

Queensland



SUGAR INDUSTRY AMENDMENT BILL 2000

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AMENDMENT OF PRIMARY INDUSTRY BODIES REFORM ACT 1999		

2000

A BILL

FOR

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

The Parliament of Queensland enacts—

1

Short title

2

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

3

Commencement

4

Clause **2.(1)** Schedule 3 is taken to have commenced on 21 December 1999.

5

(2) Schedule 1, items 31, 32 and 35 are taken to have commenced immediately before 1 January 2000.

6

7

(3) Sections 4 and 16 and schedule 1, items 1, 3 to 5, 17 to 26, 29, 33 and 34 commence on assent.

8

9

(4) Schedule 2 commences on the dissolution day for the *Sugar Industry Act 1999*, section 229P.

10

11

(5) The remaining provisions of this Act commence on a day to be fixed by proclamation.

12

13

Acts amended

14

Clause **3.(1)** This Act, other than schedule 3, amends the *Sugar Industry Act 1999*.

15

16

(2) Schedule 3 amends the *Primary Industry Bodies Reform Act 1999*.

17

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

18

19

Clause **4.(1)** Section 47(2), ‘intends to enter’—

20

omit, insert—

21

‘has entered, or intends to enter before the collective agreement is made,’

22

(2) Section 47—

23

insert—

24

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‘(2A) Notice given by a grower under subsection (2) must state the following—	1 2
(a) the period the individual agreement relates to or it is intended it will relate to;	3 4
(b) the part of the grower’s cane production area the individual agreement relates to or it is intended it will relate to.’.	5 6
(3) Section 47(3), after ‘growers’— ‘before the collective agreement was made’.	7 8
(4) Section 47(5), after ‘Notice’— <i>insert</i> — ‘given by a mill owner under subsection (3) or (4)’.	9 10 11
(5) Section 47(7), ‘as required under subsections (2) to (5)’— <i>omit, insert</i> — ‘by a mill owner as required under subsections (3) to (5)’.	12 13 14
Insertion of new s 107A	15
Clause 5. Chapter 4, part 1— <i>insert</i> —	16 17
‘Review of sugar vesting scheme	18
‘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.	19 20 21
‘(2) The review must be started—	22
(a) not later than 1 December 2006; or	23
(b) if QSL asks for the review to be started on an earlier date—on the earlier date.	24 25
‘(3) The review must be completed not later than 31 December 2007.’.	26

Sugar Industry Amendment

	Replacement of ss 111–122	1
Clause	6. Sections 111 to 122—	2
	<i>omit, insert—</i>	3
	‘Objective of corporation	4
	‘111. The main objective of the corporation is to distribute the	5
	corporation’s assets to STL (Sugar Terminals Limited) and QSL	6
	(Queensland Sugar Limited) as expeditiously as possible.’.	7
	 Amendment of s 123 (General powers of corporation)	 8
Clause	7. Section 123(5)(d) to (i) and (6)—	9
	<i>omit.</i>	10
	 Omission of ss 124–127	 11
Clause	8. Sections 124 to 127—	12
	<i>omit.</i>	13
	 Insertion of new ch 4, pts 2A and 2B	 14
Clause	9. Chapter 4—	15
	<i>insert—</i>	16
	 ‘PART 2A—QUEENSLAND SUGAR LIMITED	 17
	 ‘QSL does not represent the State	 18
	‘128A.(1) QSL does not represent the State. ¹	19
	‘(2) QSL can not make the State liable for the debts and obligations of	20
	QSL or any other person.	21

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

‘Application and non-application of certain Acts	1
‘128B.(1) To remove doubt, it is declared that—	2
(a) QSL is not a statutory body for—	3
(i) the <i>Financial Administration and Audit Act 1977</i> ; and	4
(ii) the <i>Statutory Bodies Financial Arrangements Act 1982</i> ; and	5
(b) QSL is not a unit of public administration under the <i>Criminal Justice Act 1989</i> .	6
‘(2) However—	8
(a) in relation to the performance of its statutory functions or the exercise of its statutory powers, QSL is a public authority for—	9
(i) the <i>Parliamentary Commissioner Act 1974</i> ; and	10
(ii) the <i>Freedom of Information Act 1992</i> ; and	11
(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.	12
‘(3) In subsection (2)(b)—	13
“Public Records Act” means—	14
(a) until the commencement of the <i>Public Records Act 2000</i> , section 14 ³ —the <i>Libraries and Archives Act 1988</i> ; or	15
(b) from the commencement of the <i>Public Records Act 2000</i> , section 14—the <i>Public Records Act 2000</i> .	16
‘QSL’s constitution	17
‘128C.(1) QSL’s constitution must be consistent with this Act.	18
‘(2) QSL must give the Minister and the authority notice of any proposed change to QSL’s constitution dealing with its purpose or function.	19
	20
	21
	22
	23
	24
	25

² Section 228O (Provisions facilitating transfer)

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

Sugar Industry Amendment

<i>Note—</i>	1
For the effect of a failure to give notice, see section 128W(1)(b). ⁴	2
‘(3) QSL must give the notice before QSL’s board makes a decision on the proposed change.	3 4
‘(4) The Minister may approve the proposed change for the purpose of section 128W.	5 6
‘QSL’s board	7
‘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—	8 9 10
(a) have expertise in commodity marketing, finance, vesting, law or business administration; and	11 12
(b) be independent of sugar industry representative bodies.	13
‘(2) For 3 years starting on QSL day, the chairperson of QSL must be a director who—	14 15
(a) has recognised expertise in corporate governance; and	16
(b) is independent of sugar industry representative bodies.	17
‘(3) In subsection (2)—	18
“QSL day” has the meaning given by section 229A. ⁵	19
‘Audit of QSL	20
‘128E.(1) QSL must consult with the Auditor-General about the appointment of a registered company auditor to audit QSL.	21 22
‘(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.	23 24 25

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

⁵ Section 229A (Definitions for ch 7B)

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- ‘(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. 1
2
3
- ‘(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. 4
5
6
- ‘(5) In this section— 7
- “**registered company auditor**” means a registered company auditor under the Corporations Law. 8
9
- ‘Minister’s directions to QSL** 10
- ‘128F.(1) The Minister may give written directions to QSL about the performance of its statutory functions and the exercise of its statutory powers. 11
12
13
- ‘(2) QSL must comply with the direction. 14
- ‘(3) The Minister may give a sugar price direction only if— 15
- (a) the Minister has given QSL notice of the Minister’s intention to give the direction; and 16
17
 - (b) QSL has been given a reasonable opportunity to discuss the proposed direction with the Minister. 18
19
- ‘(4) The Minister may give any other type of direction only if— 20
- (a) the Minister is satisfied that exceptional circumstances exist justifying the Minister’s intervention in the public interest; and 21
22
 - (b) the Minister has given QSL notice of the Minister’s intention to give the direction; and 23
24
 - (c) QSL has been given a reasonable opportunity to discuss the proposed direction with the Minister. 25
26
- ‘(5) A direction— 27
- (a) must state the date from when it is to take effect; and 28
 - (b) must be published in the gazette as soon as practicable after it is given; and 29
30

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- (c) must be tabled in the Legislative Assembly within 14 sitting days after it is given. 1
2
- ‘(6) QSL may include in its next annual report— 3
- (a) the text of a direction given by the Minister; and 4
- (b) a statement of any effect that the direction has had, or is expected to have, on QSL’s operations. 5
6
- ‘(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. 7
8
- ‘(8) If QSL does not comply with the direction, the Minister must draw the matter to the attention of the Legislative Assembly. 9
10
- ‘(9) QSL is not entitled to compensation for any actual or prospective loss because of the Minister’s direction. 11
12
- ‘(10) In subsection (3)— 13
- “**sugar price direction**” means a direction about the pricing of raw sugar for sale to domestic customers. 14
15
- ‘Minister may require information from QSL** 16
- ‘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. 17
18
19
- ‘(2) The notice must state the time within which the information is required to be given. 20
21
- ‘(3) QSL must comply with the notice. 22

‘PART 2B—THE SUGAR AUTHORITY

1

‘Division 1—Constitution and membership

2

‘Establishment of authority

3

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

4

‘(2) The authority—

5

(a) is a body corporate; and

6

(b) has a seal; and

7

(c) may sue and be sued in its corporate name.

8

‘Judicial notice of corporation’s seal

9

‘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.

10

11

12

‘Membership

13

‘128J.(1) The authority consists of—

14

(a) the commissioner, as chairperson; and

15

(b) if the Governor in Council makes an appointment under subsection (2), the appointed members of the authority.

16

17

‘(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.

18

19

20

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

21

22

‘Remuneration

23

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

24

25

<i>‘Division 2—General provisions about the authority</i>	1
‘Application of div 2	2
‘128L. This division applies only if the authority has appointed members.	3 4
‘Disqualifications for appointment	5
‘128M. A person is not qualified to be, or continue as, an appointed member of the authority if the person—	6 7
(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	8 9 10
(b) is convicted of an indictable offence, whether on indictment or summarily; or	11 12
(c) becomes incapable of performing the duties of a member because of physical or mental incapacity; or	13 14
(d) holds an elected or appointed position in QSL or in a sugar industry representative body.	15 16
‘Vacation of office	17
‘128N.(1) The office of an appointed member of the authority becomes vacant if the member—	18 19
(a) dies; or	20
(b) resigns office by notice given to the Minister; or	21
(c) is absent without the authority’s permission from 3 consecutive meetings of the authority of which due notice has been given; or	22 23
(d) is no longer qualified to be a member.	24
‘(2) In this section—	25
“meeting” means the following—	26
(a) if the member does not attend—a meeting with a quorum present;	27

- (b) if the member attends—a meeting with or without a quorum present. 1
2

‘Meetings of authority’ 3

‘**1280.(1)** The authority must meet as often as its chairperson decides is necessary. 4
5

‘**(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. 6
7
8
9

‘**(3)** A member who takes part in a meeting under subsection (2) is taken to be present at the meeting. 10
11

‘**(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. 12
13
14

‘**(5)** For subsection (4)— 15

(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 16
17

(b) a reference using any technology for transmission to members is adequate reference in writing; and 18
19

(c) a reply to a reference using any technology is an adequate written decision. 20
21

‘**(6)** The quorum at a meeting of the authority is a majority of the members present and voting. 22
23

‘**(7)** The chairperson, or in the absence of the chairperson, a member present at a meeting, must preside at a meeting of the authority. 24
25

‘**(8)** All questions at a meeting must be decided by a majority of votes of the members present. 26
27

‘**(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. 28
29

‘**(10)** Subject to this Act, procedure at meetings of the authority is to be decided by the authority. 30
31

‘Member’s interest in a matter to be considered by the authority	1
‘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.	2 3 4 5
Maximum penalty—100 penalty units.	6
‘(2) The disclosure must be recorded in the minutes of the meeting of the authority.	7 8
‘(3) If the interest is a material personal interest, the member must not—	9
(a) vote on the matter; or	10
(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	11 12 13
(c) be present while the matter, or a related resolution, is being considered by the authority; or	14 15
(d) otherwise take part in any decision of the authority in relation to the matter or a related resolution.	16 17
Maximum penalty—100 penalty units.	18
‘(4) Subsection (3) does not apply to the matter if—	19
(a) the authority has at any time passed a resolution that states—	20
(i) the member, interest and matter; and	21
(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	22 23 24
(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.	25 26 27

<i>‘Division 3—Authority’s functions, powers and duties</i>	1
‘Functions of authority	2
‘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.	3 4 5
‘(2) The authority also has the function provided for in division 4.	6
‘General powers of authority	7
‘128R. The authority has all the powers of an individual and may, for example—	8 9
(a) enter into contracts; and	10
(b) acquire, hold, dispose of, and deal with, property; and	11
(c) appoint and act through agents and attorneys; and	12
(d) do anything else necessary or convenient to be done for its functions.	13 14
‘Authority’s staff	15
‘128S. The authority may employ the persons, and engage the consultants and service providers, that it considers necessary.	16 17
‘Authority’s budget	18
‘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.	19 20 21
‘(2) The Minister must decide the authority’s budget for the financial year.	22 23
‘(3) Before the Minister decides the authority’s budget, the Minister must consult with QSL and sugar industry representative bodies.	24 25
‘(4) The authority’s budget is payable by QSL.	26

‘(5) The authority must authorise spending only under the budget decided by the Minister, unless the Minister otherwise directs.	1 2
‘Application of various public sector Acts	3
‘128U.(1) The authority is—	4
(a) a statutory body for the <i>Statutory Bodies Financial Arrangements Act 1982</i> and the <i>Financial Administration and Audit Act 1977</i> ; and	5 6 7
(b) a unit of public administration under the <i>Criminal Justice Act 1989</i> .	8 9
‘(2) The <i>Statutory Bodies Financial Arrangements Act 1982</i> , part 2B ⁶ states the way in which the authority’s powers under this Act are affected by the <i>Statutory Bodies Financial Arrangements Act 1982</i> .	10 11 12
‘Division 4—When authority can take over QSL’s functions and powers	13
‘Application of div 4	14
‘128V. This division applies only if the Minister is satisfied that QSL has moved out of the control of the Queensland sugar industry.	15 16
‘Meaning of “moved out of the control of the Queensland sugar industry”	17 18
‘128W.(1) QSL is taken to have “moved out of the control of the Queensland sugar industry” if any of the following happen—	19 20
(a) QSL’s constitution is no longer consistent with this Act;	21
(b) QSL changes a provision of its constitution dealing with its purpose or function without the Minister’s approval;	22 23
(c) QSL becomes an externally-administered body corporate;	24
(d) QSL no longer has the required number of grower representatives	25

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

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and mill owners with the required voting power in QSL;	1
(e) if QSL converts to a company limited by shares—	2
(i) QSL is listed on the Australian Stock Exchange; and	3
(ii) QSL no longer has the required number of grower representatives and mill owners with the required voting power.	4 5 6
‘(2) In this section—	7
“externally-administered body corporate” has the meaning given by the Corporations Law, section 9. ⁷	8 9
“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.	10 11 12
“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.	13 14 15
‘Minister’s directions to authority to take over QSL’s functions and powers	16 17
‘ 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.	18 19 20
‘(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.	21 22

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;’.

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- ‘(3) The direction— 1
- (a) must state the date from when it is to take effect; and 2
 - (b) be published in the gazette as soon as practicable after it is given; 3
and 4
 - (c) be tabled in the Legislative Assembly within 14 sitting days after 5
it is given.’. 6

**Amendment of s 149 (Functions and powers of a cane production board) 7
8**

- Clause **10.** Section 149(1)— 9
- insert—* 10
- ‘(ea)to make charges for services and facilities it provides;’. 11

**Amendment of s 177 (General powers of a cane protection and productivity board) 12
13**

- Clause **11.(1)** Section 177(1)— 14
- insert—* 15
- ‘(ca)make charges for services and facilities it provides; and’. 16
- (2)** Section 177— 17
- insert—* 18
- ‘(3) Subsection (1)(ca) does not limit, and is not limited by, 19
section 180.⁸. 20

Insertion of new ch 4, pt 5A 21

- Clause **12.** Chapter 4— 22
- insert—* 23

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

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(d) the board is satisfied that, on the transfer of the assets and liabilities—	1 2
(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	3 4 5 6
(ii) having regard to the requirements and purposes of the transfer, the following will be appropriate—	7 8
(A) the corporation’s constitution;	9
(B) the conditions under which each eligible participant may become a member of the corporation;	10 11
(C) the obligations, restrictions and rights that will attach to members of the corporation;	12 13
(D) the corporation’s officers.	14
 ‘Notice of decision about replacement corporation	 15
‘183F.(1) The board must give the Minister notice of its decision under section 183C.	16 17
‘(2) The notice must state the following—	18
(a) the day the decision was made;	19
(b) the proposed transfer day;	20
(c) the replacement corporation’s name;	21
(d) the replacement corporation is not—	22
(i) an industrial association; or	23
(ii) a public company that has a share capital; or	24
(iii) a cooperative that has a share capital;	25
(e) whether the replacement corporation is a company limited by guarantee, a cooperative, an incorporated association or a public company;	26 27 28
(f) the board is satisfied that, on the transfer of the board’s assets and liabilities to the replacement corporation—	29 30

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- (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	1
‘183I. On the transfer day, the board is dissolved and its productivity area is abolished.	2 3
‘Division 3—Provisions facilitating transfer	
‘Exemption for cooperatives	5
‘183J. If the replacement corporation is a cooperative, the <i>Cooperatives Act 1997</i> , section 268 ¹⁰ does not apply to the transfer of the board’s assets and liabilities to the replacement corporation.	6 7 8
‘Registration of transferred assets	9
‘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—	10 11 12
(a) identifies the asset; and	13
(b) states the asset was, immediately before the transfer day, an asset of the board; and	14 15
(c) that, under this division, the asset became an asset of the replacement corporation on the transfer day.	16 17
‘(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—	18 19 20
(a) register the matter in the same way as transactions for assets of that kind;	21 22
(b) deal with, and give effect to, the certificate.	23
<i>Examples of an ‘entity with registration functions’—</i>	24
• ASIC	25
• the registrar of titles.	26

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

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‘(3) Subsection (2) applies despite the Corporations Law, section 268 or the Corporations Law, chapter 7, part 7.13. ¹¹	1 2
‘(4) A transfer of the asset to the replacement corporation may be registered or given effect to under the law of another State if—	3 4
(a) the certificate is given to an entity with registration functions for assets of that kind under the other State’s law; and	5 6
(b) the entity is permitted by law to do so.	7
‘References to board	8
‘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.	9 10 11
‘Continuity of proceedings and matters	12
‘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.	13 14 15
‘(2) All matters started by the board before its dissolution may be completed by the replacement corporation after the board’s dissolution.	16 17
‘Employees	18
‘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.	19 20 21
‘Officers cease holding office	22
‘183O.(1) Each person who, immediately before the transfer day, was an officer of the board goes out of office on the transfer day.	23 24
‘(2) No compensation is payable to a person because of subsection (1).	25

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

1

‘Replacement corporation

2

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

3

4

Amendment of s 193 (Functions of commissioner)

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Clause **13.** Section 193—

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insert—

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‘(g) to be a member of the authority;

8

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

9

Amendment of s 198 (Commissioner’s budget)

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Clause **14.** Section 198—

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insert—

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

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14

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

15

16

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

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Clause **15.** After section 227—

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insert—

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‘Numbering and renumbering of Act

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‘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

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22

23

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*; 1
2
- (e) Ports Corporation of Queensland established under the *Government Owned Corporations (Ports) Regulation 1994*; 3
4
- (f) Townsville Port Authority established under the *Government Owned Corporations (Ports) Regulation 1995*. 5
6

‘PART 2—TRANSFER OF ASSETS AND LIABILITIES TO CORPORATION

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8

‘Definitions for pt 2

 9

‘228B. In this part— 10

“BST asset” means an asset classified as a BST asset under section 228C. 11

“BST liability” means a liability classified as a BST liability under section 228C. 12
13

“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*. 14
15
16

“transferable BST asset” means a BST asset that is an asset of the State or a port entity. 17
18

“transferable BST liability” means a BST liability that is a liability of the State or a port entity. 19
20

“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. 21
22
23

“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. 24
25
26

“transferred asset” means a transferable BST asset transferred to the corporation under this part. 27
28

“ transferred liability ” means a transferable BST liability transferred to the corporation under this part.	1 2
‘Classification of BST assets and liabilities	3
‘ 228C.(1) The Minister, by 1 or more joint gazette notices, may classify—	4 5
(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	6 7 8
(b) liabilities, whether of the State, a port entity or the corporation, as BST liabilities.	9 10
‘ (2) The first notice must be published before BST day.	11
‘ (3) Any subsequent notice must be published within 1 year after BST day.	12 13
‘ (4) To remove doubt, it is declared that subsection (1) does not—	14
(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	15 16 17 18
(b) affect the control the port entity has over the strategic port land.	19
‘ (5) In this section—	20
“ strategic port land ”, of a port entity, means land that is its strategic port land under the <i>Transport Infrastructure Act 1994</i> , section 171. ¹³	21 22
‘Vesting preserved	23
‘ 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.	24 25 26
‘ (2) A BST liability that is a liability of the corporation immediately	27

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

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before the commencement day continues to be a liability of the corporation on and after the commencement day.	1 2
‘BST day	3
‘228E.(1) The Minister must, by gazette notice, fix a day to be BST day for this chapter.	4 5
‘(2) BST day must be within 1 year after the commencement day.	6
‘Transfer of transferable BST assets and liabilities	7
‘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).	8 9 10
‘(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.	11 12 13
‘(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.	14 15 16 17
‘(4) The transfer of the assets and liabilities under this section has effect despite the provisions of any other law.	18 19
‘(5) The transfer of a liability of the State under this section discharges the State from the liability.	20 21
‘(6) The transfer of a liability of a port entity under this section discharges the port entity from the liability.	22 23
‘Consideration for transfer of BST assets	24
‘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.	25 26 27
‘(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	28 29

transferable BST assets are transferred to the corporation by way of gratuitous transfer. 1
2

‘Provisions facilitating transfer 3

‘228H.(1) The following apply for the purpose of the transferred assets or transferred liabilities (the **“relevant purpose”**)— 4
5

(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; 6
7
8
9

(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; 10
11
12
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(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; 16
17
18
19

(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; 20
21
22
23

(e) the corporation may execute an instrument transferring or otherwise dealing with a transferred asset or transferred liability in its own name; 24
25
26

(f) the corporation is otherwise the successor in law of the transferor for the relevant purpose. 27
28

‘(2) Subsection (1) does not limit the other provisions of this part. 29

‘Legal proceedings 30

‘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 31
32

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transferred liability in relation to the asset or liability if there had been no transfer. 1
2

‘(2) The proceeding may be continued or started by or against the corporation. 3
4

‘(3) The corporation has the same rights and privileges as the transferor would have had if there had been no transfer. 5
6

‘(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. 7
8
9

‘PART 3—TRANSFER OF ASSETS AND LIABILITIES TO STL 10 11

‘Definitions for pt 3 12

‘228J. In this part— 13

“**BST asset**” means— 14

(a) an asset that was transferred to the corporation under part 2; or 15

(b) an asset that continued to be an asset of the corporation under section 228D. 16
17

“**BST liability**” means— 18

(a) a liability that was transferred to the corporation under part 2; or 19

(b) a liability that continued to be a liability of the corporation under section 228D. 20
21

“**transfer day**” means the day fixed by the Minister under section 228K. 22

“**transferred asset**” means a BST asset transferred to STL under this part. 23

“**transferred liability**” means a BST liability transferred to STL under this part. 24
25

‘Transfer day	1
‘228K.(1) The Minister must, by gazette notice, fix a day to be the transfer day for this part.	2 3
‘(2) The transfer day must be within 1 year after BST day.	4
‘Transfer of BST assets and liabilities	5
‘228L.(1) On the transfer day, the BST assets and BST liabilities are transferred to, and become the assets and liabilities of, STL.	6 7
‘(2) The transfer of the assets and liabilities under this section has effect despite the provisions of any other law.	8 9
‘(3) The transfer of a liability under this section discharges the corporation from the liability.	10 11
‘Consideration for transfer of BST assets	12
‘228M.(1) The assumption by STL of the BST liabilities is part of the consideration for the transfer of the BST assets.	13 14
‘(2) The remainder of the consideration is the issue by STL of shares in itself to the corporation.	15 16
‘Issue of shares in STL	17
‘228N.(1) A regulation may provide for—	18
(a) the number, and class, of shares to be issued for section 228M(2);	19
and	20
(b) the day on which STL must issue the shares.	21
‘(2) STL must issue the shares to the corporation as required under the regulation.	22 23
‘(3) This section has effect despite the Corporations Law.	24
‘Provisions facilitating transfer	25
‘228O.(1) The following apply for the purpose of the transferred assets	26

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- or transferred liabilities (the “**relevant purpose**”)— 1
- (a) a reference in an instrument or an oral agreement, understanding 2
or undertaking, so far as it applies to a transferred asset or 3
transferred liability, to the corporation is taken to be a reference to 4
STL; 5
 - (b) the relationship existing between the corporation and a person in 6
relation to a transferred asset or transferred liability immediately 7
before the transfer took effect continues between STL and the 8
person after the transfer takes effect and gives rise to the same 9
rights and liabilities as would have arisen if there had been no 10
transfer; 11
 - (c) a notice given by or to the corporation before the transfer took 12
effect is, so far as it is referable to a transferred asset or 13
transferred liability, taken to have been given by or to STL at the 14
time it was given by or to the corporation; 15
 - (d) STL is entitled to possession of all documents to which the 16
corporation was entitled immediately before the transfer took 17
effect that are referable, wholly or partly, to a transferred asset or 18
transferred liability; 19
 - (e) STL may execute an instrument transferring or otherwise dealing 20
with a transferred asset or transferred liability in its own name; 21
 - (f) STL is otherwise the successor in law of the corporation for the 22
relevant purpose. 23
- ‘(2) Subsection (1) does not limit the other provisions of this part. 24
- ‘Legal proceedings 25**
- ‘**228P.(1)** This section applies if a legal proceeding might have been 26
continued or started by or against the corporation in relation to a transferred 27
asset or transferred liability if there had been no transfer. 28
- ‘(2) The proceeding may be continued or started by or against STL. 29
- ‘(3) STL has the same rights and privileges as the transferor would have 30
had if there had been no transfer. 31
- ‘(4) A document that could have been given in evidence by or against the 32

corporation if there had been no transfer may be given in evidence by or
against STL.

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PART 4—STL SHARE TRANSFERS BY CORPORATION

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Division 1—Interpretation

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Definitions for pt 4

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228Q. In this part—

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

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9

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

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11

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

12
13

- (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.

14
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16
17

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

18
19

Division 2—Transfer of STL shares

20

Corporation’s obligation to transfer STL shares to eligible persons

21

228R.(1) The corporation must transfer STL shares only to persons

22

¹⁴ Section 228N (Issues of shares in STL)

- who, immediately before the share transfer day, are eligible persons. 1
- ‘(2) A person is eligible to have STL shares transferred to them only if 2
the person is, immediately before the share transfer day, an eligible person. 3
- ‘Entitlement to STL shares 4**
- ‘**228S.(1)** STL must work out an eligible person’s entitlement to STL 5
shares (“**share entitlement**”) under the STL eligibility document. 6
- ‘(2) A person may obtain a copy of the STL eligibility document from 7
STL on payment of a fee. 8
- ‘(3) The fee must not be more than the reasonable cost of providing the 9
document to the person. 10
- ‘Notice of STL’s decision on share entitlement 11**
- ‘**228T.(1)** On the share transfer day, STL must tell the corporation of its 12
decision on an eligible person’s share entitlement. 13
- ‘(2) Within 28 days after the share transfer day, STL must— 14
- (a) give notice to all eligible persons who gave STL information on 15
their possible share entitlement— 16
- (i) of STL’s decision on their share entitlement; and 17
- (ii) stating how and when an eligible person may appeal against 18
the decision to a Magistrates Court; and 19
- (b) publish in a newspaper circulating in the area, where cane was 20
grown that was relevant to entitlements of eligible persons, a 21
notice— 22
- (i) stating that STL has made a decision on the share 23
entitlements of eligible persons; and 24
- (ii) inviting eligible persons to contact STL about their share 25
entitlements if they have not received notice from STL 26
within the period stated in the newspaper notice; and 27
- (iii) stating that an eligible person may appeal against the decision 28
to a Magistrates Court. 29

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‘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

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- writing to give information about their share entitlement within a stated time; and 1
2
- (b) the person did not give STL the information within the stated time. 3
4
- ‘(4) The appeal is started by— 5
- (a) giving a notice of appeal stating the grounds to the clerk of the court; and 6
7
- (b) giving a copy of the notice to STL. 8
- ‘(5) An appeal must be started within 28 days after the latest of the following days— 9
10
- (a) the day the person is given notice of STL’s decision; 11
- (b) the day the person becomes aware of STL’s decision; 12
- (c) the date of assent. 13
- ‘(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). 14
15
16
- ‘(7) In deciding the appeal, the court— 17
- (a) is unaffected by the appealed decision; and 18
- (b) is not bound by the rules of evidence; and 19
- (c) must observe natural justice. 20
- ‘(8) In deciding the appeal, the court may confirm the appealed decision or set the appealed decision aside and make another decision. 21
22
- ‘(9) If the court makes another decision— 23
- (a) the decision can only order STL to issue shares or further shares to the person; and 24
25
- (b) the court can not award damages against STL; and 26
- (c) the decision is taken to be the decision of STL. 27
- ‘(10) However, a decision mentioned in subsection (9) can not be appealed against under this section. 28
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-
- ‘(11) A party dissatisfied by the decision of the court may appeal to the District Court, but only on a question of law. 1
2
- ‘(12) In this section— 3
- “**decision**” includes order. 4
- ‘Transfer of STL shares as a result of appeal 5**
- ‘**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. 6
7
- ‘(2) STL must transfer the shares to the person by gratuitous transfer as soon as practicable or in accordance with the appeal decision. 8
9
- ‘(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. 10
11

‘PART 5—GENERAL 12**‘Chapter has effect despite agreements etc. 13**

‘**228X.** This chapter has effect despite anything in any agreement, instrument or undertaking. 14
15

‘Chapter does not affect existing legal relationships 16

‘**228Y.** Nothing done under this chapter in relation to the State, a port entity, the corporation or STL (the “**entity**”)— 17
18

- (a) makes the entity liable for a breach of a contract, trust or confidence or otherwise makes the entity guilty of a civil wrong; 19
20
or 21
- (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 22
23
24
- (c) is taken to fulfil a condition— 25

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(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	1 2 3
(ii)	requiring money to be paid, or anything else to be done, before its stated maturity; or	4 5
(d)	releases a surety or other obligee, wholly or partly, from an obligation.	6 7
	‘Other conditions for transactions under chapter to be met	8
	‘228Z.(1) This section applies if—	9
(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	10 11 12
(b)	the advice, consent or notice is not required under this chapter.	13
	‘(2) The advice is taken to have been obtained.	14
	‘(3) The consent or notice is taken to have been given.	15
	‘Minister’s directions	16
	‘228ZA.(1) The Minister may give the corporation, a port entity or STL a written direction to give effect to—	17 18
(a)	the transfer of assets and liabilities to the corporation under part 2; or	19 20
(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	21 22
(c)	the transfer of shares in STL by the corporation under part 4.	23
	‘(2) The entity to whom the direction is given must comply with it.	24
	‘(3) The direction must—	25
(a)	be published in the gazette as soon as practicable after it is given; and	26 27
(b)	be tabled in the Legislative Assembly within 14 sitting days after it is given.	28 29

‘(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. 1
2

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

 3
4

‘Classification of corporation marketing assets and liabilities

 5

‘**229B.(1)** After consulting with the commissioner as administrator of the corporation, the Minister, by 1 or more gazette notices, may classify— 6
7

(a) corporation assets as corporation marketing assets; and 8

(b) corporation liabilities as corporation marketing liabilities. 9

‘(2) The first gazette notice must be published before QSL day. 10

‘(3) Any subsequent notice must be published within 1 year after the first notice. 11
12

‘QSL day

 13

‘**229C.(1)** The Minister must, by gazette notice, fix a day to be QSL day for this chapter. 14
15

‘(2) QSL day must be within 6 months after the date of assent of the *Sugar Industry Amendment Act 2000*. 16
17

‘Transfer of marketing assets and liabilities

 18

‘**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). 19
20
21

‘(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. 22
23
24

‘(3) If corporation marketing assets or liabilities are classified under section 229B after QSL day, they are transferred to, and become the assets 25
26

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and liabilities of, QSL on the day of the gazette notice.	1
‘(4) The transfer of the assets and liabilities under this section has effect despite the provisions of any other law.	2 3
‘(5) The transfer of a liability under this section discharges the corporation from the liability.	4 5
‘Consideration for transfer of marketing assets	6
‘229E.(1) The assumption by QSL of the corporation’s marketing liabilities is part of the consideration for the transfer of the marketing assets.	7 8
‘(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.	9 10 11
‘Provisions facilitating transfer	12
‘229F.(1) The following apply for the purpose of the transferred assets or transferred liabilities (the “ relevant purpose ”)—	13 14
(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;	15 16 17 18
(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;	19 20 21 22 23 24
(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;	25 26 27 28
(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;	29 30 31 32

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(e) QSL may execute an instrument transferring or otherwise dealing with a transferred asset or transferred liability in its own name;	1 2
(f) QSL is otherwise the successor in law of the corporation for the relevant purpose.	3 4
‘(2) Subsection (1) does not limit the other provisions of this part.	5
‘Legal proceedings	6
‘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.	7 8 9
‘(2) The proceeding may be continued or started by or against QSL.	10
‘(3) QSL has the same rights and privileges as the corporation would have had if there had been no transfer.	11 12
‘(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.	13 14 15
‘Continuation of corporation directions, payment schemes and quality standards	16 17
‘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.	18 19 20
‘(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.	21 22 23
‘(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.	24 25 26

PART 3—ADMINISTRATION

1

Division 1—General

2

Officers cease holding office

3

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

4

5

6

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

7

Employees

8

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

9

10

(2) Subsection (1) does not—

11

(a) constitute a redundancy or retrenchment of the person's employment by the corporation; or

12

13

(b) entitle the person to a benefit or payment merely because the person is no longer employed by the corporation; or

14

15

(c) interrupt the person's continuity of service.

16

(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.

17

18

19

(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 QSL day.

20

21

22

(5) If an industrial instrument under the Industrial Relations Act bound the person and the corporation immediately before QSL day, it binds the person and QSL.

23

24

25

(6) In this section—

26

“employment rights” includes existing and accruing rights to—

27

(a) remuneration; and

28

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(b) recreation, long service, sick or other leave; and 1

(c) superannuation or other benefits and entitlements. 2

“Industrial Relations Act” means the *Industrial Relations Act 1999*. 3

‘Division 2—Administrator 4

‘Appointment 5

‘229K.(1) The commissioner is appointed to act as the administrator of the corporation. 6
7

‘(2) The administrator holds office until— 8

(a) the dissolution day; or 9

(b) the office of commissioner becomes vacant under section 196.¹⁵ 10

‘Administrator is corporation 11

‘229L. For all purposes of this Act, the administrator is the corporation. 12

‘Additional functions of administrator 13

‘229M.(1) The administrator has the following additional functions— 14

(a) to identify the marketing assets and liabilities of the corporation and to transfer them to QSL; 15
16

(b) to transfer BST assets and BST liabilities to STL; 17

(c) to receive STL shares to the value of the BST assets transferred in consideration of the transfer of the assets to STL; 18
19

(d) to complete the distribution of STL shares received under chapter 7A part 4 division 2; 20
21

(e) to enter into arrangements with STL and QSL about the use of the corporation’s assets. 22
23

‘(2) In subsection (1)(b)— 24

¹⁵ Section 196 (Vacation of office)

“**BST asset**” has the meaning given by section 228J. 1

“**BST liability**” has the meaning given by section 228J. 2

‘Minister’s directions to administrator 3

‘**229N.(1)** The Minister may give the administrator a written direction to 4
ensure the distribution of STL shares is carried out. 5

‘**(2)** The administrator must comply with the direction. 6

‘**(3)** The direction must— 7

(a) be published in the gazette as soon as practicable after it is given; 8
and 9

(b) be tabled in the Legislative Assembly within 14 sitting days after 10
it is given. 11

**‘PART 4—DISTRIBUTION OF STL SHARES AND 12
DISSOLUTION OF CORPORATION 13**

‘Distribution 14

‘**229O.(1)** The administrator must distribute the STL shares under 15
section 228U¹⁶ by way of gratuitous transfer. 16

‘**(2)** As soon as practicable after the shares have been distributed, the 17
administrator must give the Minister notice (“**completion notice**”) that the 18
distribution has been completed. 19

‘Dissolution day 20

‘**229P.(1)** If the Minister receives a completion notice, the Minister must, 21
by gazette notice, fix a day (the “**dissolution day**”) for the dissolution of 22
the corporation. 23

¹⁶ Section 228U (Transfer of STL shares)

- ‘(2) The corporation— 1
- (a) continues in existence under this Act until the dissolution day; and 2
- (b) is dissolved on the dissolution day. 3

‘PART 5—GENERAL 4

‘Chapter has effect despite agreements etc. 5

‘229Q. This chapter has effect despite anything in any agreement, 6
instrument or undertaking. 7

‘Chapter does not affect existing legal relationships 8

‘229R. Nothing done under this chapter in relation to the corporation or 9
QSL (the “entity”)— 10

- (a) makes the entity liable for a breach of a contract, trust or 11
confidence or otherwise makes the entity guilty of a civil wrong; 12
or 13
- (b) places the entity in breach of a law of the State or an instrument 14
prohibiting, regulating or restricting the assignment or transfer of 15
an asset or liability or the disclosure of information; or 16
- (c) is taken to fulfil a condition— 17
- (i) allowing a person to terminate an instrument or be released, 18
wholly or partly, from an obligation or change the operation 19
or effect of an instrument or obligation; or 20
- (ii) requiring money to be paid, or anything else to be done, 21
before its stated maturity; or 22
- (d) releases a surety or other obligee, wholly or partly, from an 23
obligation. 24

	‘Other conditions for transactions under chapter to be met	1
	‘229S.(1) This section applies if—	2
	(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	3 4 5
	(b) the advice, consent or notice is not required under this chapter.	6
	‘(2) The advice is taken to have been obtained.	7
	‘(3) The consent or notice is taken to have been given.’.	8
	Amendment of ch 8 (Amendments, repeals and transitional provisions)	9 10
Clause	16.(1) Chapter 8, heading—	11
	<i>omit, insert—</i>	12
	‘CHAPTER 8—TRANSITIONAL PROVISIONS’.	13
	(2) Chapter 8, part 1—	14
	<i>omit.</i>	15
	(3) Chapter 8, part 2, heading—	16
	<i>omit, insert—</i>	17
	‘PART 1—TRANSITIONAL PROVISIONS FOR ACT No. 51 of 1999’.	18 19
	(4) Chapter 8, part 1—	20
	<i>insert—</i>	21
	<i>‘Division 11A—Mill suppliers’ committees</i>	22
	‘References to a mill suppliers’ committee	23
	‘256A.(1) This section applies in relation to a mill suppliers’ committee from the commencement of section 4.	24 25
	‘(2) A reference in this Act to a mill suppliers’ committee for a mill is taken to be, and to have always been, a reference to the persons who	26 27

continued to meet as the mill suppliers' committee in a continuation of the membership of the mill suppliers' committee—	1 2
(a) established for the mill under the <i>Primary Producers' Organisation and Marketing Act 1926</i> ; and	3 4
(b) in existence immediately before the commencement of the <i>Primary Industry Bodies Reform Act 1999</i> , section 55. ¹⁷	5 6
‘(3) Subsection (2) applies to the mill suppliers' committee until the first of the following happens—	7 8
(a) its term of office as stated for the appointment of its members expires;	9 10
(b) growers elect a replacement committee.	11
‘(4) Subsections (2) and (3) apply despite the <i>Primary Industry Bodies Reform Act 1999</i> , section 55.’.	12 13
(5) Chapter 8, after section 266—	14
insert—	15
‘PART 2—TRANSITIONAL PROVISIONS FOR SUGAR INDUSTRY AMENDMENT ACT 2000	16 17
‘Compliance with notice requirements	18
‘267.(1) Subsection (2) applies if before the relevant commencement—	19
(a) a grower has given a notice mentioned in the previous section 47(2) 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; and	20 21 22 23 24
(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.	25 26 27
‘(2) The notice is taken to be, and to always have been, sufficient	28

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

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

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compliance with previous sections 47(2) and (5).	1
‘(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.	2 3 4 5 6
‘(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.	7 8
‘(5) Subsections (3) and (4) do not limit subsections (1) and (2).	9
‘(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.	10 11 12 13 14
‘(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.	15 16
‘(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.	17 18 19 20
‘(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.	21 22 23
‘(10) In this section—	24
“ relevant commencement ” means the commencement of the <i>Sugar Industry Amendment Act 2000</i> , section 4.’.	25 26
Amendment of sch 2 (Dictionary)	27
Clause 17.(1) Schedule 2, definition	28
“ mill supplier’s committee ”—	29
<i>omit.</i>	30

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- (2) Schedule 2— 1
insert— 2
- ‘ **“appointed member”**, for the authority, means each member of the 3
authority other than the commissioner. 4
- “authority”** means the Sugar Authority established under section 128H. 5
- “eligible person”**, for chapter 7A, part 4, see section 228Q. 6
- “mill suppliers’ committee”** means— 7
- (a) generally— 8
- (i) a mill suppliers’ committee established for a mill by the 9
majority of growers whose cane production areas relate to 10
the mill; or 11
- (ii) a corporation, including a replacement corporation 12
mentioned in the *Primary Industry Bodies Reform Act 1999*, 13
section 42(1)(c), that the majority of growers whose cane 14
production areas relate to a mill decide is the mill suppliers’ 15
committee established for the mill; or 16
- (b) in relation to a mill, or an entity established under this Act for a 17
mill or a supply agreement made for a mill or with a mill 18
owner—the mill suppliers’ committee mentioned in paragraph (a) 19
established for the mill. 20
- “QSL”** means Queensland Sugar Limited ACN 090 152 211. 21
- “STL”** means Sugar Terminals Limited ACN 084 059 601.’. 22

SCHEDULE 1	1
CONSEQUENTIAL AND MINOR AMENDMENTS	2
	section 3(1)
1. After section 4—	4
<i>insert—</i>	5
‘Notes in text	6
‘4A. A note in the text of this Act is part of the Act.’	7
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’—	8 9 10 11 12 13 14 15
<i>omit, insert—</i>	16
‘QSL’.	17
3. Section 57(2), ‘47(1) or (4)’—	18
<i>omit, insert—</i>	19
‘47(2) and (3) or 47(4)’.	20
4. Section 57(7), ‘48’—	21
<i>omit, insert—</i>	22
‘48(6)’.	23

SCHEDULE 1 (continued)

5. Section 57(7), after ‘mill’—	1
<i>insert—</i>	2
‘under the collective agreement’.	3
6. Section 96, heading, ‘corporation’—	4
<i>omit, insert—</i>	5
‘QSL’.	6
7. Section 97, heading, ‘Corporation’—	7
<i>omit, insert—</i>	8
‘QSL’.	9
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’—	10
<i>omit, insert—</i>	11
‘QSL’.	12
9. Sections 98(3)(b) and (4) and 102(1)(b), ‘the corporation’s’—	14
<i>omit, insert—</i>	15
‘QSL’s’.	16
10. Section 102, heading ‘Corporation’s’—	17
<i>insert—</i>	18
‘QSL’s’.	19

SCHEDULE 1 (continued)

11. Section 102(1)(b), ‘functions, including the commissioner’s budget’—	1
	2
<i>omit, insert—</i>	3
‘statutory functions, including the budgets of the authority, the BSES and the commissioner’.	4
	5
12. Sections 105(1), 106(1) and 107(1)—	6
<i>insert—</i>	7
‘(aa)the authority;’.	8
13. Chapter 4, part 2, division 1, heading—	9
<i>omit.</i>	10
14. Section 146(3), ‘(the “corporation portion”)’—	11
<i>omit, insert—</i>	12
‘(“QSL’s portion”)’.	13
15. Section 146(4), (9)(b), (10) and (11), ‘the corporation portion’—	14
<i>omit, insert—</i>	15
‘QSL’s portion’.	16
16. Section 146(8), ‘The corporation portion’—	17
<i>omit, insert—</i>	18
‘QSL’s portion’.	19
17. Section 161(2), ‘and rights’	20
<i>omit.</i>	21

SCHEDULE 1 (continued)

18. Section 161(3), ‘and obligations’—	1
<i>omit.</i>	2
19. Sections 177(1) and 180(1), ‘production’—	3
<i>omit, insert—</i>	4
‘protection’.	5
20. Section 182(1), ‘, on the date’—	6
<i>omit.</i>	7
21. Section 182(1)(a), ‘and rights’—	8
<i>omit.</i>	9
22. Section 182(1)(b), ‘and obligations’—	10
<i>omit.</i>	11
23. Section 182(2), ‘on and from the date it is dissolved,’—	12
<i>omit, insert—</i>	13
‘from its dissolution’.	14
24. Section 182(4), ‘the date on which it is dissolved, on and from that date’—	15
<i>omit, insert—</i>	16
‘its dissolution from its dissolution’.	17
25. Section 182—	19
<i>insert—</i>	20

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.’	1 2 3
26. Section 204(1)(e), ‘by’—	4
<i>omit, insert—</i>	5
‘with’.	6
27. Section 216(2), ‘section 106(1)⁶⁹—	7
<i>omit, insert—</i>	8
‘section 128F(1) ¹⁹ ’.	9
28. Section 225(8), ‘127 or’—	10
<i>omit.</i>	11
29. Section 230, heading, ‘pt 2’—	12
<i>omit, insert—</i>	13
‘pt 1’.	14
30. Section 230, definition “repealed Act”—	15
<i>omit.</i>	16
31. Section 235, heading ‘agreements’—	17
<i>omit, insert—</i>	18
‘contracts’.	19

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

SCHEDULE 1 (continued)

32. Section 235 ‘agreement mentioned in section 130’—	1
<i>omit, insert—</i>	2
‘contract mentioned in section 130(2).’	3
33. Section 246, ‘Act to the corporation before’—	4
<i>omit, insert—</i>	5
‘Act before’.	6
34. Section 266—	7
<i>omit.</i>	8
35. Schedule 1, amendment of <i>Transport Operations (Road Use Management) Act 1995</i>, ‘Schedule 3’—	9
<i>omit, insert—</i>	10
‘Schedule 4’.	11
36. Schedule 2, dictionary, definitions “appointed director” and “repealed Act”—	13
<i>omit, insert—</i>	14
‘ “appointed director”, for the BSES, means each director of the BSES other than the BSES’s executive officer.	15
“repealed Act” means the <i>Sugar Industry Act 1991</i> .’.	16
	17
	18
	19

SCHEDULE 2	1
AMENDMENTS ON DISSOLUTION DAY	2
section 3(1)	3
1. Chapter 4, part 2, heading—	4
<i>omit.</i>	5
2. Sections 105(1)(a), 106(1)(a) and 107(1)(a)—	6
<i>omit.</i>	7
3. Sections 108 to 111, 123 and 128—	8
<i>omit.</i>	9
4. Section 193(h)—	10
<i>omit.</i>	11
5. Sections 233, heading, 239(3), 241(1), 242, 243, 244, 246, 247, 248, 261(1), 264, heading, and 265, ‘corporation’—	12
<i>omit, insert—</i>	14
‘Queensland Sugar Corporation’.	15
6. Section 264(2)(a) (1st mention), ‘corporation’—	16
<i>omit, insert—</i>	17
‘Queensland Sugar Corporation (the “ corporation ”)’.	18

SCHEDULE 2 (continued)

- 7. Schedule 2, definition “corporation”—** 1
omit. 2
- 8. Schedule 2—** 3
insert— 4
- ‘ **“Queensland Sugar Corporation”** means the Queensland Sugar 5
Corporation mentioned as being established under section 108 as 6
originally enacted.’. 7

SCHEDULE 3
**AMENDMENT OF PRIMARY INDUSTRY BODIES
REFORM ACT 1999**
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 51(1), ‘replacement corporation’—
omit, insert—

‘trust constituted by the assets held by the replacement corporation under section 44 (the “**trust**”)’.
4. Section 51(3), (4) and (5), ‘replacement corporation’—
omit, insert—

‘trust’.