



Queensland

State Financial Institutions and Metway Merger Facilitation Act 1996

Reprinted as in force on 26 April 2007

Reprint No. 1C

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Also see endnotes for information about—

- **when provisions commenced**
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Queensland

State Financial Institutions and Metway Merger Facilitation Act 1996

Contents

| | | Page |
|-------------------|--|------|
| Part 1 | Preliminary | |
| 1 | Short title | 5 |
| 2 | Commencement | 5 |
| 3 | Definitions and dictionary | 5 |
| Part 2 | Object and basic concepts | |
| Division 1 | Object | |
| 4 | Object of this Act | 6 |
| Division 2 | Basic concepts | |
| 5 | What is a State financial institution. | 6 |
| 6 | What is the Metway scheme of arrangement | 7 |
| Part 3 | Transfer of the incorporation of QIDC and SIF to Corporations Law | |
| Division 1 | Definition | |
| 7 | Definition for pt 3 | 7 |
| Division 2 | QIDC not statutory GOC | |
| 8 | When div 2 takes effect | 8 |
| 9 | QIDC stops being statutory GOC | 8 |
| 10 | QIDC's share capital and issued shares | 8 |
| 11 | QIDC's powers | 8 |
| Division 3 | Facilitative mechanisms | |
| 12 | Registration under Corporations Law. | 9 |
| 13 | Memorandum and articles of candidate company | 9 |
| 14 | Candidate company may change its name | 9 |
| 15 | Share capital and issue of shares | 10 |
| 16 | Variation of share capital | 10 |
| 17 | Shares must be issued to a Minister | 10 |

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

| | | |
|-------------------|---|----|
| Division 4 | Miscellaneous | |
| 18 | Application of GOC Act | 11 |
| 19 | Part 3 overrides certain Acts | 12 |
| 20 | Notice by Treasurer | 12 |
| Part 4 | Transfer of the undertaking and incorporation of SBS | |
| Division 1 | Transfer of SBS's undertaking to QIDC | |
| 21 | Definitions for div 1 | 12 |
| 22 | Vesting of undertaking | 13 |
| 23 | SBS's members do not become members of, or shareholders in, QIDC | 13 |
| 24 | Treasurer may exclude assets and liabilities from transfer | 13 |
| 25 | Terms of transfer | 14 |
| 26 | Transitional provisions | 14 |
| 27 | Direct payment orders to accounts transferred to QIDC | 16 |
| 28 | Transfer of staff | 16 |
| 29 | Legal proceedings relating to undertaking | 16 |
| 30 | Reserve established in QIDC | 17 |
| 31 | Effect of winding-up on SBS preconversion reserve | 17 |
| 32 | Exclusion of obligation to inquire | 18 |
| 33 | Cancellation of SBS's registration as a building society | 18 |
| 34 | Dissolution of SBS | 18 |
| Division 2 | Transfer of incorporation of SBS to Corporations Law | |
| 35 | Registration of SBS under Corporations Law | 19 |
| 36 | Memorandum and articles of SBS | 19 |
| 37 | SBS must change its name | 19 |
| Division 4 | Relationship of pt 4 to financial institutions legislation | |
| 51 | Part 4 overrides financial institutions legislation | 20 |
| Part 5 | Amalgamation of certain State financial institutions | |
| 52 | Object of pt 5 | 20 |
| 53 | Definitions for pt 5 | 21 |
| 54 | Treasurer may cause preparation of schemes | 21 |
| 55 | Treasurer may approve schemes | 21 |
| 56 | Matters that may be included in schemes | 21 |
| 57 | Effect of scheme relating to transfer of assets | 22 |
| 58 | Transitional provisions | 23 |
| 59 | Exclusion of obligation to inquire | 25 |

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

| | | |
|---------------|---|----|
| 60 | Transfer of staff | 25 |
| 61 | Legal proceedings relating to undertaking | 25 |
| 62 | Part 5 overrides certain laws | 26 |
| Part 6 | Mandatory requirements regarding Metway group companies' articles | |
| 63 | Application of pt 6. | 26 |
| 64 | Metway group companies' articles to include certain provisions | 26 |
| 65 | Inconsistent alterations to Metway group companies' articles have no effect | 27 |
| 66 | Injunctions | 28 |
| 67 | Delegation by Treasurer | 30 |
| 68 | Jurisdiction of Supreme Court | 30 |
| 69 | Part 6 overrides Corporations Act | 30 |
| Part 7 | Guarantee of existing obligations | |
| 70 | Obligation for existing QIDC liabilities. | 31 |
| 71 | Obligation for existing insurance liabilities | 31 |
| 72 | Obligation for liabilities transferred from QIDC, SIF or a wholly-owned subsidiary of SIF | 31 |
| 73 | No guarantee for future liabilities | 32 |
| 74 | Appropriation of guaranteed amounts | 32 |
| 75 | Guarantee fee. | 32 |
| Part 8 | Miscellaneous | |
| 76 | Exemption from State tax | 33 |
| 77 | Transfer of assets and liabilities of SFIs to government entities. | 34 |
| 78 | Transfer of certain assets and liabilities of Metway to government entities | 34 |
| 79 | Transfer of staff. | 35 |
| 80 | Transfer of entity's incorporation does not affect legal personality | 35 |
| 81 | Registering authority to note transfer | 36 |
| 82 | Treasurer may direct participating entities | 37 |
| 83 | Diligence and care expected of certain directors | 37 |
| 84 | Act does not affect existing legal relationships. | 38 |
| 85 | Act does not limit other powers | 38 |
| 86 | Effect of inconsistency with GOC Act. | 39 |
| 87 | Person may disclose protected information | 39 |
| 88 | Application of Corporations Act to unit trust. | 40 |
| 89 | Application of Corporations Law to Metway scheme of arrangement | 40 |

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

| | | |
|---------------------|---|-----------|
| 90 | Evidence | 41 |
| 91 | Extraterritorial operation of Act | 41 |
| 92 | References to entities that change name | 41 |
| 93 | Regulation-making power | 42 |
| Part 9 | Transitional, repeals and amendments | |
| 94 | Transitional regulations | 42 |
| 95 | Repeal of QIDC Act | 42 |
| 96 | Repeal of SIF Act | 43 |
| Schedule 3 | Dictionary | 44 |
| Endnotes | | |
| 1 | Index to endnotes | 50 |
| 2 | Date to which amendments incorporated | 50 |
| 3 | Key | 51 |
| 4 | Table of reprints | 51 |
| 5 | List of legislation | 51 |
| 6 | List of annotations | 52 |

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

State Financial Institutions and Metway Merger Facilitation Act 1996

[as amended by all amendments that commenced on or before 26 April 2007]

**An Act to facilitate the establishment of a major
Queensland-based financial institution, and for other purposes**

Part 1 Preliminary

1 Short title

This Act may be cited as the *State Financial Institutions and Metway Merger Facilitation Act 1996*.

2 Commencement

- (1) The amendment of the Suncorp Act in schedule 2, items 1 to 4 is taken to have commenced on 23 May 1996.
- (2) The amendment of the *Freedom of Information Act 1992* and the *Judicial Review Act 1991* in schedule 2, commences on the Metway amalgamation day.

3 Definitions and dictionary

The dictionary in schedule 3 defines particular words used in this Act.

Part 2 Object and basic concepts

Division 1 Object

4 Object of this Act

The object of this Act is to facilitate the restructuring of some or all of the State financial institutions mentioned in section 5 to enable them and Metway to merge and become a major Queensland-based financial institution.

Division 2 Basic concepts

5 What is a State financial institution

For this Act each of the following is a State financial institution (*SFI*)—

- (a) QIDC as a company registered under the Corporations Law, part 2.2, division 3;¹
- (b) SIF as a company registered under the Corporations Law, part 2.2, division 3;
- (c) Suncorp Finance Limited (A.C.N. 009 705 417);
- (d) SBS;
- (e) a wholly-owned subsidiary of an entity mentioned in paragraph (a), (b), (c) or (d);
- (f) a company formed for holding some or all of the issued share capital, assets or liabilities of 1 or more of the entities mentioned in paragraphs (a) to (e).

¹ Corporations Law, part 2.2 (Registration of companies), division 3 (Registering non-companies as companies) (rep 1998 sch 1 item 1 (Cwlth) effective 1 July 1998)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

6 What is the Metway scheme of arrangement

- (1) The *Metway scheme of arrangement* is the scheme or schemes of arrangement under the Corporations Law, part 5.1²—
- (a) between 1 or more SFIs and their members; and
 - (b) if a regulation declares another entity (a *scheme entity*) to be an entity for the Metway scheme of arrangement—between the scheme entity and its members;
- under which 1 or both of the following happen—
- (c) all, or substantially all, of the assets and liabilities of 1 or more SFIs, and the scheme entity (if any), are transferred to Metway;
 - (d) 1 or more SFIs, and the scheme entity (if any), become wholly-owned subsidiaries of Metway.
- (2) Subsection (1) does not, by implication, limit the matters that may be included in the Metway scheme of arrangement.

Part 3 Transfer of the incorporation of QIDC and SIF to Corporations Law

Division 1 Definition

7 Definition for pt 3

In this part—

candidate company means QIDC or SIF.

² Corporations Law, part 5.1 (Arrangements and reconstructions)

Division 2 QIDC not statutory GOC

8 When div 2 takes effect

Despite the commencement of this division, it has effect only on and from the day fixed by a Treasurer's gazette notice.

9 QIDC stops being statutory GOC

QIDC is no longer a statutory GOC.

10 QIDC's share capital and issued shares

- (1) QIDC continues to have the share capital it was taken to have under the GOC Act as a statutory GOC.
- (2) Also the shares in QIDC as a statutory GOC issued under the GOC Act remain issued.
- (3) This section is subject to section 16.³

11 QIDC's powers

- (1) Despite no longer being a statutory GOC, until QIDC becomes a company GOC under section 18(3),⁴ QIDC continues to have the powers it had as a statutory GOC.
- (2) Subsection (1) does not by implication limit the powers QIDC has under another Act.

³ Section 16 (Variation of share capital)

⁴ Section 18 (Application of GOC Act)

Division 3 Facilitative mechanisms

12 Registration under Corporations Law

- (1) A candidate company is authorised by this section to transfer its incorporation to the Corporations Law and become registered under part 2.2, division 3⁵ of the law.
- (2) However, before a candidate company may act under subsection (1), its members must consent to the transfer of incorporation.
- (3) The Treasurer is authorised to take, and authorise other persons to take, any action necessary or desirable to enable a candidate company to become registered under the Corporations Law, part 2.2, division 3.

13 Memorandum and articles of candidate company

- (1) To facilitate the transfer of a candidate company's incorporation to the Corporations Law, the Treasurer may—
 - (a) adopt a memorandum and articles for a candidate company; and
 - (b) amend the memorandum and articles previously adopted.
- (2) The memorandum and articles must not be inconsistent with this Act or the Corporations Law.

14 Candidate company may change its name

- (1) The memorandum and articles may change a candidate company's name.
- (2) The change of name has effect on the candidate company becoming registered under the Corporations Law, part 2.2, division 3.

⁵ Corporations Law, part 2.2 (Registration of companies), division 3 (Registering non-companies as companies) (rep 1998 sch 1 item 1 (Cwlth) effective 1 July 1998)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

15 Share capital and issue of shares

- (1) If a candidate company does not have a share capital, a Treasurer's gazette notice may provide that, on a specified day, the candidate company is taken to have a share capital of a specified amount.
- (2) Before becoming registered under the Corporations Law, part 2.2, division 3, the candidate company must apply the part of its capital that the Treasurer directs in paying up, in full, shares in itself.
- (3) As soon as practicable after complying with subsection (2), the candidate company must issue the shares paid up under the subsection as directed by the Treasurer.

16 Variation of share capital

- (1) A Treasurer's gazette notice may vary the share capital of a candidate company.
- (2) Without limiting subsection (1), a Treasurer's gazette notice may provide for—
 - (a) the issue of further shares in a candidate company; or
 - (b) the cancellation of issued shares in a candidate company; or
 - (c) the consolidation or division of issued shares in a candidate company.
- (3) This section applies only until a candidate company becomes registered under the Corporations Law, part 2.2, division 3.

17 Shares must be issued to a Minister

- (1) This section applies if shares in a candidate company are issued under section 15 or 16.
- (2) The shares must be issued to a Minister.
- (3) The State owns the shares.
- (4) The Minister holds the shares on the State's behalf.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (5) This section does not, by implication, limit the persons to whom shares may be transferred under a scheme of amalgamation or the Metway scheme of arrangement.

Division 4 Miscellaneous

18 Application of GOC Act

- (1) The GOC Act does not apply in relation to a candidate company transferring its incorporation to the Corporations Law.
- (2) Also, a thing may be done under this part despite the GOC Act.
- (3) However, on a candidate company becoming registered under the Corporations Law, part 2.2, division 3, it becomes a company GOC under the GOC Act and that Act applies to the company GOC with any necessary changes.
- (4) Without limiting subsection (3), the GOC Act applies with the following changes—
- (a) for applying section 106(1)(a) (Draft corporate plan) the reference to 1 month is taken to be a reference to 6 months;
 - (b) for applying section 107(3) (Special procedures in relation to draft corporate plan) the reference to 2 months is taken to be a reference to 7 months;
 - (c) for applying section 109(1) (Corporate plan pending agreement) the reference to 1 month is taken to be a reference to 6 months;
 - (d) for applying section 116(1)(a) (Draft statement of corporate intent) the reference to 1 month is taken to be a reference to 6 months;
 - (e) for applying section 117(3) (Special procedures in relation to draft statement of corporate intent) the reference to 2 months is taken to be a reference to 7 months;

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (f) for applying section 119(1) (Statement of corporate intent pending agreement) the reference to 2 months is taken to be a reference to 7 months.
- (5) Despite subsection (3), on the Metway amalgamation day the company GOC stops being a company GOC under the GOC Act and that Act no longer applies to it.
- (6) Subsection (5) does not affect the company GOC's registration under the Corporations Law, part 2.2, division 3.

19 Part 3 overrides certain Acts

This part applies despite anything in the Corporations Law, QIDC Act or Suncorp Act.

20 Notice by Treasurer

The Treasurer must, by gazette notice, notify the day on which a candidate company becomes registered under the Corporations Law, part 2.2, division 3.

Part 4 Transfer of the undertaking and incorporation of SBS

Division 1 Transfer of SBS's undertaking to QIDC

21 Definitions for div 1

In this division—

excluded asset means an asset classified as an excluded asset under section 24.

excluded liability means a liability classified as an excluded liability under section 24.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

transfer day means the day appointed by a Treasurer's gazette notice for section 22.

transferred asset means an asset transferred to QIDC under this division.

transferred liability means a liability transferred to QIDC under this division.

undertaking of SBS means—

- (a) all assets of SBS except excluded assets; and
- (b) all liabilities of SBS except excluded liabilities.

22 Vesting of undertaking

- (1) On the transfer day, SBS's undertaking is transferred to, and vested in, QIDC.
- (2) The transfer of assets and liabilities under this section has effect despite the provisions of any other law or instrument.
- (3) The transfer of a liability under this section discharges SBS from the liability.

23 SBS's members do not become members of, or shareholders in, QIDC

To remove any doubt, it is declared that a member of SBS does not become a member of, or shareholder in, QIDC because of the transfer of SBS's undertaking to QIDC.

24 Treasurer may exclude assets and liabilities from transfer

- (1) A Treasurer's gazette notice may classify assets or liabilities of SBS as excluded assets or excluded liabilities.
- (2) However, the notice may not relate to an amount in the rule preconversion reserve.
- (3) The notice must be given before the transfer day.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

25 Terms of transfer

A Treasurer's gazette notice may fix terms on which SBS's undertaking is transferred.

26 Transitional provisions

- (1) The following transitional provisions apply—
- (a) for construing an instrument or an oral agreement, understanding or undertaking so far as it applies to a transferred asset or transferred liability—
 - (i) a reference to SBS is to be construed as a reference to QIDC; and
 - (ii) a reference to a branch, office, or agency of SBS is to be construed as a reference to the corresponding branch, office or agency of QIDC or a branch, office or agency designated by the Treasurer as the corresponding branch, office or agency; and
 - (iii) a reference to an officer of SBS is to be construed as a reference to the corresponding officer of QIDC or an officer designated by the Treasurer as the corresponding officer;
 - (b) the relationship existing between SBS and a person (including a member or depositor) in relation to a transferred asset or transferred liability immediately before the transfer took effect continues between QIDC and the person after the transfer takes effect and gives rise to the same rights (including rights of set-off) and the same liabilities as would have arisen if there had been no transfer;
 - (c) an instruction, order, mandate, authority or notice given to or by SBS 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 or by QIDC at the time it was given to or by SBS;
 - (d) if a security held by SBS is referable to a transferred asset or transferred liability, then, so far as it is referable to the transferred asset or transferred liability—

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (i) QIDC becomes entitled or subject to rights, priorities and liabilities in relation to the security that SBS would have had if there had been no transfer; and
 - (ii) the security is available to QIDC as security for the discharge of liabilities including, where the security extends to future or prospective liabilities, liabilities incurred after the transfer;
 - (e) QIDC is entitled to possession of all documents to which SBS was entitled immediately before the transfer took effect that are referable to a transferred asset or transferred liability;
 - (f) a negotiable instrument or order for payment drawn by or on, or accepted or endorsed by, SBS is (if SBS's liability under the instrument or order is a transferred liability) payable by QIDC in the same way as if it had been drawn by or on, or accepted or endorsed by, QIDC;
 - (g) if a transferred asset consists of rights to the possession or use of property under an instrument—QIDC may exercise those rights without exposing SBS to liability for parting with possession of the property, or permitting the possession or use of the property by another person, contrary to the terms of any instrument;
 - (h) QIDC has the same right to ratify an instrument relating to an asset or liability transferred to it from SBS as SBS would have had if there had been no transfer;
 - (i) QIDC may execute an instrument discharging, surrendering, transferring or otherwise dealing with a transferred asset or liability in its own name, in SBS's name, or if the asset or liability is held in the name of a predecessor in title to SBS, in the name of the predecessor in title.
- (2) Subsection (1) does not limit the other provisions of this division.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

27 Direct payment orders to accounts transferred to QIDC

An instruction, order or mandate for payments to be made to an account at SBS is, if the account at SBS is transferred to QIDC under this division, taken to be an instruction, order of mandate for the payments to be made to the account at QIDC.

28 Transfer of staff

- (1) The transfer of officers and employees of SBS to QIDC as part of SBS's undertaking does not—
 - (a) affect the officers' or employees' remuneration; or
 - (b) prejudice the officers' or employees' existing or accruing rights to recreation leave, sick leave, long service leave or superannuation; or
 - (c) interrupt continuity of service; or
 - (d) constitute a retrenchment or redundancy; or
 - (e) entitle the officers or employees to a payment or other benefit merely because they are no longer employed by SBS.
- (2) Subsection (1) does not apply to directors of SBS in the capacity of directors.

29 Legal proceedings relating to undertaking

- (1) This section applies if legal proceedings might have been continued or started by or against SBS in relation to a transferred asset or transferred liability immediately before the transfer day.
- (2) The proceedings may be continued or started by or against QIDC.
- (3) QIDC has the same rights and privileges as SBS would have had if there had been no transfer.
- (4) A document that could have been given in evidence by or against SBS if there had been no transfer may be given in evidence by or against QIDC.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

30 Reserve established in QIDC

- (1) On the transfer day, a reserve is established in QIDC (the **SBS preconversion reserve**) of an amount equal to the amount in the rule preconversion reserve immediately before that day.
- (2) The SBS preconversion reserve reduces at the same rate and at the same intervals as the rule preconversion reserve would have continued to reduce under rule 178 of SBS's rules⁶ if SBS's undertaking had not transferred under section 22.⁷
- (3) When the SBS preconversion reserve is reduced by an amount under subsection (2), QIDC's general reserves increase by an equivalent amount.

31 Effect of winding-up on SBS preconversion reserve

- (1) This section applies if QIDC is wound up under any law.
- (2) The amount in the SBS preconversion reserve must be distributed to the remaining preconversion members of SBS in proportion to the paid-up value of the withdrawable shares in SBS held by them on 30 September 1993.
- (3) However the distribution must not happen until after payment of the capital paid up or credited as paid up on the issued shares in QIDC.
- (4) In this section—

remaining preconversion members of SBS means the persons who—

- (a) became client members of SBS under rule 177 of SBS's rules;⁸ and
- (b) have not ceased to be members of SBS under the rules at any time before the transfer day; and

⁶ Rule 178 reduces the rule preconversion reserve by 20% a year, starting 30 June 1994, so that it is reduced to nil on 30 June 1998.

⁷ Section 22 (Vesting of undertaking)

⁸ Under rule 177, every person who, at the beginning of 30 September 1993, held withdrawable shares in SBS became a client member.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (c) have not given notice to QIDC surrendering their claims to a distribution of the SBS preconversion reserve before the winding-up started.

32 Exclusion of obligation to inquire

- (1) A person dealing with QIDC is not obliged to inquire whether anything to which the transaction relates is or is not part of SBS's undertaking.
- (2) A person dealing with SBS is not obliged to inquire whether anything to which the transaction relates is or is not an excluded asset or excluded liability.

33 Cancellation of SBS's registration as a building society

- (1) This section applies only if—
 - (a) SBS's undertaking is transferred to QIDC; and
 - (b) there are no excluded assets or excluded liabilities; and
 - (c) SBS has not become registered under the Corporations Law, part 2.2, division 3.⁹
- (2) SBS must surrender its certificate of incorporation, and its authority to operate as a building society, under the Financial Institutions (Queensland) Code to the State supervisory authority for Queensland under the code.
- (3) On receipt of the certificate, the State supervisory authority must cancel SBS's registration as a society under the Financial Institutions (Queensland) Code.

34 Dissolution of SBS

- (1) This section applies if SBS's registration as a society under the Financial Institutions (Queensland) Code is cancelled under section 33.
- (2) SBS is dissolved without a winding-up.

⁹ Corporations Law, part 2.2 (Registration of companies), division 3 (Registering non-companies as companies) (rep 1998 sch 1 item 1 (Cwlth) effective 1 July 1998)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (3) A person is not entitled to damages or compensation because of the dissolution.

Division 2 Transfer of incorporation of SBS to Corporations Law

35 Registration of SBS under Corporations Law

- (1) SBS is authorised by this section to transfer its incorporation to the Corporations Law and become registered under part 2.2, division 3 of the law.
- (2) Subject to subsection (3), SBS must act under subsection (1) if directed to do so by the Treasurer.
- (3) However, before SBS may act under subsection (1), a majority of its members who are entitled to vote must consent to the transfer.
- (4) The voting entitlement of members about the consent to the transfer of incorporation must be decided under SBS's rules.

36 Memorandum and articles of SBS

- (1) To facilitate the transfer of SBS's incorporation to the Corporations Law, the Treasurer may—
- (a) adopt a memorandum and articles for when the transfer takes effect; and
- (b) amend the memorandum and articles previously adopted.
- (2) The memorandum and articles must not be inconsistent with this Act or the Corporations Law.

37 SBS must change its name

- (1) The memorandum and articles may change SBS's name so that SBS will not contravene the Financial Institutions

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

(Queensland) Code, section 144(2)(a)¹⁰ on becoming registered under the Corporations Law, part 2.2, division 3.

- (2) The change of name has effect on SBS becoming registered under the Corporations Law.

Division 4 Relationship of pt 4 to financial institutions legislation

51 Part 4 overrides financial institutions legislation

This part applies despite the financial institutions legislation under the AFIC Code.

Part 5 Amalgamation of certain State financial institutions

52 Object of pt 5

- (1) The object of this part is to provide for arrangements (a *scheme of amalgamation*) under which 2 or more SFIs may be amalgamated.
- (2) There may be more than 1 scheme of amalgamation.
- (3) An SFI may participate in more than 1 scheme of amalgamation.
- (4) An SFI with which another SFI has amalgamated may participate in another scheme of amalgamation.

10 Financial Institutions (Queensland) Code, section 144(2)(a) (Use of words 'building society', 'credit society', 'credit union' or 'credit co-operative'). The provision limits the bodies that may lawfully trade or carry on business under a name of which the words 'building society' form part to certain bodies under the code. (lapsed 1999 No. 27 s 17)

53 Definitions for pt 5

In this part—

participating entity, for a scheme of amalgamation, means an SFI that is participating in the scheme.

transferee entity means a participating entity to which assets or liabilities are transferred under a scheme of amalgamation.

transferor entity means a participating entity from which assets or liabilities are transferred under a scheme of amalgamation.

transferred asset means an asset transferred to a participating entity under a scheme of amalgamation.

transferred liability means a liability transferred to a participating entity under a scheme of amalgamation.

undertaking, of a participating entity, means the assets and liabilities of the entity.

54 Treasurer may cause preparation of schemes

The Treasurer may cause a scheme of amalgamation to be prepared for 2 or more SFIs.

55 Treasurer may approve schemes

- (1) A Treasurer's gazette notice may approve a scheme of amalgamation.
- (2) When the scheme is approved it, and all its terms, take effect by force of this section.

56 Matters that may be included in schemes

- (1) A scheme of amalgamation may provide for all or any of the following—
 - (a) the transfer of all or part of the undertaking of a participating entity to another participating entity;

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (b) the allotment, appropriation or transfer of shares, debentures, policies or other interests of a participating entity to another entity;
 - (c) the cancellation of shares, debentures, policies or other interests of a participating entity;
 - (d) the reduction of capital of a participating entity;
 - (e) the continuation by or against a participating entity of legal proceedings by or against another participating entity;
 - (f) the dissolution, with or without winding-up, of a participating entity;
 - (g) the application to a participating entity of instruments applying to another participating entity;
 - (h) provision about the existing officers and employees of a participating entity and their rights;
 - (i) whether, and, if so, the extent to which a participating entity is the successor in law of another participating entity;
 - (j) the change of name of a participating entity;
 - (k) the consideration for the transfer of all or part of a participating entity's undertaking to another participating entity and the value or values at which it is transferred;
 - (l) any incidental, consequential or supplemental matters that are necessary to ensure the amalgamation is fully and effectively carried out.
- (2) This section does not limit the matters that may be included in a scheme of amalgamation.

57 Effect of scheme relating to transfer of assets

- (1) This section applies if an asset is transferred under a scheme of amalgamation.
- (2) If it is provided by the scheme, the asset is transferred free from any charge that is, under the scheme, to cease to have effect.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

58 Transitional provisions

- (1) The following transitional provisions apply—
 - (a) for construing an instrument or an oral agreement, understanding or undertaking so far as it applies to a transferred asset or transferred liability—
 - (i) a reference to the transferor entity is to be construed as a reference to the transferee entity; and
 - (ii) a reference to a branch, office, or agency of the transferor entity is to be construed as a reference to the corresponding branch, office or agency of the transferee entity or a branch, office or agency designated by the Treasurer as the corresponding branch, office or agency; and
 - (iii) a reference to an officer of the transferor entity is to be construed as a reference to the corresponding officer of the transferee entity or an officer designated by the Treasurer as the corresponding officer;
 - (b) the relationship existing between the transferor entity and a person (including a member or depositor) in relation to a transferred asset or transferred liability immediately before the transfer took effect continues between the transferee entity and the person after the transfer takes effect and gives rise to the same rights (including rights of set-off) and the same liabilities as would have arisen if there had been no transfer;
 - (c) an instruction, order, mandate, authority or notice given to or by the transferor entity 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 or by the transferee entity at the time it was given to or by the transferor entity;
 - (d) if a security held by the transferor entity is referable to a transferred asset or transferred liability, then, so far as it is referable to the transferred asset or transferred liability—

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (i) the transferee entity becomes entitled or subject to rights, priorities and liabilities in relation to the security that the transferor entity would have had if there had been no transfer; and
 - (ii) the security is available to the transferee entity as security for the discharge of liabilities including, where the security extends to future or prospective liabilities, liabilities incurred after the transfer;
- (e) the transferee entity is entitled to possession of all documents to which the transferor entity was entitled immediately before the transfer took effect that are referable to a transferred asset or transferred liability;
- (f) a negotiable instrument or order for payment drawn by or on, or accepted or endorsed by, the transferor entity is (if the entity's liability under the instrument or order is a transferred liability) payable by the transferee entity in the same way as if it had been drawn by or on, or accepted or endorsed by, the transferee entity;
- (g) if a transferred asset consists of rights to the possession or use of property under an instrument—the transferee entity may exercise those rights without exposing the transferor entity to liability for parting with possession of the property, or permitting the possession or use of the property by another person, contrary to the terms of any instrument;
- (h) the transferee entity has the same right to ratify an instrument relating to an asset or liability transferred to it from the transferor entity as that entity would have had if there had been no transfer;
- (i) the transferee entity may execute an instrument discharging, surrendering, transferring or otherwise dealing with a transferred asset or liability in its own name, in the transferor entity's name, or if the asset or liability is held in the name of a predecessor in title to the transferor entity, in the name of the predecessor in title.
- (2) Subsection (1) does not limit the other provisions of this part.

59 Exclusion of obligation to inquire

A person dealing with a participating entity to which all or part of another participating entity's undertaking has been transferred under a scheme of amalgamation is not obliged to inquire whether anything to which the transaction relates is, or is not, transferred under the scheme.

60 Transfer of staff

- (1) This section applies if a scheme of amalgamation provides for the transfer of officers or employees from the employment of one participating entity (the *first entity*) to another participating entity.
- (2) The transfer does not—
 - (a) affect the officers' or employees' remuneration; or
 - (b) prejudice the officers' or employees' existing or accruing rights to recreation leave, sick leave, long service leave or superannuation; or
 - (c) interrupt continuity of service; or
 - (d) constitute a retrenchment or redundancy; or
 - (e) entitle the officers or employees to a payment or other benefit merely because they are no longer employed by the first entity.
- (3) Subsection (2) does not apply to directors of the first entity in the capacity of directors.

61 Legal proceedings relating to undertaking

- (1) This section applies if legal proceedings might have been continued or started by or against a transferor entity in relation to a transferred asset or transferred liability immediately before the transfer happened.
- (2) The proceedings may be continued or started by or against the transferee entity to whom the asset or liability was transferred.
- (3) The transferee entity has the same rights and privileges as the transferor entity would have had if there had been no transfer.

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

62 Part 5 overrides certain laws

- (1) This part has effect despite the Corporations Law, financial institutions legislation under the AFIC (Queensland) Code, QIDC Act and the Suncorp Act.
- (2) Without limiting subsection (1), a scheme of amalgamation may change the name of QIDC or SIF.

Part 6 **Mandatory requirements
regarding Metway group
companies' articles**

63 Application of pt 6

This part applies on and from the Metway amalgamation day.

64 Metway group companies' articles to include certain provisions

- (1) The articles of each Metway group company must, at all times, require—
- (a) the head office of the company to be located in Queensland; and
 - (b) at least the prescribed number of the directors of the company, 1 of whom must be the managing director, to be ordinarily resident in Queensland.
- (2) For subsection (1) and the articles, the head office of the company is located in Queensland only if—
- (a) the principal operational offices of the following company personnel, however described, are located in Queensland—

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (i) chairperson;
 - (ii) chief executive officer;
 - (iii) chief financial officer;
 - (iv) chief operating officer; and
- (b) the principal operational offices for the following company services, however described, are located in Queensland—
- (i) treasury operations;
 - (ii) information technology management;
 - (iii) marketing management;
 - (iv) credit control operations;
 - (v) human resource management;
 - (vi) account processing;
 - (vii) corporate services department;
 - (viii) purchasing department; and
- (c) the usual location for the holding of company board meetings is in Queensland.
- (3) In this section—
- prescribed number* of the directors of the company means the number that is the greatest of the following—
- (a) 5;
 - (b) 40% of the total number of directors;
 - (c) if 40% of the total number of directors is not a whole number, the next highest whole number.

65 Inconsistent alterations to Metway group companies' articles have no effect

- (1) A special resolution of a Metway group company that would, apart from this subsection, have the effect of altering the company's articles so that the articles would not comply with section 64 has no effect.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (2) A special resolution or resolution of the company has no effect if the resolution would—
 - (a) if acted on and apart from this subsection—result in a contravention of the mandatory articles; or
 - (b) apart from this subsection—ratify an act or omission contravening the mandatory articles.

66 Injunctions

- (1) Subsection (2) applies if a Metway group company or another person has engaged, is engaging or is proposing to engage in conduct constituting—
 - (a) a contravention of the mandatory articles; or
 - (b) attempting to contravene the mandatory articles; or
 - (c) aiding, abetting, counselling or procuring a person to contravene the mandatory articles; or
 - (d) inducing or attempting to induce, whether by threats, promises or otherwise, a person to contravene the mandatory articles; or
 - (e) being in any way, directly or indirectly, knowingly concerned in, or party to, the contravention by a person of the mandatory articles; or
 - (f) conspiring with others to contravene the mandatory articles.
- (2) The Supreme Court may, on the application of the Treasurer, grant an injunction, on the terms the court considers appropriate, restraining the company or other person from engaging in the conduct and, if the court considers it appropriate, requiring the company or other person to do something.
- (3) If a Metway group company or another person has failed, is failing or is proposing to fail to do something that the company or other person is required by the mandatory articles to do, the Supreme Court may, on the application of the Treasurer, grant an injunction, on the terms the court

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

considers appropriate, requiring the company or other person to do the thing.

- (4) On an application for an injunction under subsection (2) or (3), the Supreme Court may, if the court considers it appropriate, grant an injunction by consent of all the parties to the proceeding, whether or not the court is satisfied subsection (2) or (3) applies.
- (5) If the Supreme Court considers it appropriate, the court may grant an interim injunction pending a decision on an application under subsection (2) or (3).
- (6) The Supreme Court may discharge or vary an injunction granted under this section.
- (7) The power of the Supreme Court to grant an injunction restraining a Metway group company or another person from engaging in conduct may be exercised—
 - (a) whether or not it appears to the court that the company or other person intends to engage again, or to continue to engage, in conduct of that kind; and
 - (b) whether or not the company or other person has previously engaged in conduct of that kind; and
 - (c) whether or not there is an imminent danger of substantial damage to a person if the company or other person engages in conduct of that kind.
- (8) The power of the Supreme Court to grant an injunction requiring a Metway group company or another person to do something may be exercised—
 - (a) whether or not it appears to the court that the company or other person intends to fail again, or to continue to fail, to do the thing; and
 - (b) whether or not the company or other person has previously failed to do the thing; and
 - (c) whether or not there is an imminent danger of substantial damage to a person if the company or other person fails to do the thing.
- (9) If the Treasurer applies to the Supreme Court for the grant of an injunction under this section, the court must not require the

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

Treasurer, as a condition of granting an interim injunction, to give an undertaking as to damages.

- (10) If the Supreme Court has power under this section to grant an injunction restraining a Metway group company or another person from engaging in particular conduct, or requiring the company or another person to do a particular thing, the court may, either in addition to, or in substitution for, the grant of the injunction, make any other order it considers appropriate against the company or the other person who engaged in the conduct or a person who was involved in the contravention.

67 Delegation by Treasurer

The Treasurer may delegate the Treasurer's powers under this part to the chief executive of the department.

68 Jurisdiction of Supreme Court

The Supreme Court of Queensland has jurisdiction for matters arising under this part and that jurisdiction is exclusive of the jurisdiction of all other courts, other than the jurisdiction of the High Court under the Commonwealth Constitution, section 75.¹¹

69 Part 6 overrides Corporations Act

- (1) This part has effect despite the Corporations Act.
- (2) Without limiting subsection (1), if there is any conflict or inconsistency between this part and a Metway group company's memorandum or articles, this part prevails.

¹¹ Commonwealth Constitution, section 75 (Original jurisdiction of High Court)

Part 7

Guarantee of existing obligations

70 Obligation for existing QIDC liabilities

- (1) This section applies only to matters done or not done by QIDC under the QIDC Act before the Metway amalgamation day.
- (2) If QIDC becomes liable to pay an amount because of something done or not done for a matter mentioned in subsection (1), the State has the same obligation for payment of the amount as it would have had under the QIDC Act if this Act had not been enacted.
- (3) This section does not apply to a liability of an SFI transferred to QIDC under part 4 or 5 except to the extent QIDC becomes liable to pay an amount because of something done, or not done, by it under the QIDC Act after the transfer but before the Metway amalgamation day.

71 Obligation for existing insurance liabilities

- (1) This section applies only to policies or contracts of insurance or indemnity issued or entered into by SIF, or a wholly-owned subsidiary of SIF, under the Suncorp Act before the Metway amalgamation day.
- (2) If SIF, or a wholly-owned subsidiary of SIF, becomes liable to pay an amount for a policy or contract of insurance or indemnity mentioned in subsection (1), the State has the same obligation to pay the amount as it would have had under the Suncorp Act if this Act had not been enacted.

72 Obligation for liabilities transferred from QIDC, SIF or a wholly-owned subsidiary of SIF

- (1) This section applies if the State has an obligation mentioned in section 70 or 71 to pay an amount and the liability in relation to the amount is transferred under part 4 or 5 or the Metway scheme of arrangement from QIDC, SIF, or a

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

wholly-owned subsidiary of SIF to another entity on or before the Metway amalgamation day.

- (2) The State has the same obligation to pay the amount as it would have had if the amount were payable under—
 - (a) section 70; or
 - (b) section 71.

73 No guarantee for future liabilities

To remove any doubt, on and from the Metway amalgamation day the State does not guarantee the payment of an amount, in relation to a liability of QIDC, SIF or a wholly-owned subsidiary of SIF, not mentioned in section 70, 71 or 72.

74 Appropriation of guaranteed amounts

- (1) This section applies if an amount becomes payable by the State because of section 70, 71 or 72.
- (2) The Treasurer may pay the amount from the consolidated fund without further appropriation.

75 Guarantee fee

- (1) If the State has an obligation to pay an amount under section 70 or 72(2)(a), the Treasurer may require QIDC, or the entity to whom the liability in relation to the amount was transferred under part 4 or 5 or the Metway scheme of arrangement, to pay fees to the State in relation to the State's obligation to pay the amount.
- (2) The Treasurer may also require Metway, or a wholly-owned subsidiary of Metway, to pay fees to the State in relation to an amount owed by Metway, or a wholly-owned subsidiary of Metway, to Queensland Treasury Corporation.
- (3) The fees mentioned in subsections (1) and (2) must be calculated at the rates of—
 - (a) for an amount that becomes due and payable within 1 year of the liability to repay the amount being incurred—0.05% per annum of the amount; and

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (b) to include in a statement or return a record or information relating to a matter mentioned in subsection (1) or (2).
- (4) So far as the legislative power of Parliament permits, a reference in this section to State tax includes a reference to tax imposed under an Act of another State.

77 Transfer of assets and liabilities of SFIs to government entities

- (1) A regulation may transfer an SFI's asset or liability to a government entity.
- (2) The regulation—
 - (a) must be made, and must take effect, before the Metway amalgamation day; and
 - (b) has effect despite any other law or instrument; and
 - (c) may make transitional arrangements about the transfer.
- (3) The transfer of a liability discharges the SFI from the liability.

78 Transfer of certain assets and liabilities of Metway to government entities

- (1) This section applies to an asset or liability of Metway that was held on or before the Metway amalgamation day by an SFI if, within 6 months after the Metway amalgamation day, the Treasurer and Metway agree in writing that the asset or liability should stop being an asset or liability of Metway.
- (2) A regulation may declare that, on and from the Metway amalgamation day, the asset or liability is taken to have been transferred to a government entity specified in the regulation.
- (3) The regulation—
 - (a) has effect despite any other law or instrument; and
 - (b) may make transitional arrangements about the transfer.
- (4) The transfer of a liability discharges Metway from the liability.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

(5) In this section—

Metway includes a related body corporate of Metway.

79 Transfer of staff

(1) This section applies if the Metway scheme of arrangement provides for the transfer of officers or employees from the employment of an SFI to Metway, any holding company of Metway or a wholly-owned subsidiary of Metway.

(2) The transfer does not—

- (a) affect the officers' or employees' remuneration; or
- (b) prejudice the officers' or employees' existing or accruing rights to recreation leave, sick leave, long service leave or superannuation; or
- (c) interrupt continuity of service; or
- (d) constitute a retrenchment or redundancy; or
- (e) entitle the officers or employees to a payment or other benefit merely because they are no longer employed by the SFI.

(3) Subsection (2) does not apply to directors of the SFI in the capacity of directors.

80 Transfer of entity's incorporation does not affect legal personality

The fact that, under this Act, an entity transfers its incorporation to the Corporations Law and becomes registered under part 2.2, division 3¹³ of the law does not, of itself, affect the entity's legal personality.

13 Corporations Law, part 2.2 (Registration of companies), division 3 (Registering non-companies as companies) (rep 1998 sch 1 item 1 (Cwlth) effective 1 July 1998)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

81 Registering authority to note transfer

- (1) The registrar of titles or other person required or authorised by law to register or record transactions affecting assets or liabilities—
 - (a) may (without formal application) register or record in the appropriate way the transfer of an asset or liability under a transferring provision; and
 - (b) must, on application by a transferee entity, register or record in the appropriate way the transfer of an asset or liability under a transferring provision to the transferee entity.
- (2) A transaction, related to an asset or liability transferred to a transferee entity, entered into by the transferee entity in its transferor entity's name or the name of a predecessor in title to the transferor entity, if effected by an instrument otherwise in registrable form, must be registered even though the transferee entity has not been registered as proprietor of the asset or liability.
- (3) If an asset or liability is registered in the name of a transferor entity, the registrar of titles or other registering authority may register a dealing for a transaction about the asset or liability without being concerned to enquire whether it is, or is not, an asset or liability transferred under a transferring provision.
- (4) An entity is a transferee entity's transferor entity if it is the entity from which the asset or liability concerned was transferred to the transferee entity.
- (5) In this section—

transferee entity means the entity to which an asset or liability is transferred under a transferring provision.

transferor entity means the entity from which an asset or liability is transferred under a transferring provision.

transferring provision means—

- (a) part 4, division 1;¹⁴ or

14 Part 4, division 1 (Transfer of SBS's undertaking to QIDC)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (b) part 5;¹⁵ or
- (c) sections 77 and 78;¹⁶ or
- (d) the Metway scheme of arrangement.

82 Treasurer may direct participating entities

- (1) To allow or facilitate the doing of anything for part 3, 4 or 5¹⁷ or the Metway scheme of arrangement, the Treasurer may give a written direction to QIDC, SIF or an SFI.
- (2) The entity concerned must comply with the direction to the extent it is able to.
- (3) The Treasurer must cause a copy of the direction to be published in the gazette within 21 days after it is given.

83 Diligence and care expected of certain directors

- (1) This section applies if it becomes relevant to decide whether a director of a relevant entity has, in exercising the director's powers or discharging the director's functions in relation to the relevant entity, exercised the degree of diligence and care that a reasonable person in a like position in a corporation similar to the relevant entity would exercise in the relevant entity's circumstances.
- (2) Regard must be had to—
 - (a) the application of this Act to the relevant entity; and
 - (b) relevant matters required or permitted to be done under this Act in relation to the relevant entity; and
 - (c) relevant directions given to the relevant entity by the Treasurer.

15 Part 5 (Amalgamation of certain State financial institutions)

16 Sections 77 (Transfer of assets and liabilities of SFIs to government entities) and 78 (Transfer of certain assets and liabilities of Metway to government entities)

17 Part 3 (Transfer of the incorporation of QIDC and SIF to Corporations Law), 4 (Transfer of the undertaking and incorporation of SBS) or 5 (Amalgamation of certain State financial institutions)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (3) Subsection (2) does not limit the matters to which regard may be had for subsection (1).
- (4) In this section—
relevant entity means QIDC, SIF or an SFI.

84 Act does not affect existing legal relationships

- (1) This Act has effect despite anything in any instrument.
- (2) Nothing done under this Act, or the Metway scheme of arrangement, in relation to an entity—
 - (a) places the entity or the State in breach of a contract, trust or confidence or otherwise makes the entity or the State guilty of a civil wrong; or
 - (b) makes the entity or the State in breach of any instrument, including an instrument prohibiting, restricting or regulating the assignment, transfer or assumption of any right or liability or the disclosure of any 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 modify 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.
- (3) If, apart from this subsection, obtaining the advice or consent of, or giving notice to, a person would be necessary under an instrument to give effect to a transaction contemplated by this Act, the advice or consent is taken to have been obtained or the notice is taken to have been given.

85 Act does not limit other powers

- (1) This Act provides facilitative mechanisms.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

- (2) Without limiting subsection (1), this Act does not prevent anything being done otherwise than under this Act.

86 Effect of inconsistency with GOC Act

- (1) This section applies if a scheme of amalgamation or the Metway scheme of arrangement, in so far as it applies to QIDC or SIF, allots, cancels or transfers a share in QIDC or SIF in a way that is inconsistent with the GOC Act as the Act applies to QIDC or SIF.
- (2) The scheme of amalgamation or Metway scheme of arrangement prevails to the extent of the inconsistency.

87 Person may disclose protected information

- (1) The *Financial Administration and Audit Act 1977*, section 92, does not prevent the disclosure of protected information to an approved person.
- (2) This section is taken to have had effect on and from the day the Bill for this Act was introduced into the Legislative Assembly.
- (3) Also, but only for the purpose of this section and to the extent necessary for this section to operate, any other provision of this Act is taken to have had effect on and from the day the Bill for this Act was introduced into the Legislative Assembly.
- (4) In this section—
- approved person*** means—
- (a) a person (the ***first person***) appointed by a relevant entity to conduct a due diligence investigation or audit of, or to report on, the entity or another relevant entity for, or in relation to, a matter contemplated by this Act; or
- (b) another person employed or contracted by the first person in connection with the investigation, audit or report.

protected information means information obtained under the *Financial Administration and Audit Act 1977*.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

relevant entity means the State, QIDC, SIF, an SFI or Metway.

88 Application of Corporations Act to unit trust

- (1) To remove any doubt, this section applies if the State, or someone on its behalf, promotes a unit trust to hold ordinary shares in Metway and any of the units under the trust are to be listed on the official list of Australian Stock Exchange Limited.
- (2) The issue of units in the unit trust and all matters incidental regarding the establishment of the trust and its ongoing operation are applied Corporations legislation matters for the *Corporations (Ancillary Provisions) Act 2001*, part 3,¹⁸ in relation to the Corporations Act, chapter 7.¹⁹

89 Application of Corporations Law to Metway scheme of arrangement

- (1) To avoid any doubt, it is declared that any transfer of an asset or liability under the Metway scheme of arrangement takes effect under the Corporations Law, section 413(2)²⁰ in accordance with the scheme of arrangement's terms.
- (2) However, the Metway scheme of arrangement must not effect, either directly or indirectly, the transfer of any of the shares in Bank of Queensland Limited currently held by SIF, without the prior approval of Bank of Queensland Limited by a resolution passed at a general meeting of Bank of Queensland Limited at which no votes are cast in relation to the resolution in respect of any shares held by SIF or Metway, or by an associate of either of them.

18 *Corporations (Ancillary Provisions) Act 2001*, part 3 (Application of Commonwealth Corporations legislation to State matters)

19 Corporations Act, chapter 7 (Securities)

20 Corporations Law, section 413(2) (Provisions for facilitating reconstruction and amalgamation of part 5.1 bodies)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

(3) In this section—

associate see Corporations Law, section 9.²¹

90 Evidence

A certificate purporting to be issued by the Treasurer certifying that an asset or liability has been, or has not been, transferred, under this Act, to an entity is evidence of the matter certified.

91 Extraterritorial operation of Act

It is the intention of Parliament that this Act should apply, as far as possible, in relation to—

- (a) land or things outside the State (whether in or outside Australia); and
- (b) acts, transactions and matters done, entered into or happening outside the State (whether in or outside Australia); and
- (c) land, things, acts, transactions and matters (wherever situated, done, entered into or happening) that would, apart from this Act, be governed or otherwise affected by the law of a foreign country.

92 References to entities that change name

- (1) This section applies if an entity mentioned in this Act changes its name—
 - (a) on becoming registered under the Corporations Law, part 2.2, division 3; or
 - (b) under a scheme of amalgamation.
- (2) If appropriate, a reference in an Act or other document to the entity by a former name is taken to include a reference to the entity by its new name.

²¹ Corporations Law, section 9—

associate has the meaning given by Division 2.

93 Regulation-making power

The Governor in Council may make regulations under this Act.

Part 9 Transitional, repeals and amendments

94 Transitional regulations

- (1) A regulation may make provision about any matter for which—
 - (a) it is necessary or convenient to make provision to allow or facilitate the doing of anything to achieve the purposes of this Act; and
 - (b) this Act does not make provision or sufficient provision.
- (2) A regulation under this section—
 - (a) may only be made within 12 months after the commencement; and
 - (b) expires 12 months after the regulation commences.

95 Repeal of QIDC Act

- (1) Sections 8 to 12, 14, 18 to 31, 33, 34 and 36 of the QIDC Act are repealed on whichever of the following days happens first—
 - (a) the day QIDC becomes a company GOC under section 18(3);²²
 - (b) the day SBS's undertaking is transferred to QIDC under part 4, division 1.
- (2) The QIDC Act is repealed on the Metway amalgamation day.

22 Section 18 (Application of GOC Act)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

96 Repeal of SIF Act

- (1) Sections 8 to 20, 23 to 37, 41, 42 and 43 of the Suncorp Act are repealed the day SIF becomes a company GOC under section 18(3).
- (2) The Suncorp Act is repealed on the Metway amalgamation day.

Schedule 3 Dictionary

section 3

applied provisions, for part 4, division 3, means the provisions applying to SBS under section 43.

articles means articles of association.

assets includes rights and powers of any description, including rights and powers that are of a personal character and are incapable under the general law of being assigned or performed vicariously.

Book 3, Prudential Standards for Building Societies means Book 3, Prudential Standards for Building Societies published in the gazette on 21 October 1992 at pages 791 to 845 as amended, until 1 July 1996, by other standards made by the Australian Financial Institutions Commission under the AFIC Code.

candidate company, for part 3, see section 7.

charge means a charge created in any way and includes a mortgage and an agreement to give or execute a charge or mortgage, whether on demand or otherwise.

company means a company incorporated under the Corporations Law.

excluded asset, for part 4, division 1, see section 21.

excluded liability, for part 4, division 1, see section 21.

GOC Act means the *Government Owned Corporations Act 1993*.

Schedule 3 (continued)

government entity see the GOC Act, section 5.²³

holding company see Corporations Law, section 9.²⁴

instrument means an instrument of any kind, and includes, for example—

- (a) a contract, deed, agreement, arrangement, understanding or undertaking; and
- (b) a mandate, instruction, notice, authority or order; and
- (c) a lease, licence, transfer, conveyance or other assurance; and
- (d) a guarantee, bond, power of attorney, bill of lading, negotiable instrument or order for the payment of money; and
- (e) a mortgage, charge, lien or security;

whether express or implied and whether made or given orally or in writing.

legal proceedings includes arbitration and administrative proceedings.

liabilities includes duties of any description, including duties that are of a personal character or are incapable under the general law of being assigned or performed vicariously.

23 *Government Owned Corporations Act 1993*, section 5—

5 Meaning of *government entity*

A ***government entity*** is—

- (a) a government company or part of a government company; or
- (b) a State instrumentality, agency, authority or entity or a division, branch or other part of a State instrumentality, agency, authority or entity; or
- (c) a department or a division, branch or other part of a department; or
- (d) a GOC Act entity; or
- (e) statutory GOC or part of a statutory GOC; or
- (f) an entity prescribed by regulation.

24 Corporations Law, section 9—

holding company, in relation to a body corporate, means a body corporate of which the first body corporate is a subsidiary.

Schedule 3 (continued)

mandatory articles means a Metway group company's articles required by section 64(1).

members of SBS means the persons who are members under SBS's rules.

memorandum means memorandum of association.

Metway means Metway Bank Limited (ACN 010 831 722).

Metway amalgamation day means the day notified by a Treasurer's gazette notice as the day the Metway scheme of arrangement takes effect.²⁵

Metway group company means—

- (a) Metway; or
- (b) any holding company of Metway; or
- (c) a wholly-owned subsidiary of Metway that is the principal operating, banking or insurance company in the group of companies consisting of Metway and any related body corporate of Metway.

Metway scheme of arrangement see section 6.

participating entity, for part 5, see section 53.

QIDC means Queensland Industry Development Corporation.

QIDC Act means the *Queensland Industry Development Corporation Act 1994*.

QOFS means the Queensland Office of Financial Supervision.

²⁵ The Metway amalgamation day is 1 December 1996 (see notice pubd gaz 29 November 1996 p 1257).

Schedule 3 (continued)

related body corporate see Corporations Law, section 9.²⁶

resolution, of a Metway group company, see the Corporations Law, section 9.²⁷

rule preconversion reserve means the Preconversion Reserve of SBS established under rule 177(e) of SBS's rules.

SBS means Suncorp Building Society Limited.

SBS preconversion reserve see section 30.

SBS's rules means SBS's rules under the Financial Institutions (Queensland) Code or, if SBS is dissolved, its rules under the code before the dissolution.

scheme of amalgamation see section 52.

security means—

- (a) a mortgage or charge; or
- (b) a guarantee; or
- (c) another instrument acknowledging, evidencing, recording, imposing or securing a liability for the payment of an amount or the discharge of a liability.

SFI see section 5.

SIF means Suncorp Insurance and Finance.

26 Corporations Law, section 9—

related body corporate, in relation to a body corporate, means a body corporate that is related to the first-mentioned body by virtue of section 50.

Corporations Law, section 50—

Related bodies corporate

Where a body corporate is:

- (a) a holding company of another body corporate;
 - (b) a subsidiary of another body corporate; or
 - (c) a subsidiary of a holding company of another body corporate;
- the first-mentioned body and the other body are related to each other.

27 Corporations Law, section 9—

resolution, in relation to creditors or contributories, means a resolution passed at a meeting of the creditors or contributories.

Schedule 3 (continued)

special resolution, of a Metway group company, see the Corporations Law, section 9.²⁸

State tax means tax imposed under an Act.

subsidiary see the Corporations Law, section 9.²⁹

Suncorp Act means the *Suncorp Insurance and Finance Act 1985*.

tax includes fee, duty and charge.

transfer day, for part 4, division 1, see section 21.

transferee entity, for part 5, see section 53.

transferor entity, for part 5, see section 53.

transferred asset—

- (a) for part 4, division 1, see section 21; and
- (b) for part 5, see section 53.

transferred liability—

- (a) for part 4, division 1, see section 21; and
- (b) for part 5, see section 53.

Treasurer's gazette notice means a notice by the Treasurer published in the gazette.

28 Corporations Law, section 9—

special resolution means:

- (a) in relation to a company, a resolution:
 - (i) of which notice as set out in paragraph 249L(c) has been given; and
 - (ii) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution; or
- (b) in relation to a registered scheme, a resolution:
 - (i) of which notice as set out in paragraph 252J(c) has been given; and
 - (ii) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

29 Corporations Law, section 9—

subsidiary, in relation to a body corporate, means a body corporate that is a subsidiary of the first-mentioned body by virtue of Division 6.

Schedule 3 (continued)

undertaking—

- (a) of SBS, for part 4, division 1, see section 21; and
- (b) of a participating entity, for part 5, see section 53.

wholly-owned subsidiary—

- (a) of an SFI—includes a subsidiary of the SFI none of whose members is a person other than the SFI or a trustee for the SFI; and
- (b) in any other case—see Corporations Law, section 9.³⁰

30 Corporations Law, section 9—

wholly-owned subsidiary, in relation to a body corporate, means a body corporate none of whose members is a person other than:

- (a) the first-mentioned body;
- (b) a nominee of the first-mentioned body;
- (c) a subsidiary of the first-mentioned body, being a subsidiary none of whose members is a person other than:
 - (i) the first-mentioned body; or
 - (ii) a nominee of the first-mentioned body; or
- (d) a nominee of such a subsidiary.

Endnotes

1 Index to endnotes

| | | Page |
|---|--|------|
| 2 | Date to which amendments incorporated. | 50 |
| 3 | Key | 51 |
| 4 | Table of reprints | 51 |
| 5 | List of legislation | 51 |
| 6 | List of annotations | 52 |

2 Date to which amendments incorporated

This is the reprint date mentioned in the Reprints Act 1992, section 5(c). Accordingly, this reprint includes all amendments that commenced operation on or before 26 April 2007. Future amendments of the State Financial Institutions and Metway Merger Facilitation Act 1996 may be made in accordance with this reprint under the Reprints Act 1992, section 49.

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

3 Key

Key to abbreviations in list of legislation and annotations

| Key | Explanation | Key | Explanation |
|--------|--------------------------------|---------|---|
| AIA | = Acts Interpretation Act 1954 | (prev) | = previously |
| amd | = amended | proc | = proclamation |
| amdt | = amendment | prov | = provision |
| ch | = chapter | pt | = part |
| def | = definition | pubd | = published |
| div | = division | R[X] | = Reprint No. [X] |
| exp | = expires/expired | RA | = Reprints Act 1992 |
| gaz | = gazette | reloc | = relocated |
| hdg | = heading | renum | = renumbered |
| ins | = inserted | rep | = repealed |
| lap | = lapsed | (retro) | = retrospectively |
| notfd | = notified | rv | = revised edition |
| num | = numbered | s | = section |
| o in c | = order in council | sch | = schedule |
| om | = omitted | sdiv | = subdivision |
| orig | = original | SIA | = Statutory Instruments Act 1992 |
| p | = page | SIR | = Statutory Instruments Regulation 2002 |
| para | = paragraph | SL | = subordinate legislation |
| prec | = preceding | sub | = substituted |
| pres | = present | unnum | = unnumbered |
| prev | = previous | | |

4 Table of reprints

Reprints are issued for both future and past effective dates. For the most up-to-date table of reprints, see the reprint with the latest effective date.

If a reprint number includes a letter of the alphabet, the reprint was released in unauthorised, electronic form only.

| Reprint No. | Amendments to | Effective | Reprint date |
|-------------|-----------------|-------------------|-----------------|
| 1 | none | 10 September 1996 | 6 December 1996 |
| 1A | 1999 Act No. 19 | 30 April 1999 | 8 November 1999 |
| 1B | 2001 Act No. 45 | 15 July 2001 | 7 August 2001 |

| Reprint No. | Amendments included | Effective | Notes |
|-------------|---------------------|---------------|-------|
| 1C | 2007 Act No. 17 | 26 April 2007 | |

5 List of legislation

State Financial Institutions and Metway Merger Facilitation Act 1996 No. 29
date of assent 10 September 1996
commenced on date of assent

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

Note—pt 3 div 2 has effect only on and from 30 September 1996 (see s 8 and notice pubd gaz pubd 26 September 1996 p 345)

amending legislation—

Statute Law (Miscellaneous Provisions) Act 1999 No. 19 ss 1–3 sch

date of assent 30 April 1999

amdt 1 commenced 10 September 1996

remaining provisions commenced on date of assent

Corporations (Ancillary Provisions) Act 2001 No. 45 ss 1–2, 29 sch 3

date of assent 28 June 2001

ss 1–2 commenced on date of assent

sch 3 commenced 15 July 2001 (see s 2(2) of Act 2001 No. 45 (Qld) and Corporations Act 2001 No. 50 (Cwlth) and proc pubd Cwlth of Australia gaz 13 July 2001, No. S285)

remaining provision commenced immediately before 15 July 2001 (see s 2(1) of Act 2001 No. 45 (Qld) and Corporations Act 2001 No. 50 (Cwlth) and proc pubd Cwlth of Australia gaz 13 July 2001, No. S285)

Community Ambulance Cover and Other Acts Amendment Act 2007 No. 17 ss 1, 2(1), pt 7

date of assent 23 April 2007

ss 1–2 commenced on date of assent

remaining provisions commenced 26 April 2007 (2007 SL No. 74)

6 List of annotations

PART 4—TRANSFER OF THE UNDERTAKING AND INCORPORATION OF SBS

Division 3—Provisions applying if SBS becomes registered under Corporations Law div 3 (ss 38–50) exp 1 December 1998 (see s 39, s 3 sch 3 and notice pubd gaz 29 November 1996 p 1257)

Metway group companies' articles to include certain provisions

s 64 amd 2007 No. 17 s 57

Part 6 overrides Corporations Act

prov hdg amd 2001 No. 45 s 29 sch 3

s 69 amd 2001 No. 45 s 29 sch 3

Application of Corporations Act to unit trust

prov hdg amd 2001 No. 45 s 29 sch 3

s 88 amd 2001 No. 45 s 29 sch 3

Acts amended

s 97 om R1C (see RA s 40)

SCHEDULE 1

exp 1 December 1998 (see s 39, s 3 sch 3 and notice pubd gaz 29 November 1996 p 1257)

*State Financial Institutions and Metway Merger
Facilitation Act 1996*

SCHEDULE 2—AMENDMENTS

amd R1 (see RA s 40)

om R1C (see RA s 40)

SCHEDULE 3—DICTIONARY

def “**Metway**” amd 1999 No. 19 s 3 sch