



# Queensland Treasury Corporation Act 1988

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Queensland

# Queensland Treasury Corporation Act 1988

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# Queensland Treasury Corporation Act 1988

## An Act to provide for the constitution, objectives, functions and powers of the Queensland Treasury Corporation

### Part 1 Preliminary

#### 1 Short title

This Act may be cited as the *Queensland Treasury Corporation Act 1988*.

#### 2 Commencement

- (1) Section 1 and this section shall commence on the day on which this Act is assented to for and on behalf of Her Majesty.
- (2) Subject to subsection (1), the provisions of this Act shall commence on 1 July, 1988 which date is in this Act called the commencement of this Act.

#### 4 Definitions

In this Act—

*advisory board* means an advisory board established under this Act.

*affiliate* means any company, partnership, or any other association or body of persons, whether corporate or unincorporate in which the Corporation has a controlling interest or which the Corporation is directly or indirectly in a position to control.

*appointed under an Act*, in relation to a person or member, means—

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- (a) a person or member, who is appointed under an Act; or
- (b) a person or member, whose appointment is confirmed by the Governor in Council or a Minister under an Act.

**bank** includes an entity that carries on banking business outside Australia and is approved by the Treasurer.

**chief executive** means the chief executive of the department.

**Corporation** means the corporation sole referred to in section 5(2) as preserved and continued in force under the name and style 'Queensland Treasury Corporation'.

**financial arrangements** means arrangements entered into in Queensland or elsewhere, and whether or not the parties are resident or situated in Queensland or elsewhere that provide for, relate to or are directed towards—

- (a) the borrowing of money, the raising of money or the obtaining of all forms of financial accommodation in Australia or elsewhere, including by the issue of debentures, bonds, inscribed stock and other securities;
- (b) the lending of money;
- (c) the entering into and performance of deferred payment arrangements as debtor or creditor;
- (d) the granting or taking of leases (or the letting or taking on hire for any term whatsoever) of land, buildings, plant, machinery, equipment and any other property as lessee, lessor, hirer, owner or tenant;
- (e) the entering into of partnerships, trusts, ventures and the formation of companies;
- (f) the acquisition, holding, dealing with, guaranteeing, consolidation, reissue and disposal of—
  - (i) shares in any body corporate, company debentures, bonds, stock and other securities of any body corporate and including debentures, bonds, inscribed stock and other securities issued by any statutory body including the Corporation;

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- (ii) land, buildings, plant, machinery, equipment and any other property and any interest thereon or mortgage or any other charge in respect thereto;
  - (g) the taking of land or any interest in land;
  - (h) the acceptance of money on deposit;
  - (i) the entering into of covenants, undertakings, arrangements, promises, guarantees and indemnities to meet obligations or liabilities incurred by or to any person, whether or not that person is a party to the covenants, undertakings, arrangements, promises, guarantees and indemnities;
  - (j) the entering into of arrangements directed at the granting of financial accommodation by or to any person, whether or not the person is a party to the arrangements;
  - (k) the entering into of purchase obligations as purchaser or sale obligations as seller, to purchase or sell, as the case may be, any output or other product or service of any kind whatsoever;
  - (l) investment in Australia or elsewhere in any of the ways referred to in section 20(1);
  - (m) the issuance, drawing, acceptance, endorsement or discounting of bills of exchange, promissory notes, payment orders or other negotiable instruments;
  - (n) the formation or establishment of, participation in the formation or establishment of, or participation in a business undertaking;
  - (o) the underwriting of issues of shares in, or debentures or other securities of, a business undertaking;
  - (p) the holding of money, real property or other property as trustee or agent;
  - (q) any transaction for the purpose of managing or varying financial returns or managing or varying financial or currency risks (including but not limited to currency

exchange rate, interest rate, discount rate, volatility or other risks);

- (r) any transaction for the purpose of returning a gain or avoiding a loss by reference to currency obligations, currency exchange rate movements, or interest or discount rate movements;

and any other arrangements which the Treasurer determines to be a financial arrangement for the purposes of this Act.

**money** means the lawful currency of Australia or any other country.

**statutory body** means an entity established under an Act that—

- (a) has control of funds and consists of only 1 person appointed under an Act; or
- (b) has control of funds and has, or may have, at least 1 member appointed under an Act; or
- (c) has funds, or from time to time may have funds, and even though it does not have any members appointed under an Act, its decisions are made, or its funds are controlled, by—
  - (i) another person appointed under the same Act; or
  - (ii) another entity established under the same Act that has, or may have, at least 1 member who is appointed under the Act; or
- (d) is a corporation sole constituted by a Minister, or the chief executive or an officer of a department; or
- (e) is a local government; or
- (f) is declared under the Act to be a statutory body for the *Statutory Bodies Financial Arrangements Act 1982* or this Act; or
- (g) is declared under a regulation under this Act to be a statutory body.



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## Part 2                      Queensland Treasury Corporation

### 5                      Constitution of Corporation

- (1) This Act shall be administered by the Treasurer and subject to direction by the Treasurer, by the chief executive.
- (2) The corporation sole constituted by the Under Treasurer under section 4 of the *Statutory Bodies Financial Arrangements Act 1982* under the name and style ‘The Queensland Government Development Authority’ is preserved and continues in existence as so constituted as a corporation sole under the name and style ‘Queensland Treasury Corporation’ but so that the corporate identity of that corporation sole is not affected.
- (3) The Corporation, by the name given to it by subsection (2) shall have perpetual succession and an official seal.
- (4) All courts, judges, justices and other persons acting judicially shall take judicial notice of the appointment of the chief executive and of the chief executive’s signature and of the imprint of the official seal of the Corporation affixed to any document or writing.
- (5) It shall be presumed until the contrary is proved that the imprint of the official seal of the Corporation and the signature of the chief executive affixed to any document or writing was duly so affixed.

### 6                      Consequence of change of name of authority

- (1) In this section—  
*authority* means the corporation sole referred to in section 5(2) as it existed before the commencement of this Act under the name and style ‘The Queensland Government Development Authority’.
- (2) On and from the commencement of this Act—

- (a) all real and personal property, and every right, title, estate or interest therein and all management or control of anything that immediately prior to the commencement of this Act was vested in or belonged to the authority shall continue to be vested in and belong to the Corporation without any transfer assignment or conveyance or notice other than this Act;
  - (b) all moneys and liquidated and unliquidated claims that immediately prior to the commencement of this Act were payable to or recoverable by the authority shall be moneys and liquidated and unliquidated claims payable to or recoverable by the Corporation;
  - (c) all suits actions and proceedings and all causes of action pending or existing immediately prior to the commencement of this Act by or against the authority may be carried and prosecuted by or against the Corporation, and no such suit, action or proceedings shall abate or be prejudicially affected by this Act;
  - (d) nothing in this Act prejudicially affects any contracts, agreements and undertakings entered into with, and all securities lawfully given to, or by the authority and existing at the commencement of this Act;
  - (e) all debts due and moneys payable by the authority and all liquidated and unliquidated claims recoverable against the authority shall be debts due and moneys payable by and claims recoverable against the Corporation;
  - (f) a delegation made by the authority under the *Statutory Bodies Financial Arrangements Act 1982* and in force immediately prior to the commencement of this Act shall continue in full force and effect.
- (3) Nothing in this Act prejudicially affects any security, rights, powers, authorities and remedies of a holder of any debenture, bond, inscribed stock, note, mortgage, deed or other security given by the authority (including a security given by the authority under section 12 of the *Statutory Bodies Financial*

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*Arrangements Act 1982*) prior to the commencement of this Act.

- (4) All debentures, bonds and inscribed stock issued by the authority and to which section 25 of the *Statutory Bodies Financial Arrangements Act 1982* applies and issued on and after 1 September 1982 and before the commencement of the *Statutory Bodies Financial Arrangements Act Amendment Act 1984* shall continue to be a charge upon the Corporation's income and revenue from whatever source arising.
- (5) Nothing in this Act prejudicially affects any guarantee given by the Treasurer on behalf of the Government under section 16 of the *Statutory Bodies Financial Arrangements Act 1982*.
- (5A) In subsections (4) and (5), a reference to the *Statutory Bodies Financial Arrangements Act 1982* is a reference to the Act as in force from time to time before the commencement of the *Statutory Bodies Financial Arrangements Amendment Act 1996*.
- (6) The registrar of titles or other person required by any Act or law to make or enter any note or memorial on any instrument of title to land on receiving notice thereof shall, upon the written request of the Corporation, register the change of name of the authority to the Corporation for or with respect to any right, title, estate or interest in land to which the Corporation is entitled under this section, and for that purpose may make every entry, cancellation and correction in any register, record or book in his or her custody or under his or her control and do and execute such other acts and things as shall to him or her appear necessary and proper.

## **7 Corporation represents the Crown**

The Corporation represents the Crown and, subject to this Act, has and may exercise and claim all the powers, privileges, rights and remedies of the Crown.

## **7A Excluded matter for Corporations legislation**

The Corporation is declared to be an excluded matter for the Corporations Act, section 5F, in relation to the whole of the Corporations legislation.

## **8 Legal capacities of Corporation**

The Corporation shall be capable in law of—

- (a) suing and being sued; and
- (b) compounding or proving in a court of competent jurisdiction all debts and sums of money due to it; and
- (c) taking, acquiring, holding, letting, leasing, dealing with and disposing of real and personal property; and
- (d) doing and suffering all such acts and things as bodies corporate may in law do and suffer or as are prescribed by this Act.

## **9 Custody of official seal of Corporation**

- (1) The official seal of the Corporation shall be in the custody of the chief executive and may be affixed by the chief executive or by any other person authorised in that behalf by the Corporation.
- (2) An authorisation for the purposes of subsection (1) shall be in writing under the official seal of the Corporation.

## **10 Appointment of advisory boards**

- (1) The Corporation may from time to time, with the prior approval of the Governor in Council, establish advisory boards to perform such powers, authorities, functions and duties as may be prescribed.
- (2) An advisory board established under subsection (1) shall comprise such persons as may be appointed from time to time by the Governor in Council, on such terms and conditions as may be imposed by the Governor in Council.

- (3) The Corporation may at any time, with the prior approval of the Governor in Council, abolish any advisory board and thereupon the appointment of every member of that advisory board shall be revoked.

## **11 Appointment of officers and employees**

- (1) The Corporation may appoint such and so many officers and employees as it thinks necessary for the effectual administration of the Corporation.
- (2) Appointment of officers and employees under subsection (1) may be made in accordance with the *Public Sector Act 2022*.

## **12 Assignment of officers and employees to Corporation**

- (1) The chief executive may designate and assign such officers and employees of the department to perform such duties as in the opinion of the Corporation are required for the exercise and performance of the powers, functions, duties and obligations of the Corporation.
- (2) A person who is required to perform duties on behalf of the Corporation under subsection (1) may perform those duties in conjunction with any other duties the person is required to perform by reason of the person being an officer or employee of the department.

## **13 Secondment of staff**

The Corporation may with the approval of the Governor in Council second the officers and employees of any statutory body for the purpose of carrying into effect and implementing the terms of any financial arrangement or other arrangement entered into or to be entered into by the Corporation and such secondment shall have effect in accordance with its terms notwithstanding any other Act.

## 14 Delegation

- (1) The Corporation may delegate its powers, including this power of delegation, to—
  - (a) an advisory board, or a member of an advisory board, mentioned in section 10; or
  - (b) an officer or employee of the Corporation; or
  - (c) an officer or employee of the department who is assigned under section 12; or
  - (d) an officer or employee of a statutory body who is assigned under section 13.
- (2) If the Corporation enters into financial or other arrangements under this Act, it may delegate its powers for and incidental to the financial or other arrangements to anyone.
- (3) A delegation under subsection (2) may state that, to the extent stated, the delegation is irrevocable despite any Act or rule of law.
- (4) A delegation under this section may state—
  - (a) that the Corporation will not exercise the delegated powers while the delegation is in force; and
  - (b) that the Corporation will not supervise the delegate in the delegate's carrying out the delegation.
- (5) For applying section 27A of the *Acts Interpretation Act 1954* to a delegation under subsection (2), **power** has the same meaning in the section as it has in the subsection.
- (6) In subsection (2)—  
**powers** includes rights, exemptions and remedies.

## 15 Profits and losses of Corporation

Except to the extent that it is otherwise provided by the Governor in Council, all profits made by the Corporation shall accrue to the benefit of the consolidated fund and any losses of the Corporation shall be the responsibility of the consolidated fund.

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## **Part 3                              Objectives, functions and powers of the Corporation**

### **Division 1                      Objectives of the Corporation**

#### **16              Objectives of Corporation**

The objectives of the Corporation shall be—

- (a) to act as a financial institution for the benefit of and the provision of financial resources and services to statutory bodies and the State; and
- (b) to enhance the financial position of the Corporation, other statutory bodies and the State; and
- (c) to enter into and perform financial and other arrangements that in the opinion of the Corporation have as their objective either—
  - (i) the advancement of the financial interests of the State; or
  - (ii) the development of the State or any part thereof; or
  - (iii) the benefit of persons or classes of persons resident in or having or likely to have an association with Queensland.

### **Division 2                      Functions and various powers of the Corporation**

#### **17              Functions of Corporation**

In pursuit of the Corporation's objectives, the functions of the Corporation shall be—

- (a) to borrow, raise or otherwise obtain financial accommodation in Australia or elsewhere for itself, statutory bodies or other persons; and

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- (b) to advance money or otherwise make financial accommodation available; and
- (c) to act as a central borrowing and capital raising authority for the statutory bodies of the State; and
- (d) to act as agent for statutory bodies in negotiating, entering into and performing financial arrangements; and
- (e) to provide a medium for the investment of funds of the Treasurer, statutory bodies or other persons; and
- (f) to manage or cause to be managed the Corporation's financial rights and obligations; and
- (g) to undertake such other activities as the Governor in Council may from time to time direct.

## **18 Borrowing powers of Corporation**

- (1) Subject to subsection (3), the Corporation, in the attainment of its objectives and the discharge of its functions under this Act, has the power, either alone or jointly with, or jointly and severally with any statutory body or other person, to borrow or raise money or enter into any other financial arrangements either in Queensland or elsewhere as a borrower or as a party in the nature of a borrower or as an acquirer of financial accommodation, as it thinks fit.
- (2) Financial arrangements entered into in accordance with subsection (1) may be made—
  - (a) with the Treasurer; or
  - (b) with statutory bodies; or
  - (c) with other persons.
- (3) The Governor in Council may at any time prior to the Corporation's entering into a financial arrangement under this section impose limits on or determine conditions for that financial arrangement and the Corporation shall comply with such limits or conditions.



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- (4) A failure by the Corporation to comply with subsection (3) shall not invalidate the relevant financial arrangement which shall be enforceable by all the parties thereto in accordance with its terms.

## **19 Lending powers of Corporation**

- (1) Subject to subsection (3), the Corporation, in the attainment of its objectives and the discharge of its functions under this Act, has the power to make loans or advances or enter into any other financial arrangements either in Queensland or elsewhere as a lender or as a party in the nature of a lender or as the provider of financial accommodation, as it thinks fit.

- (1A) Such financial arrangements may be—

- (a) with or without security; and
- (b) at such rate of interest (if any) and for the payment of such other consideration (if any) as the Corporation thinks fit; and
- (c) on such terms as to repayment and otherwise as the Corporation thinks fit.

- (2) Financial arrangements made in accordance with subsection (1) may be made—

- (a) with the Treasurer; or
- (b) with statutory bodies; or
- (c) with other persons.

- (3) The Governor in Council may at any time prior to the Corporation's entering into a financial arrangement under this section impose limits on or determine conditions for that financial arrangement and the Corporation shall comply with such limits or conditions.

- (4) A failure by the Corporation to comply with subsection (3) shall not invalidate the relevant financial arrangement which shall be enforceable by all the parties thereto in accordance with its terms.

- (5) Unless an Act specifies that this subsection (5) shall not apply, then notwithstanding any requirement of that Act, when the Corporation enters into a financial arrangement with a statutory body under this section it shall not be necessary for that statutory body to obtain the approval of the Governor in Council.

### **19AA Special provisions for certain loans by Corporation**

- (1) Financial accommodation may be provided by the Corporation to a statutory body (the *debt assumption arrangement*) by way of the Corporation taking over the body's payment or repayment obligations for a financial arrangement entered into by the body with another person under the *Statutory Bodies Financial Arrangements Act 1982* or another Act.
- (2) A document for the debt assumption arrangement may provide—
- (a) the body must transfer funds held by it to the Corporation; or
  - (b) a person holding funds for the body must transfer the funds to the Corporation.
- (3) Within 14 days of the Corporation giving written notice to the body or a person requiring the transfer of funds under the debt assumption arrangement, the body or person must transfer the funds to the Corporation.
- (4) The Corporation may hold the funds for any use or purpose the Corporation considers fit and any of the following limitations or requirements cease to apply to the funds—
- (a) a limitation on the use or purpose of the funds;
  - (b) a requirement that the funds must be used for a particular purpose;
  - (c) a requirement for a sinking fund to be kept or the body to make contributions to a sinking fund.

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- (5) This section applies despite an Act, subordinate legislation, debenture, prospectus or other document.
- (6) In this section—

*fun*ds means amounts in a sinking fund.

*sinking fund* means a fund, established and held by or for a statutory body, for servicing the body's payment or repayment obligations under a financial arrangement.

## **Division 3                      Power of the Corporation to invest and enter into other financial arrangements and other powers generally**

### **20            Investment powers of Corporation**

- (1) Subject to subsections (2) and (3), the Corporation in the attainment of its objectives and the discharge of its functions under this Act, has the power by way of investment, on its own behalf or on behalf of any other person, either by itself or by any person authorised by it to—
- (a) purchase, acquire, take on lease, hire, sell, improve, subdivide, amalgamate, dispose of, exchange, lease, let, mortgage, charge, encumber, grant licences and other rights in connection with, and otherwise deal in any way with, real or personal property of any kind whatsoever and wheresoever situated and any interest therein, on such terms as the Corporation thinks fit; and
  - (b) deposit money with any financial institution, authorised dealer in the short-term money market with lines of credit with the Reserve Bank of Australia or a lender of last resort, or other financial entity or other person whatsoever; and
  - (c) carry on any business, enterprise or undertaking whatsoever; and

- (d) invest moneys in investments of any kind whatsoever, whether secured or unsecured, including capital market investments, debentures, securities or other obligations of governments, government authorities and corporations, shares, stock, notes, certificates, provident funds, bonds, units or other interests in trusts, options, futures, currency transactions, secondary mortgage securities, mortgages over real or personal property and bills of exchange; and
  - (e) trade in any commodities; and
  - (f) construct, demolish, improve, maintain, develop, restore, work, manage, carry out, control or otherwise deal with any buildings, fixtures, works, roads, bridges, ways, services, earthworks, infrastructure or any other structure or improvement whatsoever or to assist in any of the foregoing; and
  - (g) enter into partnership or any arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any statutory body or other person in any undertaking, business, transaction or other investment, or act as a principal, agent, contractor, trustee or beneficiary in respect of any such undertaking, business, transaction or investment; and
  - (h) invest in such other investments, activities or undertakings as the Corporation thinks fit.
- (2) The Governor in Council may at any time prior to the Corporation's entering into an investment under this section impose limits on or determine conditions for that investment and the Corporation shall comply with such limits or conditions.
- (3) When the Corporation invests funds on behalf of any statutory body or person, it shall invest those funds in accordance with any directions or guidelines given to it by the statutory body or person, but if no such direction or guideline is given, then as the Corporation thinks fit.

- (4) A failure by the Corporation to comply with subsections (2) and (3) shall not invalidate the relevant investment which shall be enforceable by all the parties thereto in accordance with its terms.

## **21 Power of Corporation to enter into other financial arrangements**

- (1) Subject to subsection (3), the Corporation, in the attainment of its objectives and the discharge of its functions under this Act, has the power to enter into any financial arrangement other than as provided for in sections 18, 19 and 20.
- (2) Financial arrangements entered into in accordance with subsection (1) may be made—
- (a) with the Treasurer; or
  - (b) with statutory bodies; or
  - (c) with other persons.
- (3) The Governor in Council may at any time prior to the Corporation's entering into a financial arrangement under this section impose limits on or determine conditions for that financial arrangement and the Corporation shall comply with such limits or conditions.
- (4) A failure by the Corporation to comply with subsection (3) shall not invalidate the relevant financial arrangement which shall be enforceable by all the parties thereto in accordance with its terms.

## **22 Other powers of Corporation**

- (1) In addition to and without derogating from any other power conferred on the Corporation by this Act, the Corporation, either by itself or by persons authorised by it may do all things necessary or convenient to be done for or in connection with the attainment of its objectives and the discharge of its functions.

- (2) Without limiting the generality of subsection (1) the powers of the Corporation referred to in that subsection include the following powers—
- (a) to promote, incorporate or form any company, joint venture, partnership, association (corporate or unincorporated) or trust for any purpose which the Corporation considers may directly or indirectly benefit the Corporation;
  - (b) to engage such agents and contractors as the Corporation sees fit to attain its objectives, discharge its functions and exercise its powers;
  - (c) to enter into any contracts, covenants, undertakings, arrangements, promises, guarantees and indemnities to meet obligations or liabilities incurred or to be incurred by or to any person, whether or not the person is a party to the contracts, covenants, undertakings, arrangements, promises, guarantees and indemnities;
  - (d) for its own use, acquire, hold, deal with and dispose of—
    - (i) shares in any body corporate, company debentures, bonds, stock and other securities; and
    - (ii) real and personal property and any interest therein;
  - (e) for its own use, grant or take leases of any term whatsoever of land, buildings, plant, machinery, equipment and any other property as lessee, lessor, owner or tenant;
  - (f) to accept money on deposit;
  - (g) to enter into and perform deferred payment arrangements as debtor or creditor;
  - (h) to maintain an account or accounts with any financial institution whether in Australia or elsewhere;
  - (i) for its own use, enter into purchase obligations as purchaser, or sale obligations as seller, to purchase or sell, as the case may be, any output or other product or service of any kind whatsoever;

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- (j) adopt such means of making known or advertising the activities of the Corporation as the Corporation thinks fit;
  - (k) do all such other things as are incidental or conducive to the exercise of the functions of the Corporation;
  - (l) undertake any other transaction or activity authorised from time to time by the Governor in Council either generally or in a particular case.

## Part 4                                      Financial provisions and guarantees

### 23            Carrying out of financial arrangements and other arrangements

- (1) The Corporation may charge any persons under financial arrangements or other arrangements undertaken for their benefit or on their behalf and may, on its own account or for their benefit or on their behalf pay for the purchase of any output or other product resulting as a consequence of or in connection with the entering into of any such arrangements.
- (2) The Corporation may empower an affiliate to enter, as principal, into any transaction or arrangement related to financial arrangements or other arrangements in the same way as the Corporation itself may have done.
- (3) For the purpose of performing financial arrangements or other arrangements entered into by it the Corporation may, for the purpose to which the financial arrangements or other arrangements are directed, take land within the meaning of the *Acquisition of Land Act 1967* or an easement in respect of land within the meaning of that Act.
- (4) Any such taking shall be under and subject to the *Acquisition of Land Act 1967* and the purpose of such taking shall be deemed to be a purpose specified in the schedule of that Act

which the Corporation, as a constructing authority within the meaning of that Act, may lawfully carry out.

- (5) For the purpose for which the Corporation is authorised by subsection (3) to take land the Corporation may—
  - (a) as a constructing authority within the meaning of the *Acquisition of Land Act 1967*, request the Governor in Council to exercise the powers conferred on the Governor in Council by section 5(3) of that Act;
  - (b) request the Governor in Council to resume on its behalf land held from the Crown for an estate or interest less than fee simple, not being a lease, licence or permit within the meaning of the *Land Act 1994*, or an easement in respect of such land under and subject to the Act under which such land is held from the Crown.
- (6) If the Act referred to in subsection (5)(b) does not provide for resumption of land held under it or of an easement in respect of such land, the *Land Act 1994*, chapter 5, part 3 applies as if the land were a lease, licence or permit within the meaning of that Act and, if those provisions are considered by the Governor in Council to be inadequate for the purpose, additional or other provisions may be prescribed by regulation for such resumption and matters connected therewith and the provisions so prescribed shall apply according to their tenor.
- (7) Where the Governor in Council resumes land under a request referred to in subsection (5) the Governor in Council may grant the land to the Corporation for an estate in fee simple under the *Land Act 1994* subject to such reservations, trusts, terms and conditions as the Governor in Council thinks fit.
- (8) The Corporation, an affiliate and each other party to financial arrangements or other arrangements may do all things authorised or required by the financial arrangements or other arrangements to be done by them respectively and all things incidental thereto and may also do such things as are necessary or convenient to be done for the purposes of carrying into effect and implementing the terms of any financial arrangement or other arrangement.



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## **24 Provisions of financial arrangements and other arrangements**

- (1) Financial arrangements and other arrangements may contain absolute and unconditional covenants, undertakings, promises, guarantees or indemnities, which may include but are not limited to—
  - (a) absolute and unconditional covenants or promises by the Corporation or an affiliate to pay for, or to make payments calculated by reference to output or other product, or the prospect of obtaining output or other product, whether or not that output or other product is at any relevant time, produced or delivered or capable of being produced or delivered; and
  - (b) absolute and unconditional covenants or promises by the Corporation or an affiliate to purchase, and pay for, any property in the events or circumstances specified in the financial arrangements or other arrangements; and
  - (c) absolute and unconditional covenants or promises by the Corporation or an affiliate to make or procure loans (at interest or otherwise) in the events or circumstances specified in the financial arrangements or other arrangements and failing this to make payments not less than the amount that would have been lent; and
  - (d) guarantees and indemnities to secure payment of moneys to a person;or any of them.
- (2) A covenant or promise referred to in subsection (1)(a) may contain an obligation to make payment in advance.
- (3) Where the Corporation or an affiliate, in financial arrangements or other arrangements, makes a covenant or promise or gives an undertaking, guarantee or indemnity to make any payment irrespective of any event or circumstance which otherwise would or might at law terminate, or permit termination of, the arrangements or excuse compliance with, or performance of, or provide a defence to, any proceedings to enforce the covenant, promise, undertaking, guarantee or

indemnity, the covenant, promise, undertaking, guarantee or indemnity shall operate and be enforceable in accordance with its terms notwithstanding any Act or rule of law to the contrary.

- (4) Financial arrangements or other arrangements entered into by the Corporation or an affiliate, or related arrangements, may contain a provision that the arrangements shall not be terminated on account of any matter or thing referred to in the arrangements and shall be enforceable notwithstanding any such matter or thing, being or including (without limiting the generality of the foregoing) any default, event of force majeure or other event which would or might at law otherwise terminate, or permit termination of the arrangements or excuse compliance with, or performance of, or provide a defence to, any proceedings to enforce the arrangements, and where any financial arrangements or other arrangements, or related arrangements, so provide the provision—
- (a) shall operate in accordance with its terms so that the arrangements shall not be capable of being terminated except by express agreement between the parties or in the events or circumstances expressly provided for in the arrangements; and
- (b) shall be enforceable in accordance with its terms; notwithstanding any Act or rule of law to the contrary.
- (5) Financial arrangements or other arrangements entered into by the Corporation or an affiliate may include an express waiver by the Corporation or affiliate of its immunity (if any) under any Act or rule of law from proceedings, either in whole or in part, and any such waiver shall operate in accordance with its terms notwithstanding any Act or rule of law to the contrary.
- (6) Financial arrangements or other arrangements entered into by the Corporation or an affiliate, or related arrangements, may provide that the ownership of specified buildings, structures or fixtures, product or output of the land shall not vest in the owner of the land on which they are situated and that the buildings, structures, or fixtures, product or output are chattels

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and not realty and shall be transferable in accordance with the provisions of the arrangements to someone else.

(7) If financial arrangements or other arrangements entered into by the Corporation or an affiliate, or related arrangements, make provision for a matter mentioned in subsection (6), the provision has effect despite any other law.

(8) In this section—

*related arrangements* means arrangements, entered into by the Corporation, an affiliate or someone else, that give effect to, or are a part of, financial arrangements or other arrangements entered into by the Corporation or an affiliate.

## **25 Powers to execute charges etc. relating to financial arrangements and other arrangements**

(1) For the purpose of performing financial arrangements and other arrangements to be entered into by or on behalf of the Corporation the Corporation may—

(a) execute such mortgages, bills of sale, charges, liens and other encumbrances over any of the property of the Corporation or provide such other security as the Corporation thinks fit;

(b) execute such other agreements including sale agreements, purchase agreements, building contracts, call and put options, leases and management and operating agreements as the Corporation thinks fit;

(c) charge any of its income and revenue from whatever source arising.

(2) No mortgage, bill of sale, charge, lien, other encumbrance, security or agreement referred to in subsection (1) and section 6(3) and (4) shall operate to prevent the Corporation from dealing with its income and revenue or other property, as the case may be, in the ordinary course of performance of its powers, authorities, duties or functions under this or any other Act or in such manner as may be expressly permitted under

the mortgage, bill of sale, charge, lien, other encumbrance, security or agreement.

## **26 Partnerships etc.**

- (1) Where the Treasurer is satisfied that a partnership, joint venture or other association has been formed principally for purposes connected with the purposes of financial arrangements or other arrangements entered into by the Corporation, the Governor in Council may declare that this subsection applies to the partnership, joint venture or association, and thenceforth the following provisions have effect—
  - (a) the partnership, joint venture or association shall not, throughout the period from the date of its formation until the date that is 6 months after the date of its formation or, where some other date is prescribed, the prescribed date, be dissolved by reason of any person becoming a member of the partnership, joint venture or association;
  - (b) the partnership, joint venture or association shall, as from the expiration of that period, be deemed to have consisted, throughout that period, of those persons who, at the expiration of that period, are members of the partnership, joint venture or association, in accordance with the interest of each of those members at the expiration of that period, but not so as to affect the liability of any person who ceased to be a member of the partnership during that period.
- (2) Where the Treasurer recommends to the Governor in Council that a partnership, joint venture or association consisting of more than 20 persons has been formed principally for purposes connected with the purposes of financial arrangements or other arrangements entered into by the Corporation, the Governor in Council may declare that this subsection applies to the partnership, joint venture or association, and thenceforth the following provisions have effect—

- (a) without limiting any other Act applicable to the partnership, joint venture or association, the partnership, joint venture or association shall be deemed to be and always to have been formed under this Act;
- (b) the partnership, joint venture or association is, accordingly, not prohibited by the Corporations Act, section 115.

## **27 Notice of trusts not to be received**

Unless the Corporation otherwise expressly agrees in writing in a particular case, the Corporation and persons acting on its behalf—

- (a) shall not receive and shall be deemed to have not received notice of any trust (express, implied or constructive) in relation to any financial arrangements entered into by the Corporation; and
- (b) shall not be bound to see to the execution of any trust that may affect such financial arrangements.

## **29 Inscribed stock issued by Corporation**

- (1) All inscribed stock of the Corporation in respect of a borrowing or raising of money by it—
  - (a) shall be issued in such series, at such times and places in or outside Queensland and in such manner as the Corporation thinks fit;
  - (b) shall bear interest at such rate or rates (if any) and be redeemable at such date or dates and at such place or places in or outside Queensland as advised by the Corporation;
  - (c) may, with the consent of the registered owner, be paid off at any time prior to the due date thereof at not more than the amount of the principal remaining unpaid at the time or, at the discretion of the Corporation, at a premium with interest thereon to the date of payment only;

- (d) shall, other than inscribed stock to which section 6(4) applies, rank *pari passu* one with the other unless the Corporation otherwise expressly determines in respect of particular inscribed stock.
- (2) Unless the Corporation otherwise expressly provides in respect of particular inscribed stock, no inscribed stock of the Corporation in respect of a borrowing or raising of money by it other than inscribed stock to which section 6(4) applies shall entitle the registered owner to any charge or other security in respect of any of the income, revenue or any other assets of the Corporation.
- (3) In the case of an application to purchase inscribed stock—
  - (a) the Corporation may require the applicant to lodge with the applicant's application, as security, all or part of the purchase consideration; and
  - (b) where an application is accepted—the inscribed stock issued pursuant thereto shall bear interest at the rate or rates advised in accordance with this section on the amount lodged as security from the date of lodgment; and
  - (c) where an application is not accepted—the Corporation shall forthwith refund any amount lodged as security, together with such amount of interest as the Corporation considers appropriate, to the payer thereof or as the payer directs.

### **30 Priority of charges**

- (1) Where the Corporation has created a charge over its income and revenue as security for an obligation or liability entered into by it, that charge shall rank *pari passu* one with the other with all other charges created by it over its income and revenue except to the extent that the firstmentioned charge expressly provides that it shall rank with such other charges in some other manner, in which event the charges shall rank as so provided.

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- (2) Where the Corporation has executed a mortgage, bill of sale, charge, lien or other encumbrance over any of its property (other than its income and revenue) such mortgage, bill of sale, charge, lien and other encumbrance shall rank in relation to the property over which it is secured in accordance with its terms and as provided by law and, in a case to which the provisions of subsection (1) is relevant, notwithstanding those provisions.

### **31 Substitution and consolidation of securities**

- (1) In this section—  
*security* means a debenture, bond, stock or other security.  
*statutory body* means a statutory body other than the Corporation.
- (2) Without limiting the generality of its powers, the Corporation may—
- (a) hold, deal with, cancel, consolidate, reissue or dispose of securities of the Corporation; and
  - (b) hold, deal with or dispose of securities of a statutory body; and
  - (c) issue securities of the Corporation in substitution for a security or consolidation of securities of a statutory body.
- (3) Where as a consequence of the exercise of its powers under this section the Corporation holds or acquires a security in respect of which the Treasurer has guaranteed under any Act the due performance of any obligation in respect of that security, the Treasurer's guarantee shall cease to be of any effect for such time and only for such time as such security is held by the Corporation.
- (4) If the holder of a security requests and the Corporation agrees to substitute for that security a security issued by the Corporation, the holder shall transfer to the Corporation such security and shall be entitled to be issued by the Corporation

with a security evidencing, according to its terms, a financial arrangement between the Corporation and the holder.

- (5) A security issued by the Corporation under subsection (4) shall provide for such rate or rates of interest (if any), such maturity date or dates and such other terms and conditions as are determined by the Corporation and in the absence of such a determination by the Corporation—
  - (a) shall provide for the same terms and conditions as the security transferred to the Corporation;
  - (b) shall be taken to express the terms of a financial arrangement made between the Corporation and the holder or holders thereof and shall be enforceable against the Corporation.
- (6) On the issue of a security under subsection (4) a financial arrangement shall thereby be created between the Corporation and the statutory body whose security has been replaced by the security given by the Corporation on the same terms and conditions as existed between the statutory body and the holder of a security transferred to the Corporation and the financial arrangement shall take such form as is nominated by the Corporation.
- (7) The Corporation and the statutory body referred to in subsection (6) are hereby empowered to enter into the financial arrangement referred to in subsection (6) and such financial arrangement shall be enforceable against the statutory body.

## **32 Statutory guarantee**

The due repayment of principal on inscribed stock issued in accordance with this Act and, where payable, the due payment of interest relating to the inscribed stock are guaranteed by the Treasurer, on behalf of the Government.



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### **33 Discretionary guarantees**

- (1) The Treasurer, on behalf of the Government, may guarantee, subject to and in accordance with the approval of the Governor in Council, the due payment of all or part of the moneys from time to time payable and the due performance of any other obligations undertaken in accordance with financial arrangements or other arrangements entered into by the Corporation.
- (2) A guarantee under subsection (1) may be given—
  - (a) by way of an instrument of guarantee; or
  - (b) by way of an order in council; or
  - (c) in such other form or manner as the Treasurer thinks fit.
- (3) Where a guarantee is given by way of an order in council, the order shall specify the terms and conditions to which the guarantee shall be subject, the guarantee shall become effective upon the publication of the order in the gazette or on such later date as is specified in the order as the date on which the guarantee is to become effective and the Treasurer shall be deemed to thereby guarantee the due payment of the moneys or the due performance of any other obligations to which the order relates.
- (4) Notwithstanding that a guarantee has been given by way of an order in council the Treasurer may in addition give the Treasurer's guarantee by way of an instrument of guarantee or in such other form or manner as the Treasurer thinks fit and a guarantee so given shall take effect according to its terms.
- (5) The Treasurer may, in giving a guarantee under this section, do all things necessary or incidental to the granting of that guarantee.
- (6) A guarantee may contain provisions that the guarantee shall continue to be enforceable notwithstanding any event which would or might at law otherwise terminate, or permit termination of the guarantee or excuse compliance with, or performance of, or provide a defence to any enforcement of the guarantee and where any guarantee so provides the provision shall operate in accordance with its terms so that the

guarantee shall not be capable of being terminated except by express agreement between the parties or in the events or circumstances expressly provided for in the guarantee.

- (7) A guarantee given under this section may include an express waiver by the Treasurer of the Treasurer's immunity (if any) under any Act or rule of law from proceedings, either in whole or in part, and any such waiver shall operate in accordance with its terms, notwithstanding any Act or rule of law to the contrary.
- (8) The Treasurer may, by writing, delegate to any person the authority to execute an instrument of guarantee on the Treasurer's behalf.
- (9) For the purposes of this part—  
*guarantee* when used as a noun includes indemnity and when used as a verb includes indemnify.

### **34 Appropriation**

All moneys payable by the Treasurer under a guarantee given under either section 32 or 33 shall be a charge upon and be paid out of the consolidated fund, which is to the extent necessary appropriated accordingly.

### **35 Requirement for security**

- (1) Without limiting the power of the Treasurer with respect to the terms and conditions to which the Treasurer's guarantee may be subject, the Treasurer may require a person with whom the Corporation has entered into or desires to enter into any financial arrangements or other arrangements to take security of a description specified in the guarantee.
- (2) If a person required to take security under subsection (1)—
  - (a) fails to take security of the description specified;
  - (b) having taken such security, releases in whole or in part that security without the Treasurer's consent in writing first had and obtained;

- (c) having taken such security, waives any right or remedy thereby secured to the person without the Treasurer's consent in writing first had and obtained;

the guarantee in connection with which the security was required shall be void and shall be deemed to have been void ab initio.

### **36 Protection of investors**

- (1) A person who enters into financial arrangements with the Corporation shall not be bound to inquire into the application of money, credit or other financial accommodation provided by the person and the person shall not be held responsible in any way for the non-application or misapplication thereof.
- (2) When a person enters into any financial arrangement or other arrangement of any kind with the Corporation and there is issued any document, writing, contract, security, deed, or other instrument which appears on its face to be duly issued and executed by a person authorised by this Act, the firstmentioned person shall not be bound to inquire whether the financial arrangement or other arrangement was in fact duly authorised or within the power of the Corporation and the issue of such document, writing, security, instrument or deed shall be conclusive evidence in favour of all persons that the Corporation was empowered to enter into the financial arrangement or other arrangement and that approval was duly given to the financial arrangement or other arrangement and that the financial arrangement or other arrangement complies with this Act.

### **37 Fees and commissions**

- (1) The Corporation may charge any statutory body or any person any commissions, fees or charges in respect of the entering into of financial arrangements or otherwise carrying out its functions under this Act.
- (2) The Corporation may pay moneys by way of commission or fees in respect of the entering into of financial arrangements

or otherwise carrying out its functions, notwithstanding any Act to the contrary.

## **Part 5                      Miscellaneous**

### **39A    Orders in council not subordinate legislation**

An order in council made under this Act is not subordinate legislation.

### **40        Regulations**

- (1) The Governor in Council may make regulations under this Act.
- (1A) A regulation may make provision with respect to—
  - (a) any matter which relates to or is a consequence of the Corporation entering into financial arrangements, the repayment of moneys raised under such arrangements and the discharge of obligations incurred by the provision of financial accommodation under such arrangements; and
  - (b) any matter which is necessary or convenient to enable the Corporation or other person to carry out or give effect to this Act or any financial arrangement; and
  - (c) any matter which is consequent upon a person being in a position, by virtue of or as a consequence of a financial arrangement, to exercise some or all of the rights, powers, authorities, exemptions, remedies, functions or duties of the Corporation, the manner in which advisory boards and members of advisory boards shall be vested with powers, authorities, functions and duties and procedural matters relating to the discharge of those powers, authorities, functions and duties; and

- (d) the fees, allowances and expenses to be paid to members of advisory boards for performance of their duties and attendance at meetings of their boards.
- (2) Also, the regulations—
- (a) may prescribe the form of and the manner of issuing securities of every description by the Corporation; and
  - (b) may provide for the keeping and inspection of and the taking of copies of or extracts from the register of inscribed stock ledgers of the Corporation; and
  - (c) may provide for lost or defaced debentures, coupons, bonds, stock certificates and other securities issued by the Corporation and the destruction of discharged debentures, coupons, bonds, stock certificates and other securities; and
  - (d) may prescribe in relation to entering into financial arrangements outside Queensland by the Corporation; and
  - (e) may provide for sinking funds and other methods for the repayment of moneys raised by or other financial arrangements entered into by the Corporation and for the appointment of trustees of a debt redemption fund with respect thereto and for the powers, functions and duties of such trustees and may regulate all matters connected with such matters so provided for.
- (3) A regulation may apply to the Corporation, affiliates and other parties to financial arrangements or investments.