mill (the **“existing mills”**); and
- (b) the mill suppliers’ committees established for the existing mills.

‘(2) The merged mill is established as a single mill for the purposes of this Act from the day the gazette notice mentioned in subsection (4) is published.

‘(3) For the purposes of the gazette notice, the parties to the arrangement mentioned in subsection (1) must give notice of the arrangement to the Minister.

‘(4) After receiving the notice, the Minister must publish a gazette notice declaring the merged mill to be a mill for the purposes of this Act.

‘Effect of merger on cane production areas

‘75B. From the establishment of existing mills as a merged mill, cane production areas that immediately before the establishment related to the existing mills become related to the merged mill.’.

Insertion of new s 80A

4B. After section 80—

insert—

‘Continuation of mill suppliers’ committee for particular purpose

‘80A.(1) On the closure of the closed mill, the mill suppliers’ committee continues to exist as provided for under subsections (2) to (4).

‘(2) Persons entitled to establish the committee from time to time are the persons (the “**previous growers**”) who held cane production areas—

- (a) that related to the closed mill before it closed; and
- (b) that included land from which cane is currently not being supplied to another mill under a cane production area relating to the other mill.

‘(3) For subsection (2), it is sufficient if the committee is established from time to time in a way the committee considers practicable to meet the requirements of the subsection.

‘(4) The function of the committee is to help the previous growers in their negotiations to obtain the grant of cane production areas relating to another mill for all or part of the land that was included in their cane production areas relating to the closed mill.

‘(5) The function under subsection (4) includes helping the previous growers to negotiate arrangements for the transport of cane.

‘(6) In this section—

“**another mill**” means—

- (a) a mill other than the closed mill; or
- (b) the closed mill subsequently reopened under a new owner.’.

Insertion of new s 107A

5. Chapter 4, part 1—

insert—

‘Review of sugar vesting scheme

‘**107A.(1)** The Minister must appoint a person to review the effectiveness of, and the need for the continuation, alteration or abolition of, the sugar vesting scheme established under chapter 3.

‘(2) The review must be started—

- (a) not later than 1 December 2006; or
- (b) if QSL asks for the review to be started on an earlier date—on the earlier date.

‘(3) The review must be completed not later than 31 December 2007.’.

Replacement of ss 111–122

6. Sections 111 to 122—

omit, insert—

‘Objective of corporation

‘111. The main objective of the corporation is to distribute the corporation’s assets to STL (Sugar Terminals Limited) and QSL (Queensland Sugar Limited) as expeditiously as possible.’.

Amendment of s 123 (General powers of corporation)

7. Section 123(5)(d) to (i) and (6)—

omit.

Omission of ss 124–127

8. Sections 124 to 127—

omit.

Insertion of new ch 4, pts 2A and 2B

9. Chapter 4—

insert—

‘PART 2A—QUEENSLAND SUGAR LIMITED

‘QSL does not represent the State

‘128A.(1) QSL does not represent the State.¹

‘(2) QSL can not make the State liable for the debts and obligations of QSL or any other person.

¹ QSL is a company limited by guarantee, established under the Corporations Law.

‘Application and non-application of certain Acts

‘128B.(1) To remove doubt, it is declared that—

- (a) QSL is not a statutory body for—
 - (i) the *Financial Administration and Audit Act 1977*; and
 - (ii) the *Statutory Bodies Financial Arrangements Act 1982*; and
- (b) QSL is not a unit of public administration under the *Criminal Justice Act 1989*.

‘(2) However—

- (a) in relation to the performance of its statutory functions or the exercise of its statutory powers, QSL is a public authority for—
 - (i) the *Parliamentary Commissioner Act 1974*; and
 - (ii) the *Freedom of Information Act 1992*; and
- (b) in relation to a document mentioned in section 228O(5),² QSL is a public authority for the Public Records Act if the document is a public record under the Act.

‘(3) In subsection (2)(b)—

“Public Records Act” means—

- (a) until the commencement of the *Public Records Act 2000*, section 14³—the *Libraries and Archives Act 1988*; or
- (b) from the commencement of the *Public Records Act 2000*, section 14—the *Public Records Act 2000*.

‘QSL’s constitution

‘128C.(1) QSL’s constitution must be consistent with this Act.

² Section 228O (Provisions facilitating transfer)

³ *Public Records Act 2000*, section 14 (Public authority must ensure particular records remain accessible)

‘(2) QSL must give the Minister and the authority notice of any proposed change to QSL’s constitution dealing with its purpose or function.

Note—

For the effect of a failure to give notice, see section 128W(1)(b).⁴

‘(3) QSL must give the notice before QSL’s board makes a decision on the proposed change.

‘(4) The Minister may approve the proposed change for the purpose of section 128W.

‘QSL’s board

‘**128D.(1)** QSL’s constitution must provide that at least 3 of QSL’s directors, other than the managing director or the chief executive officer, must—

- (a) have expertise in commodity marketing, finance, vesting, law or business administration; and
- (b) be independent of sugar industry representative bodies.

‘(2) For 3 years starting on QSL day, the chairperson of QSL must be a director who—

- (a) has recognised expertise in corporate governance; and
- (b) is independent of sugar industry representative bodies.

‘(3) In subsection (2)—

“**QSL day**” has the meaning given by section 229A.⁵

‘Audit of QSL

‘**128E.(1)** QSL must consult with the Auditor-General about the appointment of a registered company auditor to audit QSL.

⁴ Section 128W (Meaning of “moved out of the control of the Queensland sugar industry”)

⁵ Section 229A (Definitions for ch 7B)

‘(2) Each year, QSL must give a copy of its audited financial statements, and the auditor’s full report on the financial statements, to the Minister, the Auditor-General and the authority.

‘(3) The Minister, the Auditor-General or the authority must not disclose the financial statements or the report on the statements, or anything in the statements or the report, to any other entity.

‘(4) Subsection (3) does not prevent the Minister, the Auditor-General or the authority giving the report, for the purpose of this Act, to staff or consultants under their control.

‘(5) In this section—

“registered company auditor” means a registered company auditor under the Corporations Law.

‘Minister’s directions to QSL

‘**128F.(1)** The Minister may give written directions to QSL about the performance of its statutory functions and the exercise of its statutory powers.

‘(2) QSL must comply with the direction.

‘(3) The Minister may give a sugar price direction only if—

- (a) the Minister has given QSL notice of the Minister’s intention to give the direction; and
- (b) QSL has been given a reasonable opportunity to discuss the proposed direction with the Minister.

‘(4) The Minister may give any other type of direction only if—

- (a) the Minister is satisfied that exceptional circumstances exist justifying the Minister’s intervention in the public interest; and
- (b) the Minister has given QSL notice of the Minister’s intention to give the direction; and
- (c) QSL has been given a reasonable opportunity to discuss the proposed direction with the Minister.

‘(5) A direction—

- (a) must state the date from when it is to take effect; and

- (b) must be published in the gazette as soon as practicable after it is given; and
- (c) must be tabled in the Legislative Assembly within 14 sitting days after it is given.

‘(6) QSL may include in its next annual report—

- (a) the text of a direction given by the Minister; and
- (b) a statement of any effect that the direction has had, or is expected to have, on QSL’s operations.

‘(7) The Minister is not taken to be a director of QSL because of the existence, or the exercise, of the Minister’s power of direction.

‘(8) If QSL does not comply with the direction, the Minister must draw the matter to the attention of the Legislative Assembly.

‘(9) QSL is not entitled to compensation for any actual or prospective loss because of the Minister’s direction.

‘(10) In subsection (3)—

“**sugar price direction**” means a direction about the pricing of raw sugar for sale to domestic customers.

‘Minister may require information from QSL

‘128G.(1) The Minister may, by notice given to QSL, require QSL to give to the Minister or the authority information about the performance of its statutory functions or the exercise of its statutory powers.

‘(2) The notice must state the time within which the information is required to be given.

‘(3) QSL must comply with the notice.

‘PART 2B—THE SUGAR AUTHORITY***‘Division 1—Constitution and membership*****‘Establishment of authority**

‘128H.(1) The Sugar Authority is established.

‘(2) The authority—

- (a) is a body corporate; and
- (b) has a seal; and
- (c) may sue and be sued in its corporate name.

‘Judicial notice of corporation’s seal

‘128I. All courts and persons acting judicially are to take judicial notice of the corporation’s seal and are to presume the seal affixed to any document to have been duly affixed until the contrary is proved.

‘Membership

‘128J.(1) The authority consists of—

- (a) the commissioner, as chairperson; and
- (b) if the Governor in Council makes an appointment under subsection (2), the appointed members of the authority.

‘(2) The Governor in Council may from time to time appoint up to 3 other persons with expertise in commodity marketing, finance, vesting, law or business administration to be members of the authority.

‘(3) Each appointed member of the authority is appointed for the term decided by the Governor in Council.

‘Remuneration

‘128K. Appointed members of the authority are to be paid the fees and allowances decided by the Governor in Council.

‘Division 2—General provisions about the authority

‘Application of div 2

‘128L. This division applies only if the authority has appointed members.

‘Disqualifications for appointment

‘128M. A person is not qualified to be, or continue as, an appointed member of the authority if the person—

- (a) is an undischarged bankrupt or is taking advantage of the laws in force for the time being relating to bankrupt or insolvent debtors; or
- (b) is convicted of an indictable offence, whether on indictment or summarily; or
- (c) becomes incapable of performing the duties of a member because of physical or mental incapacity; or
- (d) holds an elected or appointed position in QSL or in a sugar industry representative body.

‘Vacation of office

‘128N.(1) The office of an appointed member of the authority becomes vacant if the member—

- (a) dies; or
- (b) resigns office by notice given to the Minister; or
- (c) is absent without the authority’s permission from 3 consecutive meetings of the authority of which due notice has been given; or
- (d) is no longer qualified to be a member.

‘(2) In this section—

“meeting” means the following—

- (a) if the member does not attend—a meeting with a quorum present;

- (b) if the member attends—a meeting with or without a quorum present.

‘Meetings of authority

‘**1280.(1)** The authority must meet as often as its chairperson decides is necessary.

‘**(2)** The authority may hold meetings, or allow members to take part in meetings, by using any technology allowing reasonably contemporaneous and continuous communication between members taking part in the meeting.

‘**(3)** A member who takes part in a meeting under subsection (2) is taken to be present at the meeting.

‘**(4)** Despite subsection (2), the chairperson of the authority may, in writing, refer a question requiring consideration by the authority to all the authority’s members.

‘**(5)** For subsection (4)—

- (a) a written decision of the members is taken to be a decision of the members at a duly constituted meeting of the authority; and
- (b) a reference using any technology for transmission to members is adequate reference in writing; and
- (c) a reply to a reference using any technology is an adequate written decision.

‘**(6)** The quorum at a meeting of the authority is a majority of the members present and voting.

‘**(7)** The chairperson, or in the absence of the chairperson, a member present at a meeting, must preside at a meeting of the authority.

‘**(8)** All questions at a meeting must be decided by a majority of votes of the members present.

‘**(9)** The member presiding at a meeting is to have a vote, and if there is an equality of votes, a second or casting vote.

‘**(10)** Subject to this Act, procedure at meetings of the authority is to be decided by the authority.

‘Member’s interest in a matter to be considered by the authority

‘128P.(1) If a member of the authority has an interest in a matter being considered, or about to be considered, by the authority, the member must disclose the nature of the interest to a meeting of the authority as soon as practicable after the relevant facts come to the member’s knowledge.

Maximum penalty—100 penalty units.

‘(2) The disclosure must be recorded in the minutes of the meeting of the authority.

‘(3) If the interest is a material personal interest, the member must not—

- (a) vote on the matter; or
- (b) vote on a proposed resolution (a **“related resolution”**) under subsection (4)(a) about the matter (whether in relation to the member or another member); or
- (c) be present while the matter, or a related resolution, is being considered by the authority; or
- (d) otherwise take part in any decision of the authority in relation to the matter or a related resolution.

Maximum penalty—100 penalty units.

‘(4) Subsection (3) does not apply to the matter if—

- (a) the authority has at any time passed a resolution that states—
 - (i) the member, interest and matter; and
 - (ii) that the members voting for the resolution are satisfied that the interest should not disqualify the member from considering or voting on the matter; or
- (b) if a quorum of the authority can not be formed because of subsection (3)—the Minister has given a written direction to that effect for the matter.

‘Division 3—Authority’s functions, powers and duties**‘Functions of authority**

‘128Q.(1) The authority’s main function is to monitor the performance of QSL in the exercise of its powers and the performance of its functions under this Act.

‘(2) The authority also has the function provided for in division 4.

‘General powers of authority

‘128R. The authority has all the powers of an individual and may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, dispose of, and deal with, property; and
- (c) appoint and act through agents and attorneys; and
- (d) do anything else necessary or convenient to be done for its functions.

‘Authority’s staff

‘128S. The authority may employ the persons, and engage the consultants and service providers, that it considers necessary.

‘Authority’s budget

‘128T.(1) The commissioner must prepare and give to the Minister a draft budget for the authority for each financial year in the form and when the Minister directs.

‘(2) The Minister must decide the authority’s budget for the financial year.

‘(3) Before the Minister decides the authority’s budget, the Minister must consult with QSL and sugar industry representative bodies.

‘(4) The authority’s budget is payable by QSL.

‘(5) The authority must authorise spending only under the budget decided by the Minister, unless the Minister otherwise directs.

‘Application of various public sector Acts

‘128U.(1) The authority is—

- (a) a statutory body for the *Statutory Bodies Financial Arrangements Act 1982* and the *Financial Administration and Audit Act 1977*; and
- (b) a unit of public administration under the *Criminal Justice Act 1989*.

‘(2) The *Statutory Bodies Financial Arrangements Act 1982*, part 2B⁶ states the way in which the authority’s powers under this Act are affected by the *Statutory Bodies Financial Arrangements Act 1982*.

‘Division 4—When authority can take over QSL’s functions and powers

‘Application of div 4

‘128V. This division applies only if the Minister is satisfied that QSL has moved out of the control of the Queensland sugar industry.

‘Meaning of “moved out of the control of the Queensland sugar industry”

‘128W.(1) QSL is taken to have “moved out of the control of the Queensland sugar industry” if any of the following happen—

- (a) QSL’s constitution is no longer consistent with this Act;
- (b) QSL changes a provision of its constitution dealing with its purpose or function without the Minister’s approval;
- (c) QSL becomes an externally-administered body corporate;

⁶ *Statutory Bodies Financial Arrangements Act 1982*, part 2B (Powers under this Act and relationship with other Acts)

- (d) QSL no longer has the required number of grower representatives and mill owners with the required voting power in QSL;
- (e) if QSL converts to a company limited by shares—
 - (i) QSL is listed on the Australian Stock Exchange; and
 - (ii) QSL no longer has the required number of grower representatives and mill owners with the required voting power.

‘(2) In this section—

“**externally-administered body corporate**” has the meaning given by the Corporations Law, section 9.⁷

“**required number**”, of grower representatives and mill owners, means a number of grower representatives and mill owners that is at least 75% of all the members, or shareholders, of QSL.

“**required voting power**”, in QSL, means the ability to freely exercise at least 75% of the total voting power associated with the membership, or shareholding, of QSL.

‘Minister’s directions to authority to take over QSL’s functions and powers

‘**128X.(1)** After consulting with sugar industry representative bodies, the Minister may give written directions to the authority to take over QSL’s functions and powers under this Act.

‘(2) If the direction is given, a reference to QSL in chapters, 2, 3 4, 6 and 7 is taken to be a reference to the authority.

⁷ Corporations Law, section 9 (Dictionary) provides—

‘“**externally-administered body corporate**” means a body corporate:

- (a) that is being wound up;
- (b) in respect of property of which a receiver, or a receiver and manager, has been appointed (whether or not by a court) and is acting;
- (c) that is under administration;
- (ca) that has executed a deed of company arrangement that has not yet terminated; or
- (d) that has entered into a compromise or arrangement with another person the administration of which has not been concluded;’.

‘(3) The direction—

- (a) must state the date from when it is to take effect; and
- (b) be published in the gazette as soon as practicable after it is given; and
- (c) be tabled in the Legislative Assembly within 14 sitting days after it is given.’.

Amendment of s 149 (Functions and powers of a cane production board)

10. Section 149(1)—

insert—

‘(ea)to make charges for services and facilities it provides;’.

Amendment of s 160 (Amalgamation)

10A.(1) Section 160(1), ‘if a single negotiating team is established for the mills’—

omit, insert—

‘if—

- (a) a single negotiating team is established for the mills; or
- (b) the mills merge into a single mill (the “**merged mill**”).

(2) Section 160(2)(b), after ‘were established’—

insert—

‘, or the merged mill’.

Amendment of s 161 (Other effects of amalgamation)

10B.(1) Section 161(8), after ‘is established’—

insert—

‘or the merged mill’.

(2) Section 161(9), ‘mentioned in section 160(1)’—

omit, insert—

‘established for the mill or mills for which the new board is established’.

(3) Section 161(9)(a), after ‘for the mills’—

insert—

‘or for the merged mill’.

(4) Section 161(9)(b), after ‘for the mills’—

insert—

‘or for the merged mill’.

Amendment of s 177 (General powers of a cane protection and productivity board)

11.(1) Section 177(1)—

insert—

‘(ca)make charges for services and facilities it provides; and’.

(2) Section 177—

insert—

‘(3) Subsection (1)(ca) does not limit, and is not limited by, section 180.⁸’.

Insertion of new ch 4, pt 5A

12. Chapter 4—

insert—

⁸ Section 180 (Regulation may levy a charge payable to a board)

‘PART 5A—REPLACEMENT CORPORATIONS FOR CANE PROTECTION AND PRODUCTIVITY BOARDS

‘Division 1—Interpretation and application

‘Definitions for pt 5A

‘183A. In this part—

“asset” of a board, means all assets of the board immediately before the board’s transfer day.

“board” means a cane protection and productivity board.

“eligible participant”, for a board, means—

- (a) each grower whose cane production area relates to a mill in the productivity area for which the board was established; and
- (b) each owner of a mill situated in the productivity area.

“liability” of a board, means all liabilities of the board immediately before the board’s transfer day.

“transfer day”, for a board, means the day approved by the Minister under section 183G for the transfer of the board’s assets and liabilities to a replacement corporation.

‘Application to transfers from more than 1 board

‘183B.(1) This division applies in relation to the following in the same way it applies to a transfer from a single board to a replacement corporation—

- (a) a transfer of assets and liabilities from more than 1 board to a single replacement corporation on the same transfer day;
- (b) a transfer of assets and liabilities from a board to a replacement corporation that, on the transfer day, already has received the assets and liabilities of another board under this part.

‘(2) For subsection (1), each provision of divisions 2 and 3 is applied separately to each board.

*Division 2—Steps to transfer and dissolution***Decision to transfer to non-statutory corporation**

183C. A cane protection and productivity board established under section 163 (the “**board**”) may decide to dissolve and transfer its assets and liabilities to a corporation—

- (a) that is not a statutory body; and
- (b) that will have an objective to enhance the productivity of the sugar industry by increasing the quantity and improving the quality of cane produced by crops grown in an area the board considers appropriate.

Things that must be decided for the transfer

183D. Under section 183C, the board must decide the following—

- (a) the day on which the board proposes to transfer its assets and liabilities (the “**proposed transfer day**”);
- (b) the corporation to which it will transfer its assets and liabilities (the “**replacement corporation**”).

Deciding the replacement corporation

183E. A board may decide a corporation will be its replacement corporation only if—

- (a) the corporation has, by notice to the board signed by an authorised person for the corporation, agreed to be the replacement corporation; and
- (b) the corporation is not—
 - (i) an industrial association; or
 - (ii) a public company that has a share capital; or
 - (iii) a cooperative that has a share capital; and
- (c) the corporation is a company limited by guarantee, a cooperative, an incorporated association or a public company; and

- (d) the board is satisfied that, on the transfer of the assets and liabilities—
 - (i) an objective of the corporation will be to enhance the productivity of the sugar industry by increasing the quantity and improving the quality of cane produced by crops grown in an area the board considers appropriate; and
 - (ii) having regard to the requirements and purposes of the transfer, the following will be appropriate—
 - (A) the corporation's constitution;
 - (B) the conditions under which each eligible participant may become a member of the corporation;
 - (C) the obligations, restrictions and rights that will attach to members of the corporation;
 - (D) the corporation's officers.

‘Notice of decision about replacement corporation

‘**183F.(1)** The board must give the Minister notice of its decision under section 183C.

‘**(2)** The notice must state the following—

- (a) the day the decision was made;
- (b) the proposed transfer day;
- (c) the replacement corporation's name;
- (d) the replacement corporation is not—
 - (i) an industrial association; or
 - (ii) a public company that has a share capital; or
 - (iii) a cooperative that has a share capital;
- (e) whether the replacement corporation is a company limited by guarantee, a cooperative, an incorporated association or a public company;
- (f) the board is satisfied that, on the transfer of the board's assets and liabilities to the replacement corporation—

- (i) an objective of the corporation will be to enhance the productivity of the sugar industry by increasing the quantity and improving the quality of cane produced by crops grown in an area the board considers appropriate; and
- (ii) having regard to the requirements and purposes of the transfer, the following will be appropriate—
 - (A) the corporation's constitution;
 - (B) the conditions under which each eligible participant may become a member of the corporation;
 - (C) the obligations, restrictions and rights that will attach to members of the corporation;
 - (D) the corporation's officers.

‘(3) The notice must be accompanied by a copy of the notice mentioned in section 183E(a).⁹

‘Minister’s decision

‘**183G.(1)** The Minister must consider the notice and may require information from the board.

‘(2) If the Minister considers that all requirements of this Act have been complied with for the transfer, the Minister must, by notice given to the board, approve the proposed transfer day, or another day after the proposed transfer, as the transfer day for the board.

‘(3) If the Minister does not consider that all the requirements for the transfer have been complied with, the Minister must, by notice given to the board, refuse to approve a transfer day and state the reasons for the refusal.

‘Transfer

‘**183H.** On the transfer day, all of the board’s assets and liabilities are transferred to, and become the assets and liabilities of, the replacement corporation.

⁹ Section 183E (Deciding the replacement corporation)

‘Dissolution

‘**183I.** On the transfer day, the board is dissolved and its productivity area is abolished.

‘Division 3—Provisions facilitating transfer**‘Exemption for cooperatives**

‘**183J.** If the replacement corporation is a cooperative, the *Cooperatives Act 1997*, section 268¹⁰ does not apply to the transfer of the board’s assets and liabilities to the replacement corporation.

‘Registration of transferred assets

‘**183K.(1)** A certificate signed by an authorised person for the replacement corporation is evidence of an asset having become an asset of the corporation on the transfer day if the certificate—

- (a) identifies the asset; and
- (b) states the asset was, immediately before the transfer day, an asset of the board; and
- (c) that, under this division, the asset became an asset of the replacement corporation on the transfer day.

‘**(2)** If the certificate is given to an entity with registration functions for assets of that kind under a law of the State, the entity must do the following as if the certificate were an appropriate instrument of transfer of the asset—

- (a) register the matter in the same way as transactions for assets of that kind;
- (b) deal with, and give effect to, the certificate.

Examples of an ‘entity with registration functions’—

- ASIC
- the registrar of titles.

¹⁰ *Cooperatives Act 1997*, section 268 (Acquisition and disposal of assets)

‘(3) Subsection (2) applies despite the Corporations Law, section 268 or the Corporations Law, chapter 7, part 7.13.¹¹

‘(4) A transfer of the asset to the replacement corporation may be registered or given effect to under the law of another State if—

- (a) the certificate is given to an entity with registration functions for assets of that kind under the other State’s law; and
- (b) the entity is permitted by law to do so.

‘References to board

‘**183L.** A reference to the board in an Act or document existing before its dissolution, from its dissolution has effect as if it were a reference to the replacement corporation, if the context permits.

‘Continuity of proceedings and matters

‘**183M.(1)** A proceeding that, if the board were not dissolved, might have been started or continued by or against the board, from the dissolution may be started or continued by or against the replacement corporation.

‘(2) All matters started by the board before its dissolution may be completed by the replacement corporation after the board’s dissolution.

‘Employees

‘**183N.** A person employed by the board immediately before the transfer day on the transfer day is taken to be employed by the replacement corporation on the same terms and conditions as before.

‘Officers cease holding office

‘**183O.(1)** Each person who, immediately before the transfer day, was an officer of the board goes out of office on the transfer day.

‘(2) No compensation is payable to a person because of subsection (1).

¹¹ Corporations Law, section 268 (Assignment and variation of charges) and chapter 7, part 7.13 (Title to, and transfer of, securities)

‘Division 4—Status of replacement corporation

‘Replacement corporation

‘183P. A replacement corporation is not a cane protection and productivity board for any purpose.’.

Amendment of s 193 (Functions of commissioner)

13. Section 193—

insert—

‘(g) to be a member of the authority;

(h) to act as the administrator of the corporation.’.

Amendment of s 198 (Commissioner’s budget)

14. Section 198—

insert—

‘(6) If the commissioner is appointed to act as the administrator of the corporation, the commissioner may ask the Minister to vary the budget.

‘(7) The Minister may vary the budget as requested, either with or without amendment.’.

Insertion of new s 227A and chs 7A and 7B

15. After section 227—

insert—

‘Numbering and renumbering of Act

‘227A. In the next reprint of this Act produced under the *Reprints Act 1992*, the provisions of this Act must be numbered and renumbered as permitted by the *Reprints Act 1992*, section 43.¹²

¹² *Reprints Act 1992*, section 43 (Numbering and renumbering of provisions)

‘CHAPTER 7A—DEALINGS WITH BULK SUGAR TERMINAL ASSETS AND LIABILITIES

‘PART 1—PRELIMINARY

‘Objects of ch 7A

‘228. The main objects of this chapter are—

- (a) to transfer assets and liabilities relating to bulk sugar terminals to the corporation; and
- (b) to transfer the assets and liabilities from the corporation to STL; and
- (c) to provide for shares in STL to be transferred to persons, including persons who, under the repealed Act, were particular assignment holders or lessees of assignments, and particular mill owners.

‘Definitions for ch 7A

‘228A. In this chapter—

“BST day” means the day fixed by the Minister under section 228E.

“commencement day” means the day on which the provision in which the term is used commences.

“corporation” means Queensland Sugar Corporation.

“port entity” means one of the following entities—

- (a) Bundaberg Port Authority established under the *Government Owned Corporations (Ports) Regulation 1995*;
- (b) Cairns Port Authority established under the *Government Owned Corporations (Ports) Regulation 1995*;
- (c) Mackay Port Authority established under the *Government Owned Corporations (Ports) Regulation 1995*;

- (d) Port of Brisbane Corporation established under the *Government Owned Corporations (Ports) Regulation 1994*;
- (e) Ports Corporation of Queensland established under the *Government Owned Corporations (Ports) Regulation 1994*;
- (f) Townsville Port Authority established under the *Government Owned Corporations (Ports) Regulation 1995*.

‘PART 2—TRANSFER OF ASSETS AND LIABILITIES TO CORPORATION

‘Definitions for pt 2

‘228B. In this part—

“BST asset” means an asset classified as a BST asset under section 228C.

“BST liability” means a liability classified as a BST liability under section 228C.

“joint gazette notice” means a gazette notice made jointly by the Minister and the Minister responsible for the administration of the *Transport Infrastructure Act 1994*.

“transferable BST asset” means a BST asset that is an asset of the State or a port entity.

“transferable BST liability” means a BST liability that is a liability of the State or a port entity.

“transferor”, of a transferred asset, means the entity whose asset the transferred asset was immediately before it was transferred to the corporation under this part.

“transferor”, of a transferred liability, means the entity whose liability the transferred liability was immediately before it was transferred to the corporation under this part.

“transferred asset” means a transferable BST asset transferred to the corporation under this part.

“transferred liability” means a transferable BST liability transferred to the corporation under this part.

‘Classification of BST assets and liabilities

‘228C.(1) The Minister, by 1 or more joint gazette notices, may classify—

- (a) assets (other than land, as opposed to improvements on land), whether of the State, a port entity or the corporation, as BST assets; and
- (b) liabilities, whether of the State, a port entity or the corporation, as BST liabilities.

‘(2) The first notice must be published before BST day.

‘(3) Any subsequent notice must be published within 1 year after BST day.

‘(4) To remove doubt, it is declared that subsection (1) does not—

- (a) authorise strategic port land of a port entity to be classified under a joint gazette notice, as opposed to improvements on the land, including, for example, a bulk sugar terminal, which may be classified under a joint gazette notice; or
- (b) affect the control the port entity has over the strategic port land.

‘(5) In this section—

“strategic port land”, of a port entity, means land that is its strategic port land under the *Transport Infrastructure Act 1994*, section 171.¹³

‘Vesting preserved

‘228D.(1) A BST asset that is an asset of the corporation immediately before the commencement day continues to be the asset of the corporation on and after the commencement day.

‘(2) A BST liability that is a liability of the corporation immediately

¹³ *Transport Infrastructure Act 1994*, section 171 (Approval of land use plans)

before the commencement day continues to be a liability of the corporation on and after the commencement day.

‘BST day

‘**228E.(1)** The Minister must, by gazette notice, fix a day to be BST day for this chapter.

‘(2) BST day must be within 1 year after the commencement day.

‘Transfer of transferable BST assets and liabilities

‘**228F.(1)** On and after BST day, the transferable BST assets and transferable BST liabilities are transferred to, and become the assets and liabilities of, the corporation, as provided for in subsections (2) and (3).

‘(2) If the transferable BST assets and transferable BST liabilities are classified under section 228C on or before BST day, they are transferred to, and become the assets and liabilities of, the corporation on BST day.

‘(3) If the transferable BST assets and transferable BST liabilities are classified under section 228C after BST day, they are transferred to, and become the assets and liabilities of, the corporation on the day of the gazette notice.

‘(4) The transfer of the assets and liabilities under this section has effect despite the provisions of any other law.

‘(5) The transfer of a liability of the State under this section discharges the State from the liability.

‘(6) The transfer of a liability of a port entity under this section discharges the port entity from the liability.

‘Consideration for transfer of BST assets

‘**228G.(1)** The assumption by the corporation of the transferable BST liabilities is part of the consideration for the transfer of the transferable BST assets.

‘(2) To the extent that the total market value of the transferable BST assets is more than the total value of the transferable BST liabilities, the

transferable BST assets are transferred to the corporation by way of gratuitous transfer.

‘Provisions facilitating transfer

‘228H.(1) The following apply for the purpose of the transferred assets or transferred liabilities (the **“relevant purpose”**)—

- (a) a reference in an instrument or an oral agreement, understanding or undertaking, so far as it applies to a transferred asset or transferred liability, to the transferor of the asset or liability is taken to be a reference to the corporation;
- (b) the relationship existing between the transferor and a person in relation to a transferred asset or transferred liability immediately before the transfer took effect continues between the corporation and the person after the transfer takes effect and gives rise to the same rights and liabilities as would have arisen if there had been no transfer;
- (c) a notice given by or to the transferor before the transfer took effect is, so far as it is referable to a transferred asset or transferred liability, taken to have been given to the corporation at the time it was given to or by the transferor;
- (d) the corporation is entitled to possession of all documents to which the transferor was entitled immediately before the transfer took effect that are referable, wholly or partly, to a transferred asset or transferred liability;
- (e) the corporation may execute an instrument transferring or otherwise dealing with a transferred asset or transferred liability in its own name;
- (f) the corporation is otherwise the successor in law of the transferor for the relevant purpose.

‘(2) Subsection (1) does not limit the other provisions of this part.

‘Legal proceedings

‘228I.(1) This section applies if a legal proceeding might have been continued or started by or against the transferor of a transferred asset or

transferred liability in relation to the asset or liability if there had been no transfer.

‘(2) The proceeding may be continued or started by or against the corporation.

‘(3) The corporation has the same rights and privileges as the transferor would have had if there had been no transfer.

‘(4) A document that could have been given in evidence by or against the transferor if there had been no transfer may be given in evidence by or against the corporation.

‘PART 3—TRANSFER OF ASSETS AND LIABILITIES TO STL

‘Definitions for pt 3

‘228J. In this part—

“**BST asset**” means—

- (a) an asset that was transferred to the corporation under part 2; or
- (b) an asset that continued to be an asset of the corporation under section 228D.

“**BST liability**” means—

- (a) a liability that was transferred to the corporation under part 2; or
- (b) a liability that continued to be a liability of the corporation under section 228D.

“**transfer day**” means the day fixed by the Minister under section 228K.

“**transferred asset**” means a BST asset transferred to STL under this part.

“**transferred liability**” means a BST liability transferred to STL under this part.

‘Transfer day

‘**228K.(1)** The Minister must, by gazette notice, fix a day to be the transfer day for this part.

‘(2) The transfer day must be within 1 year after BST day.

‘Transfer of BST assets and liabilities

‘**228L.(1)** On the transfer day, the BST assets and BST liabilities are transferred to, and become the assets and liabilities of, STL.

‘(2) The transfer of the assets and liabilities under this section has effect despite the provisions of any other law.

‘(3) The transfer of a liability under this section discharges the corporation from the liability.

‘Consideration for transfer of BST assets

‘**228M.(1)** The assumption by STL of the BST liabilities is part of the consideration for the transfer of the BST assets.

‘(2) The remainder of the consideration is the issue by STL of shares in itself to the corporation.

‘Issue of shares in STL

‘**228N.(1)** A regulation may provide for—

- (a) the number, and class, of shares to be issued for section 228M(2); and
- (b) the day on which STL must issue the shares.

‘(2) STL must issue the shares to the corporation as required under the regulation.

‘(3) This section has effect despite the Corporations Law.

‘Provisions facilitating transfer

‘228O.(1) The following apply for the purpose of the transferred assets or transferred liabilities (the “**relevant purpose**”)—

- (a) a reference in an instrument or an oral agreement, understanding or undertaking, so far as it applies to a transferred asset or transferred liability, to the corporation is taken to be a reference to STL;
- (b) the relationship existing between the corporation and a person in relation to a transferred asset or transferred liability immediately before the transfer took effect continues between STL and the person after the transfer takes effect and gives rise to the same rights and liabilities as would have arisen if there had been no transfer;
- (c) a notice given by or to the corporation before the transfer took effect is, so far as it is referable to a transferred asset or transferred liability, taken to have been given by or to STL at the time it was given by or to the corporation;
- (d) STL is entitled to possession of all documents to which the corporation was entitled immediately before the transfer took effect that are referable, wholly or partly, to a transferred asset or transferred liability;
- (e) STL may execute an instrument transferring or otherwise dealing with a transferred asset or transferred liability in its own name;
- (f) STL is otherwise the successor in law of the corporation for the relevant purpose.

‘(2) Subsection (1) does not limit the other provisions of this part.

‘Legal proceedings

‘228P.(1) This section applies if a legal proceeding might have been continued or started by or against the corporation in relation to a transferred asset or transferred liability if there had been no transfer.

‘(2) The proceeding may be continued or started by or against STL.

‘(3) STL has the same rights and privileges as the transferor would have had if there had been no transfer.

‘(4) A document that could have been given in evidence by or against the corporation if there had been no transfer may be given in evidence by or against STL.

‘PART 4—STL SHARE TRANSFERS BY CORPORATION

‘Division 1—Interpretation

‘Definitions for pt 4

‘228Q. In this part—

“**eligible person**” means a person who is an eligible person under the STL eligibility document.

“**share transfer day**” means the day appointed under a regulation under section 228N.¹⁴

“**STL eligibility document**” means a document prepared by STL, whether before or after the commencement of this section, that provides for—

- (a) the way an eligible person’s entitlement to STL shares is worked out; and
- (b) the way the corporation must give effect to the transfer of the shares to an eligible person.

“**STL shares**” means the shares in STL issued to the corporation under section 228N.

¹⁴ Section 228N (Issues of shares in STL)

‘Division 2—Transfer of STL shares**‘Corporation’s obligation to transfer STL shares to eligible persons**

‘228R.(1) The corporation must transfer STL shares only to persons who, immediately before the share transfer day, are eligible persons.

‘(2) A person is eligible to have STL shares transferred to them only if the person is, immediately before the share transfer day, an eligible person.

‘Entitlement to STL shares

‘228S.(1) STL must work out an eligible person’s entitlement to STL shares (**“share entitlement”**) under the STL eligibility document.

‘(2) A person may obtain a copy of the STL eligibility document from STL on payment of a fee.

‘(3) The fee must not be more than the reasonable cost of providing the document to the person.

‘Notice of STL’s decision on share entitlement

‘228T.(1) On the share transfer day, STL must tell the corporation of its decision on an eligible person’s share entitlement.

‘(2) Within 28 days after the share transfer day, STL must—

- (a) give notice to all eligible persons who gave STL information on their possible share entitlement—
 - (i) of STL’s decision on their share entitlement; and
 - (ii) stating how and when an eligible person may appeal against the decision to a Magistrates Court; and
- (b) publish in a newspaper circulating in the area, where cane was grown that was relevant to entitlements of eligible persons, a notice—
 - (i) stating that STL has made a decision on the share entitlements of eligible persons; and
 - (ii) inviting eligible persons to contact STL about their share

entitlements if they have not received notice from STL within the period stated in the newspaper notice; and

- (iii) stating that an eligible person may appeal against the decision to a Magistrates Court.

‘Transfer of STL shares

‘228U.(1) On, or as soon as practicable after, the share transfer day, the corporation must transfer to each eligible person the number of STL shares that STL has told the corporation under section 228T(1) the person is entitled to.

‘(2) The corporation must transfer the shares by gratuitous transfer.

Note—

The administrator of the corporation completes the distribution of the shares under chapter 7B part 4.

‘(3) The transfer of STL shares under this section has effect despite the other provisions of this Act or the provisions of any other law.

‘Division 3—Appeals

‘Appeal

‘228V.(1) A person who is dissatisfied with a decision made by STL regarding the person’s share entitlement may appeal to a Magistrates Court (**“the court”**) against the decision.

‘(2) A person—

- (a) can not appeal against the provision made in the STL eligibility document—
- (i) for deciding whether the person is an eligible person; or
- (ii) for the way in which the eligible person’s share entitlement is worked out; but
- (b) may appeal on the grounds that, having regard to the provisions of the STL eligibility document—

- (i) STL has incorrectly decided that the person is not an eligible person; or
- (ii) the number of shares allocated to the person was incorrect.

‘(3) Also, an eligible person can not appeal against the decision if—

- (a) STL, after the commencement of this section, asked the person in writing to give information about their share entitlement within a stated time; and
- (b) the person did not give STL the information within the stated time.

‘(4) The appeal is started by—

- (a) giving a notice of appeal stating the grounds to the clerk of the court; and
- (b) giving a copy of the notice to STL.

‘(5) An appeal must be started within 28 days after the latest of the following days—

- (a) the day the person is given notice of STL’s decision;
- (b) the day the person becomes aware of STL’s decision;
- (c) the date of assent.

‘(6) A person is taken to have become aware of STL’s decision when STL publishes notice of the decision in a newspaper under section 228T(2)(b).

‘(7) In deciding the appeal, the court—

- (a) is unaffected by the appealed decision; and
- (b) is not bound by the rules of evidence; and
- (c) must observe natural justice.

‘(8) In deciding the appeal, the court may confirm the appealed decision or set the appealed decision aside and make another decision.

‘(9) If the court makes another decision—

- (a) the decision can only order STL to issue shares or further shares to the person; and

(b) the court can not award damages against STL; and

(c) the decision is taken to be the decision of STL.

‘(10) However, a decision mentioned in subsection (9) can not be appealed against under this section.

‘(11) A party dissatisfied by the decision of the court may appeal to the District Court, but only on a question of law.

‘(12) In this section—

“**decision**” includes order.

‘Transfer of STL shares as a result of appeal

‘**228W.(1)** This section applies if, as a result of an appeal, the court orders STL to issue shares or further shares to an eligible person.

‘(2) STL must transfer the shares to the person by gratuitous transfer as soon as practicable or in accordance with the appeal decision.

‘(3) The transfer of STL shares under this section has effect despite the other provisions of this Act or the provisions of any other law.

‘PART 5—GENERAL

‘Chapter has effect despite agreements etc.

‘**228X.** This chapter has effect despite anything in any agreement, instrument or undertaking.

‘Chapter does not affect existing legal relationships

‘**228Y.** Nothing done under this chapter in relation to the State, a port entity, the corporation or STL (the “**entity**”)—

(a) makes the entity liable for a breach of a contract, trust or confidence or otherwise makes the entity guilty of a civil wrong;
or

- (b) places the entity in breach of a law of the State or an instrument prohibiting, regulating or restricting the assignment or transfer of an asset or liability or the disclosure of information; or
- (c) is taken to fulfil a condition—
 - (i) allowing a person to terminate an instrument or be released, wholly or partly, from an obligation or change the operation or effect of an instrument or obligation; or
 - (ii) requiring money to be paid, or anything else to be done, before its stated maturity; or
- (d) releases a surety or other obligee, wholly or partly, from an obligation.

‘Other conditions for transactions under chapter to be met

‘228Z.(1) This section applies if—

- (a) apart from this section, obtaining the advice or consent of, or giving notice to, a person would be necessary to give effect to a transfer or other transaction contemplated by this chapter; and
- (b) the advice, consent or notice is not required under this chapter.

‘(2) The advice is taken to have been obtained.

‘(3) The consent or notice is taken to have been given.

‘Minister’s directions

‘228ZA.(1) The Minister may give the corporation, a port entity or STL a written direction to give effect to—

- (a) the transfer of assets and liabilities to the corporation under part 2; or
- (b) the transfer of assets and liabilities to STL, and the issue by STL of shares in itself to the corporation, under part 3; or
- (c) the transfer of shares in STL by the corporation under part 4.

‘(2) The entity to whom the direction is given must comply with it.

‘(3) The direction must—

- (a) be published in the gazette as soon as practicable after it is given; and
- (b) be tabled in the Legislative Assembly within 14 sitting days after it is given.

‘(4) This section has effect despite the other provisions of this Act or the provisions of any other law.

‘CHAPTER 7B—DEALINGS WITH CORPORATION ASSETS AND LIABILITIES

‘PART 1—PRELIMINARY

‘Objects of ch 7B

‘229. The main objects of this chapter are—

- (a) to transfer corporation assets and liabilities to QSL; and
- (b) to appoint the commissioner to act as administrator of the corporation and to provide for its administration; and
- (c) to complete the distribution of STL shares received by the corporation; and
- (d) to dissolve the corporation.

‘Definitions for ch 7B

‘229A. In this chapter—

“**corporation**” means Queensland Sugar Corporation.

“**marketing asset**”, of the corporation, means an asset classified as a corporation marketing asset by a gazette notice under section 229B.

“**marketing liability**”, of the corporation, means a liability classified as a corporation marketing liability by a gazette notice under section 229B.

“**QSL day**” means the day fixed by the Minister under section 229C.

“**STL shares**” has the meaning given by section 228Q.

“**transferred asset**” means a marketing asset transferred to QSL under this chapter.

“**transferred liability**” means a marketing liability transferred to QSL under this chapter.

‘PART 2—TRANSFER OF ASSETS AND LIABILITIES FROM CORPORATION TO QSL

‘Classification of corporation marketing assets and liabilities

‘**229B.(1)** After consulting with the commissioner as administrator of the corporation, the Minister, by 1 or more gazette notices, may classify—

- (a) corporation assets as corporation marketing assets; and
- (b) corporation liabilities as corporation marketing liabilities.

‘**(2)** The first gazette notice must be published before QSL day.

‘**(3)** Any subsequent notice must be published within 1 year after the first notice.

‘QSL day

‘**229C.(1)** The Minister must, by gazette notice, fix a day to be QSL day for this chapter.

‘**(2)** QSL day must be within 6 months after the date of assent of the *Sugar Industry Amendment Act 2000*.

‘Transfer of marketing assets and liabilities

‘**229D.(1)** On and after QSL day, the corporation’s marketing assets and marketing liabilities are transferred to, and become the assets and liabilities of, QSL as provided for in subsections (2) and (3).

‘(2) If corporation marketing assets or liabilities are classified under section 229B on or before QSL day, they are transferred to, and become the assets and liabilities of, QSL on QSL day.

‘(3) If corporation marketing assets or liabilities are classified under section 229B after QSL day, they are transferred to, and become the assets and liabilities of, QSL on the day of the gazette notice.

‘(4) The transfer of the assets and liabilities under this section has effect despite the provisions of any other law.

‘(5) The transfer of a liability under this section discharges the corporation from the liability.

‘**Consideration for transfer of marketing assets**

‘**229E.(1)** The assumption by QSL of the corporation’s marketing liabilities is part of the consideration for the transfer of the marketing assets.

‘(2) To the extent that the total market value of the corporation’s marketing assets is more than the total value of the marketing liabilities, the marketing assets are transferred to QSL by way of gratuitous transfer.

‘**Provisions facilitating transfer**

‘**229F.(1)** The following apply for the purpose of the transferred assets or transferred liabilities (the “**relevant purpose**”)—

- (a) a reference in an instrument or an oral agreement, understanding or undertaking, so far as it applies to a transferred asset or transferred liability, to the corporation is taken to be a reference to QSL;
- (b) the relationship existing between the corporation and a person in relation to a transferred asset or transferred liability immediately before the transfer took effect continues between QSL and the person after the transfer takes effect and gives rise to the same rights and liabilities as would have arisen if there had been no transfer;
- (c) a notice given by or to the corporation before the transfer took effect is, so far as it is referable to a transferred asset or transferred liability, taken to have been given by or to QSL at the

time it was given by or to the corporation;

- (d) QSL is entitled to possession of all documents to which the corporation was entitled immediately before the transfer took effect that are referable, wholly or partly, to a transferred asset or transferred liability;
- (e) QSL may execute an instrument transferring or otherwise dealing with a transferred asset or transferred liability in its own name;
- (f) QSL is otherwise the successor in law of the corporation for the relevant purpose.

‘(2) Subsection (1) does not limit the other provisions of this part.

‘Legal proceedings

‘**229G.(1)** This section applies if a legal proceeding might have been continued or started by or against the corporation in relation to a transferred asset or transferred liability if there had been no transfer.

‘(2) The proceeding may be continued or started by or against QSL.

‘(3) QSL has the same rights and privileges as the corporation would have had if there had been no transfer.

‘(4) A document that could have been given in evidence by or against the corporation if there had been no transfer may be given in evidence by or against QSL.

‘Continuation of corporation directions, payment schemes and quality standards

‘**229H.(1)** A direction given by the corporation in force immediately before QSL day is taken on and after QSL day to be a direction given by QSL.

‘(2) A payment scheme established by the corporation in force immediately before QSL day is taken on and after QSL day to be established by QSL.

‘(3) A standard about sugar quality made by the corporation in force immediately before QSL day is taken on and after QSL day to be made by QSL.

‘PART 3—ADMINISTRATION

‘Division 1—General

‘Officers cease holding office

‘229I.(1) Each person who, immediately before the commencement of this section, was a member of the board of directors of the corporation goes out of office on the commencement.

‘(2) No compensation is payable to a person because of subsection (1).

‘Employees

‘229J.(1) A person employed by the corporation immediately before the commencement of this section becomes an employee of QSL on the commencement.

‘(2) Subsection (1) does not—

- (a) constitute a redundancy or retrenchment of the person’s employment by the corporation; or
- (b) entitle the person to a benefit or payment merely because the person is no longer employed by the corporation; or
- (c) interrupt the person’s continuity of service.

‘(3) For the Industrial Relations Act, the person’s period of employment with the corporation is taken to be an equivalent period of employment with QSL.

‘(4) Subject to the Industrial Relations Act, the person has the same employment rights against QSL that the person had against the corporation immediately before the commencement of this section.

‘(5) If an industrial instrument under the Industrial Relations Act bound the person and the corporation immediately before the commencement of this section, it binds the person and QSL.

‘(6) In this section—

“**employment rights**” includes existing and accruing rights to—

- (a) remuneration; and
- (b) recreation, long service, sick or other leave; and
- (c) superannuation or other benefits and entitlements.

“**Industrial Relations Act**” means the *Industrial Relations Act 1999*.

‘Division 2—Administrator

‘Appointment

‘**229K.(1)** The commissioner is appointed to act as the administrator of the corporation.

‘(2) The administrator holds office until—

- (a) the dissolution day; or
- (b) the office of commissioner becomes vacant under section 196.¹⁵

‘Administrator is corporation

‘**229L.** For all purposes of this Act, the administrator is the corporation.

‘Additional functions of administrator

‘**229M.(1)** The administrator has the following additional functions—

- (a) to identify the marketing assets and liabilities of the corporation and to transfer them to QSL;
- (b) to transfer BST assets and BST liabilities to STL;
- (c) to receive STL shares to the value of the BST assets transferred in consideration of the transfer of the assets to STL;

¹⁵ Section 196 (Vacation of office)

- (d) to complete the distribution of STL shares received under chapter 7A part 4 division 2;
- (e) to enter into arrangements with STL and QSL about the use of the corporation's assets.

‘(2) In subsection (1)(b)—

“**BST asset**” has the meaning given by section 228J.

“**BST liability**” has the meaning given by section 228J.

‘Minister’s directions to administrator

‘**229N.(1)** The Minister may give the administrator a written direction to ensure the distribution of STL shares is carried out.

‘(2) The administrator must comply with the direction.

‘(3) The direction must—

- (a) be published in the gazette as soon as practicable after it is given; and
- (b) be tabled in the Legislative Assembly within 14 sitting days after it is given.

‘PART 4—DISTRIBUTION OF STL SHARES AND DISSOLUTION OF CORPORATION

‘Distribution

‘**229O.(1)** The administrator must distribute the STL shares under section 228U¹⁶ by way of gratuitous transfer.

‘(2) As soon as practicable after the shares have been distributed, the administrator must give the Minister notice (“**completion notice**”) that the distribution has been completed.

¹⁶ Section 228U (Transfer of STL shares)

‘Dissolution day

‘229P.(1) If the Minister receives a completion notice, the Minister must, by gazette notice, fix a day (the **“dissolution day”**) for the dissolution of the corporation.

‘(2) The corporation—

- (a) continues in existence under this Act until the dissolution day; and
- (b) is dissolved on the dissolution day.

‘PART 5—GENERAL**‘Chapter has effect despite agreements etc.**

‘229Q. This chapter has effect despite anything in any agreement, instrument or undertaking.

‘Chapter does not affect existing legal relationships

‘229R. Nothing done under this chapter in relation to the corporation or QSL (the **“entity”**)—

- (a) makes the entity liable for a breach of a contract, trust or confidence or otherwise makes the entity guilty of a civil wrong; or
- (b) places the entity in breach of a law of the State or an instrument prohibiting, regulating or restricting the assignment or transfer of an asset or liability or the disclosure of information; or
- (c) is taken to fulfil a condition—
 - (i) allowing a person to terminate an instrument or be released, wholly or partly, from an obligation or change the operation or effect of an instrument or obligation; or
 - (ii) requiring money to be paid, or anything else to be done, before its stated maturity; or

- (d) releases a surety or other obligee, wholly or partly, from an obligation.

‘Other conditions for transactions under chapter to be met

‘229S.(1) This section applies if—

- (a) apart from this section, obtaining the advice or consent of, or giving notice to, a person would be necessary to give effect to a transfer or other transaction contemplated by this chapter; and
- (b) the advice, consent or notice is not required under this chapter.

‘(2) The advice is taken to have been obtained.

‘(3) The consent or notice is taken to have been given.’.

Amendment of ch 8 (Amendments, repeals and transitional provisions)

16.(1) Chapter 8, heading—

omit, insert—

‘CHAPTER 8—TRANSITIONAL PROVISIONS’.

(2) Chapter 8, part 1—

omit.

(3) Chapter 8, part 2, heading—

omit, insert—

**‘PART 1—TRANSITIONAL PROVISIONS FOR
ACT No. 51 of 1999’.**

(4) Chapter 8, part 1—

insert—

‘Division 11A—Mill suppliers’ committees

‘References to a mill suppliers’ committee

‘256A.(1) This section applies in relation to a mill suppliers’ committee from the commencement of section 4.

‘(2) A reference in this Act to a mill suppliers’ committee for a mill is taken to include, and to always have included, a reference to the persons who continued to meet as the mill suppliers’ committee in a continuation of the membership of the mill suppliers’ committee—

- (a) established for the mill under the *Primary Producers’ Organisation and Marketing Act 1926*; and
- (b) in existence immediately before the commencement of the *Primary Industry Bodies Reform Act 1999*, section 55.¹⁷

‘(3) Subsection (2) applies to the mill suppliers’ committee until the first of the following happens—

- (a) its term of office as stated for the appointment of its members expires;
- (b) growers elect a replacement committee.

‘(4) Subsections (2) and (3) apply despite the *Primary Industry Bodies Reform Act 1999*, section 55.’.

(5) Chapter 8, after section 266—
insert—

**‘PART 2—TRANSITIONAL PROVISIONS FOR
SUGAR INDUSTRY AMENDMENT ACT 2000**

‘Compliance with notice requirements

‘267.(1) Subsection (2) applies if before the relevant commencement—

- (a) a grower has given a notice mentioned in the previous section 47(2) to a mill suppliers’ committee about an individual

¹⁷ *Primary Industry Bodies Reform Act 1999*, section 55 (Dissolution on transfer day)

agreement the grower intended to enter with a mill owner before a collective agreement was made by the mill suppliers' committee; and

- (b) the notice would have complied with the requirements of section 47(2A)¹⁸ if the relevant commencement had happened before the notice was given.

‘(2) The notice is taken to be, and to always have been, sufficient compliance with previous sections 47(2) and (5).

‘(3) Subsection (4) applies if before the relevant commencement a grower has failed to give a notice as required under the previous sections 47(2) and (5) to a mill suppliers' committee about an individual agreement the grower intended to enter with a mill owner before a collective agreement was made by the mill suppliers' committee.

‘(4) Despite the previous section 47(7), the previous section 47(7) is taken to be, and to always have been, of no effect in relation to the failure.

‘(5) Subsections (3) and (4) do not limit subsections (1) and (2).

‘(6) Subsection (7) applies if before the relevant commencement, a grower failed to give to a mill suppliers' committee, before a collective agreement was made by the committee, notice as required under the previous section 47 of an individual agreement the grower intended to enter with a mill owner after the collective agreement was made.

‘(7) Despite the previous section 47, the failure to give notice is taken to be, and to always have been, of no effect for any purpose of this Act.

‘(8) A reference in previous section 47(3) to individual agreements a mill owner has entered with growers is taken to have always been a reference to individual agreements entered with growers before the collective agreement mentioned in the subsection was made.

‘(9) A reference in this section to the previous section 47, or a provision of that section, is a reference to the section or provision as it existed before the relevant commencement.

¹⁸ Section 47 (Individual agreement entered by grower with mill owner)

‘(10) In this section—

“**relevant commencement**” means the commencement of the *Sugar Industry Amendment Act 2000*, section 4.’

Amendment of sch 2 (Dictionary)

17.(1) Schedule 2, definition “**mill supplier’s committee**”—
omit.

(2) Schedule 2—
insert—

‘ “**appointed member**”, for the authority, means each member of the authority other than the commissioner.

“**authority**” means the Sugar Authority established under section 128H.

“**eligible person**”, for chapter 7A, part 4, see section 228Q.

“**industrial association**” means an industrial association as defined in the *Industrial Relations Act 1999*, section 102.

“**mill suppliers’ committee**” means—

(a) generally—

- (i) a mill suppliers’ committee established for a mill by the majority of growers whose cane production areas relate to the mill; or
- (ii) a corporation, including a replacement corporation mentioned in the *Primary Industry Bodies Reform Act 1999*, section 42(1)(c), that the majority of growers whose cane production areas relate to a mill decide is the mill suppliers’ committee established for the mill; or

(b) if—

- (i) more than 1 mill has merged into a single mill; and
- (ii) after the merger, the mill suppliers’ committees established for the merging mills before the merger (the “**previous committees**”) continue to operate;

the committee consisting of the previous committees acting jointly; or

- (c) in relation to a mill, or an entity established under this Act for a mill or a supply agreement made for a mill or with a mill owner—the mill suppliers’ committee mentioned in paragraph (a) or (b) established for, or relating to, the mill.

“**QSL**” means Queensland Sugar Limited ACN 090 152 211.

“**STL**” means Sugar Terminals Limited ACN 084 059 601.’.

SCHEDULE 1

CONSEQUENTIAL AND MINOR AMENDMENTS

section 3(1)

1. After section 4—

insert—

‘Notes in text

‘4A. A note in the text of this Act is part of the Act.’

2. Sections 49(3), 89(3), 90, 96(1), 97(2) and (4), 98(1), (3), (4), (6), (7)(a), (b) and (d), (8) and (9), 99(1), (3) and (4)(b) and (c), 100(1), (2)(a) to (f), (3) and (4), 101(4), 102(1), (2) and (3), 103(1), (2), (5), (7) and (8), 146(3), (4) (2nd mention), (6), (8) (2nd mention), (9)(b) (2nd mention), (11) (1st and 3rd mention) and (12), 197(2), 198(3) and (4), 213, 214, 215, 216 and 224(2), and schedule 2, definitions “industry participant”, paragraph (a)(iv), “payment scheme”, “raw sugar equivalent” and “sugar”, paragraph (b), ‘the corporation’—

omit, insert—

‘QSL’.

3. Section 57(2), ‘47(1) or (4)’—

omit, insert—

‘47(2) and (3) or 47(4)’.

4. Section 57(7), ‘48’—

omit, insert—

‘48(6)’.

SCHEDULE 1 (continued)

5. Section 57(7), after ‘mill’—*insert—*

‘under the collective agreement’.

6. Section 96, heading, ‘corporation’—*omit, insert—*

‘QSL’.

7. Section 97, heading, ‘Corporation’—*omit, insert—*

‘QSL’.

8. Sections 97(1) and (5), 98(2), (5) and (7), 99(2) and (7), 100(2), 101(1) and (5), 102(2) and 103(5), ‘The corporation’—*omit, insert—*

‘QSL’.

9. Sections 98(3)(b) and (4) and 102(1)(b), ‘the corporation’s’—*omit, insert—*

‘QSL’s’.

10. Section 102, heading ‘Corporation’s’—*insert—*

‘QSL’s’.

SCHEDULE 1 (continued)

11. Section 102(1)(b), ‘functions, including the commissioner’s budget’—

omit, insert—

‘statutory functions, including the budgets of the authority, the BSES and the commissioner’.

12. Sections 105(1), 106(1) and 107(1)—

insert—

‘(aa)the authority;’.

13. Chapter 4, part 2, division 1, heading—

omit.

14. Section 146(3), ‘(the “corporation portion”)’—

omit, insert—

‘(“QSL’s portion”)’.

15. Section 146(4), (9)(b), (10) and (11), ‘the corporation portion’—

omit, insert—

‘QSL’s portion’.

16. Section 146(8), ‘The corporation portion’—

omit, insert—

‘QSL’s portion’.

17. Section 161(2), ‘and rights’

omit.

SCHEDULE 1 (continued)

18. Section 161(3), ‘and obligations’—

omit.

19. Sections 177(1) and 180(1), ‘production’—

omit, insert—

‘protection’.

20. Section 182(1), ‘, on the date’—

omit.

21. Section 182(1)(a), ‘and rights’—

omit.

22. Section 182(1)(b), ‘and obligations’—

omit.

23. Section 182(2), ‘on and from the date it is dissolved,’—

omit, insert—

‘from its dissolution’.

24. Section 182(4), ‘the date on which it is dissolved, on and from that date’—

omit, insert—

‘its dissolution from its dissolution’.

25. Section 182—

insert—

SCHEDULE 1 (continued)

‘(5) Persons employed or engaged by the old board immediately before it is dissolved are taken, from its dissolution, to be employed or engaged by the new board on the same terms and conditions as before.’.

26. Section 204(1)(e), ‘by’—

omit, insert—

‘with’.

27. Section 216(2), ‘section 106(1)⁶⁹’—

omit, insert—

‘section 128F(1)¹⁹’.

28. Section 225(8), ‘127 or’—

omit.

29. Section 230, heading, ‘pt 2’—

omit, insert—

‘pt 1’.

30. Section 230, definition “repealed Act”—

omit.

31. Section 235, heading ‘agreements’—

omit, insert—

‘contracts’.

¹⁹ Section 128F (Minister’s directions to QSL)

SCHEDULE 1 (continued)

32. Section 235 ‘agreement mentioned in section 130’—*omit, insert—*

‘contract mentioned in section 130(2).’

33. Section 246, ‘Act to the corporation before’—*omit, insert—*

‘Act before’.

34. Section 266—*omit.***35. Schedule 1, amendment of *Transport Operations (Road Use Management) Act 1995*, ‘Schedule 3’—***omit, insert—*

‘Schedule 4’.

36. Schedule 2, dictionary, definitions “appointed director” and “repealed Act”—*omit, insert—*

‘ “**appointed director**”, for the BSES, means each director of the BSES other than the BSES’s executive officer.

“**repealed Act**” means the *Sugar Industry Act 1991*.’.

SCHEDULE 2**AMENDMENTS ON DISSOLUTION DAY**

section 3(1)

1. Chapter 4, part 2, heading—*omit.***2. Sections 105(1)(a), 106(1)(a) and 107(1)(a)—***omit.***3. Sections 108 to 111, 123 and 128—***omit.***4. Section 193(h)—***omit.***5. Sections 233, heading, 239(3), 241(1), 242, 243, 244, 246, 247, 248, 261(1), 264, heading, and 265, ‘corporation’—***omit, insert—*

‘Queensland Sugar Corporation’.

6. Section 264(2)(a) (1st mention), ‘corporation’—*omit, insert—*‘Queensland Sugar Corporation (the “**corporation**”)’.

SCHEDULE 2 (continued)

7. Schedule 2, definition “corporation”—

omit.

8. Schedule 2—

insert—

- ‘ **“Queensland Sugar Corporation”** means the Queensland Sugar Corporation mentioned as being established under section 108 as originally enacted.’.

SCHEDULE 3**AMENDMENT OF PRIMARY INDUSTRY BODIES
REFORM ACT 1999**

section 3(2)

1. Section 12(1)(d), ‘company; and’—*omit, insert—*

‘company.’.

2. Section 43, ‘immediately before the transfer day’—*omit, insert—*

‘from time to time’.

3. Section 45(1)(a), after ‘liability’—*insert—*

‘, including, for example, to an agent or employee of the body’.

4. After section 51—*insert—***‘Reimbursement of employment liabilities from trust property****‘51A.(1)** This section applies if—

- (a) under section 51, a person becomes an employee of the replacement corporation; and
- (b) the former employer mentioned in section 51 was a secondary body of the Queensland Cane Growers’ Organisation.

SCHEDULE 3 (continued)

‘(2) The person is taken to be, and to have been, employed by the replacement corporation as trustee in relation to the trust created under section 44 for the secondary body’s assets until—

- (a) the replacement corporation decides otherwise; or
- (b) the employment is terminated; or
- (c) the replacement corporation ceases to be the trustee of the trust; or
- (d) the trust is terminated.

‘(3) The *Trusts Act 1973*, section 72,²⁰ applies to the property subject to the trust from time to time for any liability of the replacement corporation in relation to the employment.’.

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²⁰ *Trusts Act 1973*, section 72 (Reimbursement of trustee out of trust property)