

Queensland



PRIMARY INDUSTRY BODIES REFORM BILL 1999

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1999

A BILL

FOR

An Act to provide for the transfer of the assets and liabilities of bodies under the *Primary Producers' Organisation and Marketing Act 1926* and the *Fruit Marketing Organisation Act 1923* to incorporated bodies that are not public authorities, to amend the *Meat Industry Act 1993*, and for other purposes

The Parliament of Queensland enacts—

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PART 1—PRELIMINARY

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Division 1—Introduction

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Short title

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1. This Act may be cited as the *Primary Industry Bodies Reform Act 1999*.

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Commencement

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2.(1) Parts 9 and 10¹ commence on assent.

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(2) The remaining provisions of this Act are taken to have commenced on 29 October 1999.

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Division 2—Objects and application

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Objects of Act

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3. The objects of this Act are—

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- (a) generally, to transfer the assets and liabilities of each producer body and its secondary bodies to a body corporate appointed by the producer body (its “**replacement corporation**”) that is not a public authority; and
- (b) to transfer assets held by or for a local association that is not a cooperative to its committee members on trust for its members; and
- (c) if a replacement corporation has a share capital—to provide for

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¹ Parts 9 (Amendment of Meat Industry Act 1993) and 10 (Repeals and other amendments)

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the distribution of shares in the corporation among eligible producers for its transferring producer body; and	1 2
(d) to dissolve each producer body and its secondary bodies; and	3
(e) to provide for a transition from compulsory to voluntary membership of each replacement corporation for producers of the commodity for which its transferring producer body was established.	4 5 6 7
Act binds all persons	8
4. This Act binds all persons, including the State and, so far as the legislative authority of the Parliament permits, the Commonwealth and the other States.	9 10 11
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6. A “producer body” is—	19
(a) the committee of direction of fruit marketing (the “COD”) under the FMO Act; and	20 21
(b) each producer representative body under the PPO&M Act (a “PPO&M producer body”) as follows—	22 23
(i) the Queensland Cane Growers’ Organisation;	24
(ii) the Queensland Dairyfarmers’ Organisation;	25

- (iii) the Queensland Pork Producers' Organisation; 1
- (iv) the Queensland Commercial Fishermen's Organisation. 2

What is a “secondary body” of a producer body 3

7. A “secondary body” of a producer body is— 4

- (a) for the COD, the following bodies— 5
 - (i) each local association that is not a cooperative; 6
 - (ii) each sectional group committee under the FMO Act; or 7
- (b) for a PPO&M producer body— 8
 - (i) its State council; and 9
 - (ii) the State council's subsidiary bodies under the PPO&M Act, 10

section 30E.² 11

Who is an “eligible producer” for a producer body 12

8. A person is an “eligible producer” for a producer body if— 13

- (a) for the COD—the person is a fruit grower or vegetable grower 14

under the FMO Act; or 15
- (b) for a PPO&M producer body—the person is a member of the 16

body under the PPO& M Act, section 30C(2).³ 17

What is the “share distribution scheme” for a producer body 18

9. The “share distribution scheme”, for a producer body, means the 19
scheme for distributing, under part 5, division 4, shares among the persons 20
who, immediately before the transfer day, are eligible producers for the 21
body. 22

² PPO&M Act, section 30E (Subsidiary bodies)

³ PPO&M Act, section 30C (Producer representative bodies)

“Transfer day” is day after assent

1

10. The “**transfer day**” is the day after the date of assent for this Act.

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PART 2—APPOINTMENT OF REPLACEMENT CORPORATION

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Division 1—General

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Producer body may appoint its replacement corporation

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11.(1) A producer body may, before the transfer day, appoint its replacement corporation.

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(2) The appointment may be decided only by—

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(a) for the COD—the COD members; or

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(b) for a PPO&M producer body—its State council.

11

(3) It is the intention of the Parliament that, unless this Act otherwise provides—

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(a) the following issues about the replacement corporation are to be resolved when making the appointment—

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(i) its constitution;

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(ii) if it has a share capital—its shares and the terms on which they are issued;

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(iii) if it does not have a share capital—its membership and the conditions for becoming a member;

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(iv) the obligations, restrictions and rights attaching to its shares or imposed on its members;

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22

(iv) its officers.

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(b) laws concerning the incorporation of, and laws that apply to, the replacement corporation continue to apply.

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Conditions for appointment

12.(1) A replacement corporation may be appointed for a producer body only if—

- (a) it has, by notice to the producer body signed by an authorised person for the replacement corporation, agreed to the appointment; and
- (b) it is not an industrial association; and
- (c) its constitution allows the transfer of all of the assets and liabilities of the producer body to the replacement corporation; and
- (d) it is a company limited by guarantee, a cooperative, an incorporated association or a public company; and

(2) However, the replacement corporation must not be a public company or a cooperative that has a share capital unless its constitution is consistent with and, allows the carrying out of, the share issue and the share distribution scheme for the producer body.

Notice of appointment

13.(1) As soon as practicable after a producer body has appointed its replacement corporation, it must give the Minister notice of the appointment.

(2) The notice must—

- (a) be accompanied by a copy of the notice mentioned in section 12(1)(a); and
- (b) state the following—
 - (i) the replacement corporation's name;
 - (ii) the day the appointment was made;
 - (iii) that the replacement corporation is not an industrial association;
 - (iv) that the replacement corporation's constitution allows the transfer of all of the assets and liabilities of the producer body to the replacement corporation;
 - (v) whether the replacement corporation is a company limited by

guarantee, a cooperative, an incorporated association or a public company;

- (vi) if the replacement corporation is a public company or a cooperative that has a share capital—that its constitution complies with section 12(2).

Consequence of failure to make or notify appointment

14.(1) This section applies if a producer body does not, before the transfer day—

- (a) appoint its replacement corporation; or
- (b) give the Minister notice of the appointment of its replacement corporation.

(2) The Supreme Court may, on the application of the chief executive, order the winding up of the producer body or a secondary body of the producer body.

(3) Despite the repeal of the PPO&M Act, sections 43(2) and (3) and 46 to 48⁴ of that Act apply for the winding up as if—

- (a) they had not been repealed; and
- (b) a reference to a board were a reference to the producer body or secondary body; and
- (c) a reference to ASIC were a reference to the Minister; and
- (d) a reference to deregistration of the body were a reference to its dissolution.

(4) The Minister may issue a certificate stating the producer body did not, before the transfer day—

- (a) appoint its replacement corporation; or
- (b) give the Minister notice of the appointment of its replacement corporation.

⁴ PPO&M Act, sections 43 (Procedure for winding-up a board), 46 (Application of moneys remaining after winding-up), 47 (Regulations and rules) and 48 (Particular modifications)

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(5) A certificate purporting to be issued under subsection (4) is, for a proceeding under this section, evidence of the things it states.

***Division 2—Facilitation of incorporation under Associations
Incorporation Act***

Subdivision 1—Preliminary

Main purposes of div 2

15. The main purposes of this division are to—

- (a) exclude or change provisions of the Associations Incorporation Act to allow a proposed replacement corporation that is not incorporated to become an incorporated association before the transfer day; and
- (b) change or defer, until the deferred day, provisions of that Act about aspects of the following matters to the extent they concern the association or the relevant incorporated association—
 - (i) eligibility requirements for incorporation or for continuing incorporation;
 - (ii) name requirements;
 - (iii) membership committee requirements.

Application of div 2

16.(1) This division applies if—

- (a) an application is made for incorporation or registration of an association under the Associations Incorporation Act; and
- (b) the application states the incorporation of the association is for its appointment under this part as the replacement corporation for a stated producer body; and
- (c) the applicant is—
 - (i) if the stated producer body is the COD—a COD member; or

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(ii) if the stated producer body is a PPO&M producer body—an officer of its State council.	1 2
(2) This division does not affect the operation of the Associations Incorporation Act for—	3 4
(a) any other application for incorporation or registration; or	5
(b) an incorporated association other than the relevant incorporated association.	6 7
Definitions for div 2	8
17. In this division—	9
“deferred day” means the day that is 2 months after the dissolution day for the relevant incorporated association’s transferring producer body.	10 11
“relevant incorporated association” means the association the subject of the application, after its incorporation or registration under the Associations Incorporation Act.	12 13 14
References to provisions in div 2	15
18.(1) In this division, a reference to a numbered provision is a reference to the provision of the Associations Incorporation Act with that number.	16 17
(2) Subsection (1) does not apply to the extent that the context or subject matter otherwise indicates or requires.	18 19
<i>Subdivision 2—Facilitative provisions</i>	20
Change to and deferral of certain eligibility requirements	21
19.(1) This section applies only until the deferred day.	22
(2) The requirement under section 5(1)(a) is changed to a requirement that the association or the relevant incorporated association has at least 2 members.	23 24 25
(3) The members must include at least 2 eligible producers for the stated producer body.	26 27

(4) The requirements under section 5(1)(c) and (e) do not apply to the application, the incorporation or registration of the association or to the relevant incorporated association.

(5) The following provisions do not apply to the relevant incorporated association—

- section 90(1)(b) and (d)
- section 93(1)(c), to the extent it relates to a requirement mentioned in section 5(1)(c) and (e)
- section 93(1)(d).⁵

Excluded provisions

20. The following provisions do not apply to the application or the incorporation or registration of the association—

- sections 6 to 8
- section 10
- section 11
- section 13.⁶

Changed application of s 9 (Form of application etc.)

21.(1) For section 9, the application must state the name and address of the president, treasurer, secretary and any other officer of the association.

(2) For subsection (1), the same person may hold 1 or more or all of the offices.

(3) For section 9(1) and (2), the chief executive administering the Associations Incorporation Act must waive the following if satisfied they

⁵ Associations Incorporation Act, sections 90 (Winding-up by the Supreme Court) and 93 (Cancellation of incorporation)

⁶ Associations Incorporation Act, sections 6 (Association may resolve to incorporate and adopt proposed rules), 7 (Appointment of person to apply for incorporation), 8 (Interim officers), 10 (Giving notice of application etc.), 11 (Objections to application for incorporation) and 13 (Chief executive to advise association and objectors of decision)

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are not necessary for the requirements for incorporation or registration, as changed by this division—

(a) information or the inclusion of documents required by the approved form;

(b) information or documents required under a regulation.

(4) For section 9(3) and the *Associations Incorporation Regulation 1999*, the association's or the relevant incorporated association's objects are taken to be sufficiently stated in the application if it states their object is to be the stated producer body's replacement corporation under this Act.

Changed application of s 12 (Chief executive to make decision about application)

22. Section 12 is changed by omitting the words 'and any objections properly made to the application,'.

Change to and deferral of certain name requirements

23.(1) Sections 29 and 30 do not apply to the application or the incorporation or registration of the association.

(2) Sections 29 and 30 do not apply to the relevant incorporated association until the deferred day.

(3) If the name of the association or the relevant incorporated association is the same, or substantially the same, as the stated producer body's name, section 43 is taken to have been complied with.⁷

Deferral of requirements about management committee

24. Section 61(5)⁸ does not apply to the relevant incorporated association until the deferred day.

⁷ Associations Incorporation Act, sections 29 (Name of incorporated association to include 'incorporated' etc.), 30 (Use of 'incorporated' as part of name etc.) and 43 (Association must not have undesirable name)

⁸ Associations Incorporation Act, section 61 (Membership of management committee)

First management committee members

25.(1) The first members of the relevant incorporated association's management committee are taken to be the association's officers, as stated in the application.⁹

(2) The first members hold the offices stated in the application until office holders for the offices are elected or appointed by the relevant incorporated association.

Division 3—Facilitation of incorporation under Cooperatives Act***Subdivision 1—Preliminary*****Main purposes of div 3**

26. The main purposes of this division are to—

- (a) exclude or change provisions of the Cooperatives Act to allow a proposed replacement corporation that is not incorporated (a “**proposed cooperative**”) to become a cooperative before the transfer day; and
- (b) change or defer, until the deferred day, provisions of that Act about aspects of the following matters to the extent they concern the proposed cooperative or the relevant cooperative—
 - (i) the required minimum number of members;
 - (ii) requirements for their members to be active members;
 - (iii) certain requirements for the relevant cooperative's name.

Application of div 3

27.(1) This division applies if—

- (a) an application is made for registration under the Cooperatives Act of a proposed cooperative; and

⁹ See section 21(1) (Changed application of s 9 (Form of application etc.))

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- (b) the application or a document accompanying it states the registration is for the relevant cooperative's appointment under this part as the replacement corporation for a stated producer body; and
- (c) the applicant is—
 - (i) if the stated producer body is the COD—a COD member; or
 - (ii) if the stated producer body is a PPO&M producer body—an officer of its State council.
- (2) This division does not affect the operation of the Cooperatives Act for—
 - (a) any other application for registration; or
 - (b) for a cooperative other than the relevant cooperative.

Definitions for div 3

28. In this division—

“deferred day” means the day that is 2 months after the dissolution day for the relevant cooperative's transferring producer body.

“relevant cooperative” means the proposed cooperative the subject of the application, after its registration under the Cooperatives Act.

References to provisions in div 3

29.(1) In this division, a reference to a numbered provision is a reference to the provision of the Cooperatives Act with that number.

(2) Subsection (1) does not apply to the extent that the context or subject matter otherwise indicates or requires.

Subdivision 2—Facilitative provisions

Change to and deferral of minimum membership requirements

30.(1) This section applies only until the deferred day.

(2) The requirement under section 14(3)(c) or 15(3)(c) for the proposed cooperative or the relevant cooperative to have at least 5 members is changed to at least 2 members.

(3) The members must include at least 2 eligible producers for the stated producer body.

(4) Sections 68 and 328(2)(a) and (f) do not apply to the relevant cooperative.¹⁰

Deferral of active membership requirements

31.(1) Each provision as follows (a “**deferred provision**”) does not apply to the application or the registration of the proposed cooperative—

- section 14(3)(c) or 15(3)(c), to the extent it requires members to be active members
- section 61(1)(a) and (2)
- section 101(1), to the extent it applies schedule 1, section 1(b)
- part 6
- section 166
- section 167(2)
- section 175(4)
- section 178
- section 196(2)
- section 203(2)
- section 237(1)(e)
- section 328(2)(f)

¹⁰ Cooperatives Act, sections 14 (Trading cooperatives), 15 (Non-trading cooperatives), 68 (Carrying on business with too few members) and 328 (Grounds for winding-up, transfer of engagements, appointment of administrator)

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- schedule 1, section 1(b).¹¹

(2) Each deferred provision does not apply to the relevant cooperative until the deferred day.

(3) However, this section does not prevent the proposed cooperative or the relevant cooperative from complying with a deferred provision before the deferred day.

Exclusion of pt 2, divs 2 and 3

32. Part 2, divisions 2 and 3¹² do not apply to the application or the registration of the proposed cooperative.

Changed application of s 19 (Application for registration of proposed cooperative)

33.(1) For section 19(1)(a), the registrar of cooperatives must waive the giving of information or the inclusion of documents required by the approved form if satisfied they are not necessary for the requirements for registration, as changed by this division.

(2) The following requirements apply instead of section 19(1)(c) and (d) and (2)—

(a) the applicant and someone else who is an eligible producer for the stated producer body must sign the application;

(b) the application must be accompanied by—

(i) 2 copies of the constitution proposed for the relevant cooperative; and

(ii) a statement listing the name, address, occupation and place

¹¹ Cooperatives Act, sections 61 (Qualification for membership), 101 (Content of rules), part 6 (Active membership), 166 (Sale or transfer of shares), 167 (Transfer on death of member), 175 (Voting by proxy), 178 (Inactive members not entitled to vote), 196 (Holding of postal ballot on requisition), 203 (Calling of general meeting on requisition), 237 (Registers to be kept by cooperatives), and schedule 1, section 1 (Requirements for all cooperatives)

¹² Cooperatives Act, part 2, divisions 2 (Formation meeting) and 3 (Approval of disclosure statement and rules)

and date of birth of each person who is to be a director of the relevant cooperative;	1 2
(c) the applicant must sign and certify the constitution;	3
(d) the constitution must comply with section 101, other than to the extent it applies schedule 1, section 1(b).	4 5
Changed application of s 20 (Registration of cooperative)	6
34.(1) For section 20(1), the requirements for registration of the proposed cooperative are the requirements for registration, as changed by this division.	7 8 9
(2) Section 20 is changed by omitting subsection (2)(a).	10
(3) The requirements mentioned in section 20(2)(b) are the requirements of the Cooperatives Act, as changed by this division.	11 12
(4) The requirements mentioned in section 20(2)(c) and (d) are taken to have been complied with if the application or the constitution proposed for the relevant cooperative states the relevant cooperative is to be appointed under this part as the stated producer body's replacement corporation.	13 14 15 16
Changed application of ss 71 and 143	17
35. Sections 71 and 143 ¹³ do not apply to the board of the relevant cooperative for a person who is an eligible producer for the stated producer body.	18 19 20
Changed application of s 206 (Election of directors)	21
36. For section 206(2), ¹⁴ the first directors of the relevant cooperative are the persons stated in the application as the persons who are to be the directors of the relevant cooperative.	22 23 24

¹³ Cooperatives Act, sections 71 (Cooperative to give information to person intending to become a member) and 143 (Disclosure to members)

¹⁴ For the directors stated in the application, see section 33(2)(b)(ii) (Changed application of s 19 (Application for registration of proposed cooperative))

Change to and deferral of certain name requirements	1
37.(1) Section 245(2) and (3) ¹⁵ does not apply to the application or the registration of the proposed cooperative.	2 3
(2) Section 245(2) and (3) does not apply to the relevant cooperative until the deferred day.	4 5
(3) For section 245(5), the name of the proposed cooperative or of the relevant cooperative is not an unsuitable name only because it has a name that is the same, or substantially the same, as the stated producer body's name.	6 7 8 9
 PART 3—GENERAL PROVISIONS FOR TRANSFER TO REPLACEMENT CORPORATION	 10 11
 <i>Division 1—Transfer of assets and liabilities of secondary bodies</i>	 12
 <i>Subdivision 1—Preliminary</i>	 13
 Application of div 1	 14
38.(1) This division applies for any producer body and its secondary bodies, whether or not the producer body has appointed its replacement corporation.	15 16 17
(2) However, this division is subject to part 5, division 2, subdivision 1. ¹⁶	18

¹⁵ Cooperatives Act, section 245 (Name to include certain matter)

¹⁶ Part 5, division 2, subdivision 1 (Status of producer body and its secondary bodies)

Subdivision 2—Transfers generally**Transfer to producer body**

39.(1) Immediately before the transfer day, the following assets or liabilities are, or are taken to have been, transferred to the producer body and become assets and liabilities of the producer body—

- (a) assets and liabilities of each secondary body of the producer body;
- (b) assets held by the producer body for, or for the objects or purposes of, the producer body or a secondary body of the producer body;
- (c) assets held by a secondary body of the producer body for, or for the objects or purposes of, the producer body or another secondary body of the producer body;

Example for paragraph (c)—

Assets held under the PPO&M Act, section 30B, by the Queensland Cane Growers' Council for a district cane growers' executive or mill suppliers' committee or for the objects or purposes of the executive or committee.

- (d) assets held by anyone else for, or for the objects or purposes of, the producer body or a secondary body of the producer body.

(2) However, subsection (1) does not apply to an asset held by or for a secondary body of the COD if the secondary body is a local association.

(3) Also, subsection (1)(d) does not apply to a local association that is a cooperative.

(4) If the producer body is not already incorporated, it is taken to have become a corporation.

Certain assets held on trust for secondary body's purposes

40.(1) This section applies if, immediately before the transfer day—

- (a) an asset was held—
 - (i) by a producer body for a secondary body or the purposes of the secondary body; or

(ii) by a secondary body for, or for the objects or purposes of, its producer body or another secondary body of its producer body; and	1 2 3
(b) under section 39(1)(b), the asset is transferred to the producer body.	4 5
(2) On the transfer, the asset is taken to be held by the producer body on trust for the purposes of the secondary body immediately before the date of assent, to the extent they can still be achieved after the transfer day.	6 7 8
<i>Subdivision 3—Transfers for local associations</i>	9
Application of sdiv 3	10
41. This subdivision applies on the transfer day if, immediately before the transfer day, an asset is held by or for a local association that is not a cooperative.	11 12 13
Transfer to former committee members	14
42. The asset is, or is taken to have been, transferred jointly to the persons who, immediately before date of assent, were members of the local association's committee (the "trustees").	15 16 17
Asset held on trust for former members	18
43.(1) The asset is taken to be held by the trustees on trust for the persons, who, immediately before the date of assent, were members of the local association under the <i>Fruit Marketing Organisation Regulation 1964</i> , section 50.	19 20 21 22
(2) Despite the <i>Trusts Act 1973</i> , section 11, ¹⁷ the trustees are taken to have been appointed as trustees of the trust.	23 24

¹⁷ *Trusts Act 1973*, section 11 (Limitation of the number of trustees)

Division 2—Transfer to replacement corporation**Application of div 2**

44.(1) This division applies on the transfer day.

(2) This division applies for any producer body and its replacement corporation.

Transfer of producer body's assets and liabilities

45. Subject to section 46, the producer body's assets and liabilities are transferred to the replacement corporation and become assets and liabilities of the corporation.

Certain assets held on trust for former secondary body's purposes

46.(1) This section applies, if immediately before the transfer day, an asset is held by the producer body on trust for the purposes of a secondary body of the producer body.

(2) The asset is taken to be held by the replacement corporation on trust for the purposes, to the extent they can still be achieved after the transfer day.

Exemption for cooperatives

47. If the replacement corporation is a cooperative, the Cooperatives Act, section 268¹⁸ does not apply to the transfer of the producer body's assets and liabilities to the replacement corporation.

Registration of transferred assets

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

(a) identifies the asset; and

¹⁸ Cooperatives Act, section 268 (Acquisition and disposal of assets)

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(b) states the asset was, immediately before the transfer day, an asset of the producer body or became an asset of the body under section 39; and

(c) that, under this part, the asset became an asset of the replacement corporation on the transfer day.

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

(a) register the matter in the same way as transactions for assets of that kind;

(b) deal with, and give effect to, the certificate.

Examples of an ‘entity with registration functions’—

- ASIC
- the registrar of titles.

(3) Subsection (2) applies despite the Corporations Law, section 268 or the Corporations Law, chapter 7, part 7.13.¹⁹

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

(a) the certificate is given to an entity with registration functions for assets of that kind under the other State’s law; and

(b) the person is permitted by law to do so.

(5) In this section—

“**asset**”, of the replacement corporation, includes any asset held by it on trust under section 46.

References to producer or secondary body

49. In a document, a reference to a producer body or a secondary body of the producer body is, if the context permits, taken to be a reference to the producer body’s replacement corporation.

¹⁹ Corporations Law, section 268 (Assignment and variation of charges) and chapter 7, part 7.13 (Title to, and transfer of, securities)

Continuity of proceedings

50.(1) A proceeding, other than a proceeding that has ended, by or against the producer body or a secondary body of the producer body may be continued and finished by or against its replacement corporation.

(2) If a proceeding could have been taken by or against the producer body or a secondary body of the producer body if it had continued to exist, the proceeding may be taken against the replacement corporation.

Employees

51.(1) A person employed by the producer body or a secondary body of the producer body (the **“former employer”**) immediately before the transfer day becomes an employee of the replacement corporation.

(2) Subsection (1) does not—

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

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

(4) Subject to the Industrial Relations Act, the person has the same employment rights against the replacement corporation that the person had against the former employer immediately before the transfer day.

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

(6) In this section—

“employment rights” includes existing and accruing rights to—

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

Minister's directions to give effect to transfer

52.(1) The Minister may give the producer body or the replacement corporation a written direction to give effect to the transfer of the producer body's assets and liabilities to the corporation.

(2) After the direction has been given it must be—

- (a) gazetted as soon as practicable; and
- (b) tabled in the Legislative Assembly within 14 sitting days.

PART 4—TRANSFERS TO REPLACEMENT CORPORATION WITHOUT SHARE CAPITAL

Application of pt 4

53.(1) This part applies on the transfer day, in addition to part 3.

(2) This part applies for a producer body and its replacement corporation only if the corporation is—

- (a) an incorporated association; or
- (b) a company limited by guarantee; or
- (c) a cooperative that does not have a share capital.

Eligible producers become members of replacement corporation

54.(1) Each person who was, immediately before the transfer day, an eligible producer for the producer body is taken to be a member of the replacement corporation, without paying an entry fee or complying with any other condition for membership of the corporation.

(2) The replacement corporation and any entity with registration functions for its membership must register the membership of each person who is taken to be a member of the replacement corporation under subsection (1).

(3) This section has effect despite the following—

- (a) the Associations Incorporation Act;

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(b) the Cooperatives Act;	1
(c) the Corporations Law;	2
(d) the replacement corporation's constitution.	3
(4) Without limiting subsection (3), if there is any conflict or inconsistency between this section and the replacement corporation's constitution, this section prevails.	4 5 6
Dissolution on transfer day	7
55. The producer body and its secondary bodies are dissolved.	8
Officers cease holding office	9
56.(1) Each person who was an officer of the producer body or a secondary body of the producer body goes out of office.	10 11
(2) To remove any doubt, it is declared that if, apart from subsection (1), a person is an eligible producer immediately before the transfer day, the person is still an eligible producer immediately before that day.	12 13 14
(3) No compensation is payable to a person because of subsection (1).	15
 PART 5—TRANSFERS TO PUBLIC COMPANIES OR TO COOPERATIVES WITH SHARE CAPITAL	 16 17
 <i>Division 1—Preliminary</i>	 18
Application of pt 5	19
57.(1) This part applies on the transfer day, in addition to part 3.	20
(2) This part applies for a producer body and its replacement corporation only if the corporation is a public company or a cooperative that has a share capital.	21 22 23

Definitions for pt 5

58. In this part—

“**administrator**” means the person who holds office under division 2 as the administrator of the producer body and its secondary bodies.

“**completion notice**” see section 79.

“**parties**” see section 74(1).

“**residual powers**” see section 61(1).

“**share issue price**” means the share issue price required under section 70.

“**transfer**” means the transfer, under section 45, of the producer body’s assets and liabilities to its replacement corporation, other than any asset held by the corporation on trust under section 46.

Division 2—Administration***Subdivision 1—Status of producer body and its secondary bodies*****Officers cease holding office**

59.(1) Each person who, immediately before the transfer day, is an officer of the producer body or a secondary body of the producer body goes out of office.

(2) To remove any doubt, it is declared that if, apart from subsection (1), a person is an eligible producer immediately before the transfer day, the person is still an eligible producer immediately before that day.

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

Suspension of rules

60.(1) The rules of the producer body and its secondary bodies are suspended.

(2) In this section—

“**rules**”, of a body, means a provision of, or an instrument made under, the

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FMO Act or the PPO&M Act or any other document that governs the operation of the body.

Powers

61.(1) The powers the producer body and its secondary bodies had apart from this Act are suspended and they only have power, by their administrator, (their “**residual powers**”) to do as follows—

- (a) execute a document to evidence or to give effect to the transfer or any transfer of an asset to the producer body under section 39;
- (b) receive, for the producer body, shares under the share issue;
- (c) distribute shares under the share distribution scheme for the producer body;
- (d) do anything necessary for, or incidental to, the share issue and the receipt and distribution of the shares;
- (e) exercise any other power prescribed under a regulation.

(2) Despite the repeal of the FMO Act or the PPO&M Act, the residual powers continue until the dissolution day.

(3) In this section—

“**asset**”, of the producer body, includes any asset held by it on trust under section 40.²⁰

Subdivision 2—Administrator

Appointment

62.(1) The Minister must appoint as the administrator of the producer body and its secondary bodies the person who, immediately before the transfer day, holds office as the producer body’s chairperson.

(2) However, the Minister may appoint a qualified person as the administrator if—

²⁰ Section 40 (Certain assets held on trust for secondary body’s purposes)

Primary Industry Bodies Reform

(a) there is no chairperson to be appointed as administrator; or	1
(b) the chairperson is unwilling to perform the administrator's function; or	2 3
(c) the administrator dies or ceases to hold office.	4
(3) The Minister must, by gazette notice, notify the administrator's appointment as soon as practicable after the administrator is appointed.	5 6
(4) In this section—	7
“chairperson” includes president.	8
“qualified person” means a person who—	9
(a) is a former officer of the producer body; or	10
(b) has extensive experience in—	11
(i) the industry whose producers the producer body represented under the FMO Act or the PPO&M Act; or	12 13
(ii) administering public bodies similar to the producer body; or	14
(c) has qualifications and experience in public administration or financial administration.	15 16
 Function	 17
63.(1) The administrator's function is to exercise the residual powers of the producer body and its secondary bodies or any other powers necessary or convenient for the residual powers.	18 19 20
(2) A share transfer or other document bearing the common seal of the producer body or any of its secondary bodies and the administrator's signature is evidence of the matters it states.	21 22 23
 Term of office	 24
64.(1) The administrator holds office until—	25
(a) the dissolution day; or	26
(b) the office is earlier vacated under this section.	27
(2) The administrator's office is vacated if the administrator—	28

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- | | | |
|-----|--|-------------|
| (a) | is an undischarged bankrupt or is taking advantage of the laws in force for the time being relating to bankrupt or insolvent debtors; or | 1
2
3 |
| (b) | is convicted of an indictable offence, whether on indictment or summarily; or | 4
5 |
| (c) | becomes incapable of performing the administrator's function because of physical or mental incapacity; or | 6
7 |
| (d) | is not able to manage a corporation because of the Corporations Law, section 229; ²¹ or | 8
9 |
| (e) | is named in the register held by ASIC under the Corporations Law, section 243. ²² | 10
11 |

Administrator's remuneration 12

65.(1) The administrator has the right to remuneration at the rate decided by the replacement corporation. 13
14

(2) However, the replacement corporation may decide the rate only after a completion notice has been given to the Minister. 15
16

Producer body's costs 17

66. The replacement corporation must pay any costs, including the administrator's remuneration, incurred by the producer body in exercising its residual powers. 18
19
20

Minister's directions to administrator 21

67.(1) The Minister may give the administrator a written direction to ensure the share issue and the share distribution scheme for the producer body are carried out. 22
23
24

(2) After the direction has been given it must be— 25

²¹ Corporations Law, section 229 (Certain persons not to manage corporations)

²² Corporations Law, section 243 (Register of disqualified company directors and other officers)

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- | | |
|--|---|
| (a) gazetted as soon as practicable; and | 1 |
| (b) tabled in the Legislative Assembly within 14 sitting days. | 2 |

<i>Division 3—The share issue</i>	3
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Replacement corporation must issue shares to producer body	4
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68.(1) In consideration of the transfer, the replacement corporation must issue shares to the producer body.	5
	6

(2) In making the share issue, the following must be consistent with, and allow the carrying out of, the share distribution scheme for the producer body—	7
	8
	9

- | | |
|---|----|
| (a) the number of shares issued; | 10 |
| (b) the share issue price; | 11 |
| (c) their type; | 12 |
| (d) their value; | 13 |
| (e) any terms on which they are issued. | 14 |

<i>Division 4—Share distribution scheme</i>	15
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<i>Subdivision 1—General</i>	16
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Obligation to distribute shares to eligible producers	17
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69.(1) The producer body must distribute shares issued to it under the share issue among the persons who, immediately before the transfer day, are eligible producers for the body.	18
	19
	20

(2) A person is entitled to be distributed shares only if the person is, immediately before the transfer day, an eligible producer for the producer body.	21
	22
	23

Share issue price	1
70.(1) The shares to be distributed must be issued at the price prescribed under a regulation.	2 3
(2) Each share must be issued at the same price.	4
(3) The shares must not be partly-paid shares.	5
Total value of issued shares	6
71.(1) The total value of shares to be distributed must equal the net value of the producer body's transferred assets, other than any asset held by it on trust under section 40 ²³ (the " net asset value ").	7 8 9
(2) The amount of the net asset value must be decided under subdivision 2.	10 11
Total number of issued shares	12
72. The total number of shares to which eligible producers are entitled is to be worked out by dividing the net asset value by the share issue price.	13 14
Share entitlement	15
73. An eligible producer's share entitlement must be worked out in the way prescribed under a regulation.	16 17
<i>Subdivision 2—Deciding net asset value</i>	18
How net asset value is to be decided	19
74.(1) The net asset value must be decided by agreement between the administrator and the replacement corporation (the " parties ").	20 21
(2) However, if the parties have not agreed on the value 6 months after the transfer day, either party may ask the Minister to decide the value.	22 23

²³ Section 40 (Certain assets held on trust for secondary body's purposes)

Minister's decision about net asset value	1
75.(1) If asked, the Minister must decide the net asset value.	2
(2) Also, the Minister may decide the value if—	3
(a) the parties have not agreed on the value 6 months after the transfer day; and	4 5
(b) the Minister considers completion of the share distribution scheme for the producer body will be unreasonably delayed if the Minister does not decide the value.	6 7 8
(3) The decision must be based on expert valuation advice.	9
(4) The Minister may—	10
(a) seek expert valuation advice on which to base the decision; or	11
(b) require the parties to give information the Minister reasonably considers necessary to make the decision.	12 13
(5) The Minister must give the parties a reasonable opportunity to make representations before making the decision.	14 15
Notice of decision	16
76. As soon as practicable after making the decision, the Minister must give each party notice stating—	17 18
(a) the decision, and the reasons for it; and	19
(b) that the party may appeal against the decision to the District Court within 28 days after the party receives the notice; and	20 21
(c) how to appeal. ²⁴	22
Costs of obtaining advice	23
77. If the Minister decides the net asset value, the State may recover from the replacement corporation as a debt the Minister's costs reasonably incurred in obtaining expert valuation advice on which to base the decision.	24 25 26

²⁴ See part 7, division 1 (Appeals from Minister's decision on net asset value).

<i>Subdivision 3—Completing the scheme</i>	1
Distribution	2
78.(1) The administrator must distribute the shares by way of gratuitous transfer.	3 4
(2) Each transferee is bound by the replacement corporation's constitution.	5 6
Completion notice	7
79. As soon as practicable after the shares have been distributed, the administrator must give the Minister notice (" completion notice ") that the share distribution scheme has been completed.	8 9 10
<i>Division 5—Miscellaneous</i>	11
Obligation to register shares issued or distributed under pt 5	12
80.(1) This section applies to the replacement corporation and any other entity with registration functions for the corporation's shares.	13 14
(2) The replacement corporation or the entity must register shares—	15
(a) issued under the share issue; or	16
(b) transferred under the share distribution scheme for the producer body.	17 18
Part overrides Corporations Law and other laws	19
81.(1) This part has effect despite—	20
(a) the Cooperatives Act; or	21
(b) the Corporations Law; or	22
(c) the replacement corporation's constitution.	23
(2) Without limiting subsection (1), if there is any conflict or	24

inconsistency between this part and the replacement corporation's constitution, this part prevails.

Dissolution day

82.(1) If the Minister receives a completion notice, the Minister must, by gazette notice, fix a day (the “**dissolution day**”) for the dissolution of the producer body and its secondary bodies.

(2) The producer body and its secondary bodies—

(a) continue in existence under this Act until the dissolution day; and

(b) are dissolved on the dissolution day.

(3) Subsection (2) applies despite the repeal of the FMO Act or the PPO&M Act.

PART 6—COMPULSORY MEMBERSHIP OF REPLACEMENT CORPORATIONS

Division 1—Preliminary

Definitions for pt 6

83. In this part—

“**member**”, of a replacement corporation, includes a shareholder of the corporation.

“**membership exemption provision**” see section 85(1).

“**membership obligation**” see section 85(5).

“**poll completion day**” see section 90(1).

“**producer members**” see section 88(b).

“**relevant producer**”, for a replacement corporation, see section 84.

Division 2—Compulsory membership for relevant producers**Application of div 2**

84.(1) This division applies to a person (a “**relevant producer**”) if, after the dissolution day for a replacement corporation’s transferring producer body, the person produces a commodity for which the transferring producer body was established under the FMO Act or the PPO&M Act.

(2) The commodities for each transferring producer body are as follows—

- (a) for the COD—fruit or vegetables under the FMO Act;
- (b) for the Queensland Cane Growers’ Organisation—sugar cane;
- (c) for the Queensland Dairyfarmers’ Organisation—milk under the *Dairy Industry Act 1993*;
- (d) for the Queensland Pork Producers’ Organisation—pigs under the *Primary Producers’ Organisation and Marketing (Queensland Pork Producers’ Organisation) Regulation 1997*;
- (e) for the Queensland Commercial Fishermen’s Organisation—fish under the *Fisheries Act 1994*.

(3) For subsection (1), a person produces a commodity for the transferring producer body if—

- (a) for fruit or vegetables—the person would, if the FMO Act had not been repealed, be a fruit grower or vegetable grower under that Act; or
- (b) for sugar cane—the person would, if the PPO&M Act had not been repealed, be a grower of sugar cane under section 30A²⁵ of that Act; or
- (c) for milk—the person holds a producer’s licence under the *Dairy Industry Act 1993*, sections 28(1)(a) and 29(2);²⁶ or
- (d) for pigs—the person has, at any time in the current year, owned

²⁵ PPO&M Act, section 30A (Definitions for section 30)

²⁶ *Dairy Industry Act 1993*, sections 28 (Classes of licences) and 29 (Application for and grant of licence)

or grown 70 or more pigs;²⁷ or

- (e) for fish—the person holds a commercial fisher licence under the *Fisheries Act 1994*.²⁸

Obligation to be a member of replacement corporation

85.(1) This section applies to a person who is, or who becomes, a relevant producer if the replacement corporation’s constitution does not have a provision to the effect that a relevant producer need not be a member of the corporation (a “**membership exemption provision**”).

(2) However, this section does not apply if the replacement corporation is, or becomes, an industrial association.

(3) If the person is, or becomes, a member of the replacement corporation, the person must continue to be a member of the corporation while the person is a relevant producer.²⁹

(4) If the person is not a member of the replacement corporation, the person must, within 7 days after having become a relevant producer, take all steps required under the constitution to become a member of the corporation.

Example of ‘steps required’—

The replacement corporation is an incorporated association. Its constitution consists only of the model rules under the Associations Incorporation Act. The steps required are the steps under the model rules, sections 6 and 7.

(5) The obligation under subsection (3) or (4) is called the “**membership obligation**”.

²⁷ See the *Primary Producers’ Organisation and Marketing (Queensland Pork Producers’ Organisation) Regulation 1997*, section 2, definition “producer”.

²⁸ See PPO&M Act, sections 30F (Queensland Commercial Fishermen’s Organisation and State Council) and 58(1)(a) (Transitional provision for Fisheries Act 1994) and *Queensland Commercial Fishermen’s Organisation Regulation 1989*, section 5 (Membership by commercial fishermen).

²⁹ For persons who will be members on the dissolution day, see sections 54 (Eligible producers become members of replacement corporation) and 69 (Obligation to distribute shares to eligible producers).

Compulsory membership

86.(1) If a person to whom the membership obligation applies does not comply with the obligation, the person is taken to have become an ordinary member of the replacement corporation (**“compulsory membership”**).

(2) The compulsory membership applies without the person paying an entry fee or complying with any other condition for the membership.

(3) If the replacement corporation is a public company or a cooperative that has a share capital, for the compulsory membership, the person is taken to have been issued 1 ordinary fully-paid share in the corporation.

(4) The share is issued on the same terms as other ordinary shares in the replacement corporation.

(5) The replacement corporation and any entity with registration functions for its membership may register the compulsory membership.

Deferral of replacement corporation’s obligations for membership

87. The following provisions do not apply for a compulsory membership until 1 month after a member of the board of directors or management committee of the replacement corporation becomes aware of the membership—

(a) the requirements of a provision as follows, to the extent the replacement corporation must keep a record in a register for the membership—

(i) for an incorporated association—the *Associations Incorporation Regulation 1999*, section 9(1)(d);

(ii) for a public company—the Corporations Law, sections 168(1)(a) and 169;

(iii) for a cooperative—the Cooperatives Act, section 69(2);

- (b) if the replacement corporation is a public company—the Corporations Law, section 254X.³⁰

Division 3—Review of compulsory membership

Application of div 3

88. This division applies to a replacement corporation if, on the third anniversary of the date of assent—

- (a) it is not an industrial association; and
- (b) its constitution does not include a membership exemption provision for all of its members who are relevant producers for the corporation (its “**producer members**”).

Review by poll

89.(1) The replacement corporation must conduct a poll of its producer members.

(2) The poll must be to decide whether to amend the corporation’s constitution to include a membership exemption provision for all of its producer members.

Conduct of poll

90.(1) The poll must be conducted on or before 30 June 2003 or an earlier day prescribed under a regulation (the “**poll completion day**”).

(2) A regulation may provide for how the poll must be conducted and for how the result of the poll must be declared.

³⁰ *Associations Incorporation Regulation 1999*, section 9 (Record keeping) Corporations Law, sections 168 (Registers to be maintained), 169 (Register of members) and 254X (Notice to ASIC of share issue) Cooperatives Act, section 69 (Rights of membership not exercisable until registered etc.)

Costs of poll	1
91. The replacement corporation must pay the costs of the poll.	2
Result of poll	3
92. The replacement corporation is taken to have decided to make the amendment unless a majority of all of its producer members as at the date of the poll decide against the amendment.	4 5 6
Consequence of failure to conduct or declare poll	7
93. The replacement corporation is taken to have decided to make the amendment on the poll completion day if before that day—	8 9
(a) the poll has not been conducted; or	10
(b) the result of the poll has not been declared.	11
Amendment takes effect as a special resolution	12
94.(1) If the replacement corporation decides to make the amendment, or is taken to have decided to make the amendment, the decision is taken to have been made by a special resolution of the corporation's members.	13 14 15
(2) The special resolution is taken to have been passed on the earlier of the following—	16 17
(a) the declaration of the result of the poll;	18
(b) the poll completion day.	19
Obligation to register amendment	20
95.(1) This section applies to the replacement corporation and any entity with registration functions for its constitution if the corporation decides to make, or is taken to have decided to make, the amendment.	21 22 23
<i>Examples of an 'entity with registration functions'—</i>	24
• ASIC	25
• the registrar of cooperatives	26
• the chief executive for the Associations Incorporation Act.	27

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(2) The replacement corporation must complete the appropriate documents for the registration of the amendment with the entity as soon as practicable after the special resolution for the amendment is taken to have been passed under section 94(2).

(3) The entity must register or otherwise give effect to the documents.

Division 4—Miscellaneous

Part overrides Corporations Law and other laws

96.(1) This part has effect despite the following—

- (a) the Associations Incorporation Act;
- (b) the Corporations Law;
- (c) the Cooperatives Act;
- (d) the replacement corporation's constitution.

(2) Without limiting subsection (1), if there is any conflict or inconsistency between this part and the replacement corporation's constitution, this part prevails.

PART 7—MISCELLANEOUS

Division 1—Appeals from Minister's decision on net asset value

Application of div 1

97. This division applies if the Minister decides a producer body's net asset value.

Right of appeal

98. The administrator of the producer body or the replacement corporation may appeal against the decision to the District Court.

Starting appeal

99.(1) An appeal is started by—

- (a) filing written notice of appeal with the District Court; and
- (b) serving a copy of the notice on the Minister and—
 - (i) if the administrator filed the notice—the replacement corporation; or
 - (ii) if the replacement corporation filed the notice—the administrator; and
- (c) complying with rules of court applicable to the appeal.

(2) The notice of appeal must be filed within 28 days after the appellant receives notice of the decision.

(3) The court may at any time extend the time for filing the notice of appeal.

(4) The notice of appeal must state fully the grounds of the appeal and the facts relied on.

Stay of operation of decision

100.(1) The District Court may grant a stay of the operation of the decision, and the share issue and share distribution scheme to which it relates, to secure the effectiveness of the appeal.

(2) A stay—

- (a) may be granted on conditions the court considers appropriate; and
- (b) operates for the period stated by the court; and
- (c) may be amended or revoked by the court.

(3) The period of a stay stated by the court must not extend past the time when the court decides the appeal.

(4) An appeal affects the decision, or the carrying out of the decision and the share issue and distribution, only if the decision is stayed.

Hearing procedures

101.(1) In deciding an appeal, the District Court—

- (a) has the same powers as the Minister; and
- (b) is not bound by the rules of evidence; and
- (c) must comply with natural justice; and
- (d) may hear the appeal in public or in private.

(2) An appeal is by way of rehearing.

General powers of District Court on appeal

102.(1) In deciding an appeal, the District Court may—

- (a) confirm the decision; or
- (b) set aside the decision and substitute another decision; or
- (c) set aside the decision and return the matter to the Minister with directions the court considers appropriate.

(2) In substituting another decision, the court has the same powers as the Minister.

(3) If the court substitutes another decision, the substituted decision is taken for this Act, other than this division, to be the Minister's decision.

Appeal to Supreme Court

103. An appeal lies to the Supreme Court from a decision of the District Court, but only on a question of law.

Division 2—General**Act applies despite agreements etc.**

104. This Act has effect despite anything in any agreement, contract, instrument or undertaking.

Act does not affect existing legal relationships

105. Nothing done under this Act in relation to a producer body, secondary body or replacement corporation (the “**entity**”)—

- (a) makes the entity liable for a breach of a contract, trust or confidence or otherwise makes the entity guilty of a civil wrong; or
- (b) places the entity in breach of a law of the State or an instrument prohibiting, regulating or restricting the assignment or transfer of an asset or liability or the disclosure of information; or
- (c) is taken to fulfil a condition—
 - (i) allowing a person to terminate an instrument or be released, wholly or partly, from an obligation or 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.

Other conditions for transactions under Act taken to be met

106.(1) This section applies if—

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

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

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

Regulation-making power

107.(1) The Governor in Council may make regulations under this Act.

(2) A regulation may make provision about a matter for which—

- (a) it is necessary to make provision to allow or facilitate the doing of

- anything to achieve the objects of this Act; and 1
- (b) this Act does not make provision or sufficient provision. 2
- (3) Subsection (2) and this subsection expire 1 year after the date of 3
assent. 4

PART 8—EXPIRY OF ACT 5

Expiry 6

- 108.** This Act expires on 30 June 2005. 7

PART 9—AMENDMENT OF MEAT INDUSTRY ACT 1993 8 9

Act amended in pt 9 10

- 109.** This part amends the *Meat Industry Act 1993*. 11

Insertion of new s 137A 12

- 110.** After section 137— 13

insert— 14

‘Other powers with Minister’s approval 15

‘137A.(1) The abattoir corporation may terminate or dispose of all or part 16
of its businesses, and may deal with or dispose of any of its property, in the 17
way the abattoir corporation considers appropriate. 18

Examples for subsection (1)— 19

1. Selling property on deferred terms, on security of a mortgage over the 20
property. 21
2. Taking a lease of the property being disposed of as part of a termination or 22

Primary Industry Bodies Reform

disposal of all or part of the abattoir corporation's business.	1
3. Giving consent, as owner, to an application, under the <i>Integrated Planning Act 1997</i> , for a development approval under that Act.	2 3
‘(2) The corporation's powers under subsection (1)—	4
(a) are in addition to its powers under section 137; and	5
(b) are not limited by its functions or by section 136(5).	6
‘(3) However, the corporation may exercise a power under subsection (1) only with the Minister's approval and subject to any conditions stated in the approval.	7 8 9
‘(4) To remove any doubt, it is declared that subsection (3) does not limit the performance of the corporation's functions under section 136 or the exercise of its powers under section 137.	10 11 12
‘(5) An exercise of the corporation's power contrary to subsection (3) is of no effect.	13 14
‘(6) The chief executive must publish notice of the Minister's approval in the gazette within 14 days after the approval is given.	15 16
‘(7) The Minister must table the notice in the Legislative Assembly within 14 sitting days after the approval is given.	17 18
‘(8) Failure to comply with subsection (6) or (7) does not affect the validity of the approval or anything done under the approval.’.	19 20
Amendment of s 138 (Delegation)	21
111. Section 138, after ‘powers’—	22
insert—	23
‘, other than a power under section 137A,’.	24
Amendment of pt 7A (Administrator)	25
112. Part 7A, heading—	26
omit, insert—	27
‘PART 7A—AUTHORITY ADMINISTRATOR’.	28

Insertion of new pt 7B

113. After part 7A—

*insert—***‘PART 7B—ABATTOIR CORPORATION
ADMINISTRATOR****‘Effect of part on pt 7****‘162G.** This part—

- (a) applies despite part 7; and
- (b) changes the way part 7 operates.

‘Appointment of administrator

‘162H.(1) The Governor in Council may, by gazette notice, appoint as administrator of the abattoir corporation (the “**administrator**”) a person the Minister considers has appropriate qualifications and experience to be the administrator.

‘(2) The administrator is to be appointed for the term, and on the conditions approved by the Governor in Council.

‘(3) The administrator—

- (a) holds office subject to the direction of the Minister; and
- (b) unless the administrator earlier ceases holding office because of section 146(2) or (3)³¹—ceases holding office when the term of the appointment ends or, if an earlier day is specified by the chief executive by gazette notice as the day the purpose of the administration ends, on the earlier day.

‘Abattoir corporation members go out of office

‘162I.(1) On the appointment of the administrator, the members of the abattoir corporation go out of office.

³¹ Section 146 (Duration of appointment)

‘(2) No compensation is payable to a member of the corporation because of subsection (1).	1 2
‘Administrator is abattoir corporation	3
‘162J.(1) For all purposes of this Act, the administrator is the abattoir corporation.	4 5
‘(2) Subject to subsection (3), part 7, divisions 4 and 6 ³² do not apply to the administrator.	6 7
‘(3) Section 146(2)(a) and (c) to (e) and (3) and section 147 apply to the administrator as if the administrator were a member of the corporation.	8 9
‘Additional functions of administrator	10
‘162K.(1) The administrator has the following additional functions—	11
(a) to implement a program of structural change to the abattoir corporation’s resources and functions;	12 13
(b) to give the Minister a quarterly report on the corporation’s financial position, the functions of the corporation, and anything else the Minister requires the administrator to include in the report;	14 15 16 17
(c) to give the Minister a final report on the administration, including details of any directions given by the Minister to the administrator.	18 19 20
‘(2) The Minister must table the administrator’s final report in the Legislative Assembly within 14 sitting days after the Minister receives it.’.	21 22

³² Part 7, divisions 4 (Membership of abattoir corporation) and 6 (Proceedings of abattoir corporation)

PART 10—REPEALS AND OTHER AMENDMENTS

1

Division 1—Repeal of Fruit Marketing Organisation Act 1923

2

Repeal

3

114. The *Fruit Marketing Organisation Act 1923* is repealed.

4

Division 2—Repeal of Primary Producers’ Organisation and Marketing Act 1926

5

6

Repeal

7

115. The *Primary Producers’ Organisation and Marketing Act 1926* is repealed.

8

9

Division 3—Amendment of Stamp Act 1894

10

Act amended in div 3

11

116. This division amends the *Stamp Act 1894*.

12

Amendment of s 36 (Stamp duty not chargeable on certain orders)

13

117.(1) Section 36(d)—

14

omit.

15

(2) Section 36(e) and (f)—

16

renumber as section 36(d) and (e).

17

Amendment of s 69B (Restriction on exemption on instruments securing advances to certain boards and cooperatives)	1
	2
118. Section 69B(1), words before ‘a cooperative registered’—	3
<i>omit, insert—</i>	4
‘ 69B.(1) If’.	5
 Amendment of sch 1 (Stamp duties on instruments)	6
119. Schedule 1, under the heading ‘Mortgage, bond, debenture, and covenant’, exemption 5, from ‘commodity board’ to ‘or to a’—	7
	8
<i>omit.</i>	9
 <i>Division 4—Amendment of Wheat Marketing (Facilitation) Act 1989</i>	10
 Act amended in div 4	11
120. This division amends the <i>Wheat Marketing (Facilitation) Act 1989</i> .	12
 Amendment of s 3 (Definitions)	13
121. Section 3, definition “ marketing board ”—	14
<i>omit.</i>	15
 Amendment of s 5 (Powers of Australian Wheat Board)	16
122. Section 5(3)—	17
<i>omit.</i>	18

SCHEDULE	1
DICTIONARY	2
section 5	3
“administrator” , for part 5, see section 58.	4
“ASIC” means the Australian Securities and Investments Commission.	5
“asset” includes right.	6
“assets and liabilities” , of a producer body, includes—	7
(a) the assets and liabilities that, under section 39, are, or are taken to have been, transferred to the body; and	8 9
(b) any asset held by it on trust under section 40.	10
“Associations Incorporation Act” means the <i>Associations Incorporation Act 1981</i> .	11 12
“authorised person” , for a replacement corporation, means its secretary or someone else with the written authority of its board of directors or management committee.	13 14 15
“COD” see section 6(a).	16
“COD member” means a representative or other appointee to the COD under the FMO Act, section 9.	17 18
“company limited by guarantee” means a company limited by guarantee under the Corporations Law, section 9. ³³	19 20

³³ Corporations Law, section 9—

“company limited by guarantee” means a company formed on the principle of having the liability of its members limited to the respective amounts that the members undertake to contribute to the property of the company if it is wound up.

Corporations Law, section 124(1) (Legal capacity and powers of a company) provides that: ‘A company limited by guarantee does not have the power to issue shares.’.

SCHEDULE (continued)

“completion notice” , for part 5, see section 79.	1
“compulsory membership” see section 86(1).	2
“constitution” , of a replacement corporation, means—	3
(a) for a company limited by guarantee or a public company—its constitution, or proposed constitution, under the Corporations Law; or	4 5 6
(b) for a cooperative—its rules, or proposed rules, under the Cooperatives Act; or	7 8
(c) for an incorporated association—its rules, or proposed rules, under the Associations Incorporation Act.	9 10
“cooperative” means a body registered as a cooperative under the Cooperatives Act.	11 12
“Cooperatives Act” means the <i>Cooperatives Act 1997</i> .	13
“deferred day” means—	14
(a) for part 2, division 2—see section 17; or	15
(b) for part 2, division 3—see section 28.	16
“dissolution day” , for a producer body, means the day for its dissolution under section 55 or 82.	17 18
“eligible producer” , for a producer body, see section 8.	19
“FMO Act” means the <i>Fruit Marketing Organisation Act 1923</i> , repealed under this Act.	20 21
“incorporated association” means an association incorporated under the Associations Incorporation Act.	22 23
“industrial association” means an industrial association under the Industrial Relations Act.	24 25
“Industrial Relations Act” means the <i>Industrial Relations Act 1999</i> .	26
“local association” means a local association under the FMO Act.	27
“member” , for part 6, see section 83.	28
“membership exemption provision” , for part 6, see section 85(1).	29

SCHEDULE (continued)

“membership obligation” , for part 6, see section 85(5).	1
“net asset value” see section 71.	2
“officer” , of a secondary body, includes a person who is a member, however called, of the secondary body’s management committee or other body that governs its affairs.	3 4 5
“parties” , for part 5, see section 74(1).	6
“poll completion day” , for part 6, see section 90(1).	7
“PPO&M Act” means the <i>Primary Producers’ Organisation and Marketing Act 1926</i> , repealed under this Act.	8 9
“PPO&M producer body” see section 6(b).	10
“producer body” see section 6.	11
“producer members” , for part 6, see section 88(b).	12
“proposed cooperative” , for part 2, division 3, see section 26(a).	13
“public company” means a public company under the Corporations Law, other than—	14 15
(a) a company limited by guarantee; or	16
(b) a proprietary company under the Corporations Law, section 45A.	17
“relevant cooperative” , for part 2, division 3, see section 28.	18
“relevant incorporated association” , for part 2, division 2, see section 17.	19
“relevant producer” , for part 6, see section 84(1).	20
“replacement corporation” see section 3(a).	21
“residual powers” , for part 5, see section 61(1).	22
“secondary body” see section 7.	23
“share” means a share in share capital of a body corporate.	24
“share distribution scheme” , for a producer body, see section 9.	25
“share issue” , for a replacement corporation, means the issue of shares it must make under section 68.	26 27
“share issue price” , for part 5, see section 58.	28

SCHEDULE (continued)

“State council” , for a PPO&M producer body, means its State council under the PPO&M Act.	1 2
“transfer” , for part 5, see section 58.	3
“transfer day” see section 10.	4
“transferring producer body” , for a replacement corporation, means the producer body whose assets and liabilities are transferred to the corporation under section 45.	5 6 7
“trustees” see section 43.	8
	9