

*I hereby certify that this PUBLIC BILL has finally passed the
Legislative Assembly of Queensland.*

*Legislative Assembly Chamber,
Brisbane,*

The Clerk of the Parliament.

22 June 2020

In the name and on behalf of the Queen, I assent to this Bill.

Paul de Jersey
Government House,

Brisbane,

22 June 20 20



Queensland

No. 18 of 2020

A BILL for

An Act to apply a national law that regulates co-operatives, to amend this Act, the Associations Incorporation Act 1981 and the Acts mentioned in schedule 1 for particular purposes, and to repeal the Cooperatives Act 1997



Queensland

Co-operatives National Law Bill 2020

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2020

A Bill

for

An Act to apply a national law that regulates co-operatives, to amend this Act, the *Associations Incorporation Act 1981* and the Acts mentioned in schedule 1 for particular purposes, and to repeal the *Cooperatives Act 1997*

The Parliament of Queensland enacts—

Part 1 Preliminary

1 Short title

This Act may be cited as the *Co-operatives National Law Act 2020*.

2 Commencement

This Act commences on a day to be fixed by proclamation.

3 Definitions

(1) In this Act—

Co-operatives National Law means the Co-operatives National Law, as in force from time to time, set out in the appendix to the *Co-operatives (Adoption of National Law) Act 2012* (NSW).

Co-operatives National Law (Queensland) means the provisions applying in this jurisdiction because of section 4(1).

Co-operatives National Regulation (Queensland) means the provisions applying in this jurisdiction because of section 4(2).

local regulation means a regulation made under section 27.

national regulation means a regulation, or a provision of a regulation, made under the Co-operatives National Law (Queensland), section 612.

public trustee means the public trustee under the *Public Trustee Act 1978*.

Registrar see section 7.

this jurisdiction see section 7.

- (2) A term used in this Act and in the Co-operatives National Law has the same meaning in this Act as it has in that Law.

Part 2 Application of Co-operatives National Law

Division 1 General

4 Application as law of this jurisdiction

- (1) The Co-operatives National Law—
- (a) applies as a law of this jurisdiction with the modifications set out in this part; and
 - (b) as so applying, may be referred to as the Co-operatives National Law (Queensland); and
 - (c) applies as if it were an Act.
- (2) The National Regulations under the Co-operatives National Law, as in force from time to time—
- (a) apply as National Regulations in force for the purposes of the Co-operatives National Law (Queensland)—
 - (i) as modified by a local regulation; and
 - (ii) subject to section 6; and
 - (b) as so applying, may be referred to as the Co-operatives National Regulation (Queensland).

Editor's note—

For consolidated reprints of the Co-operatives National Law and National Regulations as they apply in Queensland, see the Co-operatives National Law (Queensland) and the Co-operatives National Regulation (Queensland).

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5 Exclusion of legislation of this jurisdiction

- (1) The following Acts of this jurisdiction do not apply in relation to the Co-operatives National Law (Queensland) or an instrument made under that Law, other than to the extent provided for in subsection (2) and section 6—
 - (a) the *Acts Interpretation Act 1954*;
 - (b) the *Legislative Standards Act 1992*;
 - (c) the *Statutory Instruments Act 1992*.
- (2) The *Acts Interpretation Act 1954*, section 20C and part 12 apply to the Co-operatives National Law (Queensland) and an instrument made under that Law.

6 Parliamentary scrutiny of national regulations

- (1) The *Statutory Instruments Act 1992*, sections 49 to 51 apply in relation to a national regulation as if—
 - (a) a reference in those sections to subordinate legislation were a reference to a national regulation; and
 - (b) the reference to notified under section 47 in section 49 of that Act were a reference to published as mentioned in the Co-operatives National Law (Queensland), section 614(1).

Note—

Generally speaking, the *Statutory Instruments Act 1992*, sections 49 to 51 deal with the tabling and disallowance of subordinate legislation and the limited saving of the operation of subordinate legislation that ceases to have effect.

- (2) A committee of the Legislative Assembly may deal with a national regulation under the *Parliament of Queensland Act 2001* as if a reference in that Act to subordinate legislation, or an item of subordinate legislation, were a reference to a national regulation.
- (3) For subsection (2), the *Legislative Standards Act 1992*, section 4 applies in relation to a national regulation as if a

reference in that section to subordinate legislation were a reference to a national regulation.

- (4) If a national regulation ceases to have effect because of the operation of subsection (1), the national regulation ceases to have effect for the purposes of the Co-operatives National Law (Queensland), but the cessation does not affect the application of the regulation in another jurisdiction.

Division 2 Meaning of particular terms for Co-operatives National Law (Queensland)

7 Meaning of particular terms

In the Co-operatives National Law (Queensland)—

police officer means a police officer within the meaning of the *Police Service Administration Act 1990*, section 1.4.

public sector official means a public service employee under the *Public Service Act 2008*, section 9.

Registrar means the chief executive as the Registrar of Co-operatives in relation to this jurisdiction under section 8.

this jurisdiction means Queensland.

8 Registrar of Co-operatives

The chief executive is designated as the Registrar of Co-operatives in relation to this jurisdiction.

9 Designated authority

- (1) The chief executive is the designated authority for this jurisdiction for the following provisions of the Co-operatives National Law (Queensland)—
- (a) section 492;
 - (b) section 494;

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- (c) section 601;
- (d) section 622.
- (2) A magistrate is the designated authority for this jurisdiction for the Co-operatives National Law (Queensland), sections 504 and 505.
- (3) The Minister is the designated authority for this jurisdiction for the Co-operatives National Law (Queensland), section 520.

10 Designated instrument

- (1) A notice published on a Queensland Government website is the designated instrument for this jurisdiction for the following provisions of the Co-operatives National Law (Queensland)—
 - (a) section 33(1);
 - (b) section 35(5)(a) and (b);
 - (c) section 60(2);
 - (d) section 71(1);
 - (e) section 92(6);
 - (f) section 221(1);
 - (g) section 226(6);
 - (h) section 316(1);
 - (i) section 317(1);
 - (j) section 319(1);
 - (k) section 320(1);
 - (l) section 322(1);
 - (m) section 338(6);
 - (n) section 343(10);
 - (o) section 359(3);
 - (p) section 363(2);

- (q) section 372(1);
 - (r) section 380(1);
 - (s) section 397(4);
 - (t) section 401(7);
 - (u) section 607(3).
- (2) A local regulation is the designated instrument for this jurisdiction for the following provisions of the Co-operatives National Law (Queensland)—
- (a) section 171(1);
 - (b) section 404(4);
 - (c) section 445(3).
- (3) A notice in the approved form, given to the Registrar and published on a Queensland Government website, is the designated instrument for this jurisdiction for the Co-operatives National Law (Queensland), section 443(5).
- (4) In this section—
- Queensland Government website* means a website with a URL that contains ‘qld.gov.au’, other than the website of a local government.

11 Designated tribunal

- (1) The Supreme Court is the designated tribunal for this jurisdiction for the Co-operatives National Law (Queensland), other than part 7.3 of that Law.
- (2) QCAT is the designated tribunal for this jurisdiction for the Co-operatives National Law (Queensland), part 7.3.

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Division 3 Modifications of Co-operatives National Law for this jurisdiction

Editor's note—

For a consolidated reprint of the Co-operatives National Law as it applies in Queensland, see the Co-operatives National Law (Queensland).

12 Operation of division

This division modifies the Co-operatives National Law for the purposes of applying the modified Co-operatives National Law as a law of this jurisdiction under section 4.

13 Modification of s 220 (Name to include certain matter)

Section 220, after subsection (6)—

insert—

- (6A) The Registrar may, by written notice given to an entity, exempt the entity from subsection (4) if the Registrar is satisfied the entity is trading or carrying on business for:
 - (a) the purpose of promoting the economic interests of its members in accordance with co-operative principles; or
 - (b) a charitable purpose.
- (6B) An exemption given under subsection (6A):
 - (a) may be given subject to conditions; and
 - (b) has effect for the period stated in the exemption, unless it is earlier revoked.
- (6C) If the Registrar gives an entity an exemption under subsection (6A):

- (a) subsection (4) does not apply in relation to the entity while the exemption is in effect; and
 - (b) the Registrar may vary the conditions of the exemption, or revoke the exemption, by written notice given to the entity.
- (6D) For subsections (6A) and (6C)(b), a written notice given to a member of the controlling body of an entity is taken to have been given to the entity.

Editor's note—

Subsections (6A) to (6D) are additional Queensland provisions.

14 Modification of s 225 (Restriction on use of word co-operative or similar words)

Section 225, after subsection (1)—

insert—

- (1A) The Registrar may, by written notice given to an entity, exempt the entity from subsection (1).
- (1B) An exemption given under subsection (1A):
 - (a) may be given subject to conditions; and
 - (b) has effect for the period stated in the exemption, unless it is earlier revoked.
- (1C) If the Registrar gives an entity an exemption under subsection (1A):
 - (a) subsection (1) does not apply in relation to the entity while the exemption is in effect; and
 - (b) the Registrar may vary the conditions of the exemption, or revoke the exemption, by written notice given to the entity.
- (1D) For subsections (1A) and (1C)(b), a written notice given to a member of the controlling body of an

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entity is taken to have been given to the entity.

Editor's note—

Subsections (1A) to (1D) are additional Queensland provisions.

15 Modification of sch 4 (Miscellaneous provisions relating to interpretation)

(1) Schedule 4, clause 4, after subclause (5)—

insert—

(6) However, an editor's note included in this Law does not form part of this Law.

(7) For interpreting an editor's note included in this Law, an additional Queensland provision is a provision of this Law that does not form part of the Co-operatives National Law and has been included for the application of the Co-operatives National Law in Queensland.

(8) In this section—

Co-operatives National Law means the Co-operatives National Law, as in force from time to time, set out in the appendix to the *Co-operatives (Adoption of National Law) Act 2012* (NSW).

Editor's note—

Subsections (6) to (8) are additional Queensland provisions.

(2) Schedule 4, Part 8—

omit.

Division 4 Provisions specific to this jurisdiction

16 Application of various provisions of Corporations Act—offences by officers of co-operatives

For the following provisions of the Co-operatives National Law (Queensland), 1 July 2001 is specified—

- (a) section 201(b);
- (b) section 444(3)(k);
- (c) section 451(1)(f).

17 Disposal of consideration for shares compulsorily acquired

For the Co-operatives National Law (Queensland), section 436(3)(b)(i), paying the amount to the public trustee as unclaimed money is specified.

18 Application of Corporations Act—deregistration

- (1) For the Co-operatives National Law (Queensland), section 453(d), the State of Queensland is specified.
- (2) For the Co-operatives National Law (Queensland), section 453(e), crediting the amount to an account in accordance with the *Financial Accountability Act 2009* is specified.

19 Costs of inquiry

For the Co-operatives National Law (Queensland), section 530(3)(b), the State of Queensland is prescribed.

20 Secrecy

- (1) For the Co-operatives National Law (Queensland), section 537(4)(c), the following persons are specified—

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- (a) the Minister responsible for administering the *Financial Accountability Act 2009*;
 - (b) the Commissioner of State Revenue appointed under the *Taxation Administration Act 2001*;
 - (c) the Queensland Auditor-General under the *Auditor-General Act 2009*.
- (2) Also, the Crime and Corruption Commission is specified for the Co-operatives National Law (Queensland), section 537(4)(c) in relation to particular information if—
- (a) the Registrar received a written request for the information from the commission; and
 - (b) the Minister and the Registrar approve, in writing, the giving of the information to the commission.
- (3) For the Co-operatives National Law (Queensland), section 537(6), definition *former Act*, the repealed *Cooperatives Act 1997* is specified.

21 Pecuniary penalty orders

For the Co-operatives National Law (Queensland), section 556(2), a pecuniary penalty that a person is ordered to pay in this jurisdiction under section 556(1) of that Law—

- (a) is a debt payable by the person to the State of Queensland; and
- (b) may be recovered from the person by the State as a debt payable to the State of Queensland.

22 Disposal of records by Registrar

For the Co-operatives National Law (Queensland), section 603, the *Public Records Act 2002* is specified.

23 Registration fees

Despite any other Act, a fee must not be charged under an Act for the registration of an instrument in relation to a transfer of property under the Co-operatives National Law (Queensland), section 413 or 481 in relation to—

- (a) a merger of co-operatives, or a transfer of engagements of a co-operative, under the Co-operatives National Law (Queensland), chapter 4, part 4.3, division 1 or chapter 5, part 5.5; or
- (b) a transfer of incorporation under the Co-operatives National Law (Queensland), chapter 4, part 4.3, division 2.

24 Exclusion of bodies

For the Co-operatives National Law (Queensland), section 623, the Co-operatives National Law (Queensland) does not apply to a society registered as a cooperative housing society under the *Financial Intermediaries Act 1996*.

25 Offence proceedings

- (1) A proceeding for an offence against this Act, the Co-operatives National Law (Queensland) or the Co-operatives National Regulation (Queensland) is a summary proceeding under the *Justices Act 1886*.
- (2) A proceeding mentioned in subsection (1)—
 - (a) must be started within 5 years after the offence is committed; and
 - (b) may be brought only by the chief executive or a person authorised in writing by the chief executive to bring the proceedings.

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26 Proceedings for recovery of fines and penalties under rules of co-operative

- (1) This section applies in relation to a fine or penalty imposed on a person under the rules of a co-operative for an infringement of the rules.
- (2) A proceeding for the recovery of the fine or penalty may be brought only by the co-operative.

Part 3 Regulation-making power

27 Regulation-making power

- (1) The Governor in Council may make regulations under this Act.
- (2) Without limiting subsection (1), a regulation may—
 - (a) modify the application of a national regulation in this jurisdiction; or
 - (b) if a provision of the Co-operatives National Law (Queensland) or the Co-operatives National Regulation (Queensland) provides that the local regulations may prescribe or provide for a particular matter, or refers to a matter prescribed or provided for by the local regulations—prescribe or provide for the matter for the provision; or
 - (c) prescribe fees payable in relation to the administration of the Co-operatives National Law (Queensland), including additional fees for the late filing of a document with the Registrar; or
 - (d) provide for the refund or waiver of all or part of a fee, or the reduction of a fee, that is payable under the Co-operatives National Law (Queensland); or
 - (e) impose a penalty of no more than 20 penalty units for contravention of a regulation.

Part 4 Repeal

28 Repeal

The Cooperatives Act 1997, No. 39 is repealed.

Part 5 Transitional and saving provisions for repealed Cooperatives Act 1997

Division 1 Preliminary

29 Definitions for part

In this part—

cooperative means a cooperative under the repealed Act.

corresponding Law provision, for a provision of the repealed Act, means a provision of the Law that is equivalent to, or substantially the same as, the provision of the repealed Act.

the Law means the Co-operatives National Law (Queensland).

repealed Act means the repealed *Cooperatives Act 1997*.

Division 2 General transitional and saving provisions

30 Existing cooperatives continue as co-operatives under the Law

- (1) This section applies in relation to a body that, immediately before the commencement, was registered as a cooperative under the repealed Act.

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- (2) The body is taken to be registered as a co-operative under the Law.
- (3) Without limiting subsection (2)—
 - (a) if, immediately before the commencement, the body was a trading cooperative under the repealed Act, the body is taken to be a distributing co-operative under the Law; or
 - (b) if, immediately before the commencement, the body was a non-trading cooperative under the repealed Act, the body is taken to be a non-distributing co-operative under the Law; or
 - (c) if, immediately before the commencement, the body was an association or a federation under the repealed Act, the body is taken to be a co-operative group.

Note—

See also schedule 3, section 2 of the Law in relation to a foreign co-operative registered under the repealed Act immediately before the commencement.

- (4) The body's certificate of registration under the repealed Act continues in effect and is taken to be a certificate of registration under the Law.
- (5) The body's disclosure statement under the repealed Act continues in effect and is taken to be its disclosure statement under the Law.
- (6) A person or body that was a member of the cooperative under the repealed Act immediately before the commencement continues to be a member of the co-operative under the Law.
- (7) A resolution made by the cooperative under the repealed Act that is in effect immediately before the commencement continues in effect as if it were made under the Law.

31 General transitional and saving provision

- (1) For applying the Law—

- (a) anything done under a provision of the repealed Act before the commencement is taken to have been done under a corresponding Law provision; and
 - (b) something may be done under a corresponding Law provision if—
 - (i) before the commencement, the thing was required or permitted to be done, but was not done, under a provision of the repealed Act; and
 - (ii) on the commencement, the period within which the thing was required or permitted to be done has not passed; and
 - (c) the appointment of a person before the commencement under the repealed Act, if the appointment had not ended before the commencement, continues to have the same effect as if that Act had not been repealed; and
 - (d) a thing or circumstance created before the commencement, or existing or continuing immediately before the commencement, under the repealed Act continues to have the same status, operation and effect as if that Act had not been repealed; and
 - (e) a reference in a provision of the Law to a co-operative includes, if the context permits, a reference to a cooperative under the repealed Act.
- (2) The Law applies for the purpose of subsection (1) with necessary changes.
- (3) This section does not limit another section of this part.

Division 3 Formation

32 Formation meetings held under the repealed Act, s 16

- (1) This section applies if—

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- (a) before the commencement, a formation meeting was held under section 16 of the repealed Act in relation to a proposed cooperative; and
 - (b) immediately before the commencement, an application for registration of the proposed cooperative had not been made under section 19 of the repealed Act.
- (2) The formation meeting is taken to have been held under chapter 2, part 2.1, division 2 of the Law.
 - (3) A decision made at the formation meeting to authorise a person to apply for registration of the proposed cooperative under the repealed Act is taken to be a decision to authorise a person to apply for registration of the proposed co-operative under the Law.

33 Formation meetings held under the repealed Act, s 23

- (1) This section applies if—
 - (a) before the commencement, a formation meeting was held under section 23 of the repealed Act in relation to a corporation; and
 - (b) immediately before the commencement, an application for registration of the corporation as a cooperative had not been made under section 22 of the repealed Act.
- (2) The formation meeting is taken to have been held under section 30 of the Law.
- (3) A special resolution made at the meeting approving the proposed registration is taken to be a special resolution approving registration as a co-operative under the Law.

34 Existing approvals of disclosure statements

- (1) This section applies if—
 - (a) before the commencement, the registrar approved, or was taken to have approved, a disclosure statement in relation to a proposed cooperative under section 17 of the repealed Act; and

- (b) immediately before the commencement, an application for registration of the proposed cooperative had not been made under section 19 or 22 of the repealed Act.
- (2) The approval continues in effect and is taken to be an approval of a formation disclosure statement given under section 25 of the Law.

35 Draft disclosure statement submitted before commencement

- (1) This section applies if—
 - (a) before the commencement, a draft disclosure statement for a proposed cooperative was submitted to the registrar under section 17 of the repealed Act; and
 - (b) immediately before the commencement, the registrar had not decided to approve or refuse to approve, or been taken to have approved, a disclosure statement in relation to the proposed cooperative under section 17 of the repealed Act.
- (2) Section 17 of the repealed Act continues to apply in relation to the draft disclosure statement as if that Act had not been repealed.
- (3) If the registrar approves, or is taken to have approved, a disclosure statement in relation to the proposed cooperative under section 17 of the repealed Act, the approval is taken to be an approval of a formation disclosure statement given under section 25 of the Law.

36 Existing approvals of rules

- (1) This section applies if—
 - (a) before the commencement, the registrar approved rules for a proposed cooperative under section 18 of the repealed Act; and

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- (b) immediately before the commencement, an application for registration of the proposed cooperative had not been made under section 19 or 22 of the repealed Act.
- (2) The approval continues in effect and is taken to be an approval of rules given under section 24 of the Law.

37 Draft rules submitted before commencement

- (1) This section applies if—
 - (a) before the commencement, draft rules for a proposed cooperative were submitted to the registrar under section 18 of the repealed Act; and
 - (b) immediately before the commencement, the registrar had not decided to approve, or refuse to approve, rules for the proposed cooperative under section 18 of the repealed Act.
- (2) Section 18 of the repealed Act continues to apply in relation to the draft rules as if that Act had not been repealed.
- (3) If the registrar approves rules for the proposed cooperative under section 18 of the repealed Act, the approval is taken to be an approval of rules given under section 24 of the Law.

38 Existing applications for registration of proposed cooperatives

- (1) This section applies if—
 - (a) before the commencement, an application for registration of a proposed cooperative was made under section 19 or 22 of the repealed Act; and
 - (b) immediately before the commencement, the registrar had not decided the application.
- (2) Part 2 of the repealed Act continues to apply in relation to the application as if that Act had not been repealed.

-
- (3) If the registrar decides that the registrar is satisfied the requirements for registration for the application have been met—
- (a) the registrar must register the proposed cooperative as a co-operative under the Law; and
 - (b) the Law applies in relation to the registration as if the decision were made under section 27 or 32 of the Law.
- (4) In this section—
- requirements for registration* means—
- (a) for an application made under section 19 of the repealed Act—the requirements for registration mentioned in section 20(2) of the repealed Act; or
 - (b) for an application made under section 22 of the repealed Act—the requirements for registration mentioned in section 25(2) of the repealed Act.

39 Existing applications to QCAT

- (1) This section applies if—
- (a) before the commencement, an application was made to QCAT under section 29, 30 or 31 of the repealed Act; and
 - (b) immediately before the commencement, QCAT had not finished dealing with the application.
- (2) QCAT must continue to hear the application under the repealed Act after the commencement as if that Act had not been repealed.
- (3) A decision made by QCAT in relation to the application is taken to be a decision made under the Law.

40 Right to apply to QCAT for review of matters under repealed Act

- (1) This section applies if, immediately before the commencement—

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- (a) a person had a right to apply to QCAT under part 2, division 7 of the repealed Act in relation to a failure to approve a draft disclosure statement or rules, or to register a proposed cooperative; and
 - (b) the person had not made the application; and
 - (c) the period for making the application under the QCAT Act had not expired.
- (2) This section also applies if, on or after the commencement—
- (a) the registrar fails to approve a draft disclosure statement or draft rules submitted by a person to the registrar under part 2, division 3 of the repealed Act before the commencement; or
 - (b) the registrar fails to register a proposed cooperative that is the subject of an application for registration made under section 19 or 22 of the repealed Act before the commencement.
- (3) The person may apply to QCAT under part 2, division 7 of the repealed Act for a review of the registrar’s failure as if that Act had not been repealed.
- (4) A decision made by QCAT in relation to the application is taken to be a decision made under the Law.

Division 4 Dealings with cooperatives

41 Dealings with cooperatives before commencement

Part 3, division 3 of the repealed Act continues to apply in relation to a person’s dealings with a cooperative, or dealings with a person who has, or purports to have, directly or indirectly acquired title to property from a cooperative, if the dealings happened before the commencement.

Division 5 Membership

42 Fines imposed on members before commencement

A fine imposed on a member under section 74 of the repealed Act, that immediately before the commencement had not been paid by the member, continues in effect after the commencement as if the fine were imposed under section 126 of the Law.

43 Fines may be imposed on members after commencement

- (1) A co-operative may impose a fine on a member under section 126 of the Law for an infringement of the rules of the co-operative that happened before the commencement.
- (2) However, subsection (1) does not apply if a fine was imposed on the member for the infringement under section 74 of the repealed Act.

44 Transfers of property under the repealed Act, pt 4, div 3

Section 81 of the repealed Act continues to apply in relation to a transfer of property made under part 4, division 3 of the repealed Act before the commencement as if that Act had not been repealed.

45 Existing applications to Supreme Court

- (1) This section applies if—
 - (a) before the commencement, an application had been made to the Supreme Court under part 4 of the repealed Act; and
 - (b) immediately before the commencement, the Supreme Court had not finished dealing with the application.
- (2) The Supreme Court must continue to hear the application under the repealed Act after the commencement as if that Act had not been repealed.

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- (3) An order made by the Supreme Court under part 4 of the repealed Act in relation to the application is taken to be an order made under chapter 2, part 2.5 of the Law.

46 Existing orders

An order made by the Supreme Court under part 4 of the repealed Act and in effect immediately before the commencement continues in effect as if the order were made under chapter 2, part 2.5 of the Law.

47 Applications to Supreme Court in relation to matters arising before commencement

A person or co-operative may make an application to the Supreme Court under chapter 2, part 2.5 of the Law in relation to a matter arising before the commencement.

Division 6 Rules

48 Existing rules

- (1) The *existing rules* of a co-operative are the rules that were—
- (a) registered under the repealed Act; and
 - (b) in force for the co-operative immediately before the commencement.
- (2) The co-operative's existing rules—
- (a) continue in effect; and
 - (b) are taken to be the co-operative's rules under the Law; and
 - (c) are taken to have been registered under the Law.
- (3) If a provision of the co-operative's existing rules are inconsistent with the Law, the Law prevails to the extent of the inconsistency.

- (4) For applying the existing rules—
- (a) a reference in the existing rules to a requirement under the repealed Act is taken to be a reference to a requirement under the Law that is equivalent to, or substantially the same as, the requirement under the repealed Act; and
 - (b) a reference in the existing rules to the co-operative being a trading cooperative is taken to be a reference to the co-operative being a distributing co-operative; and
 - (c) a reference in the existing rules to the co-operative being a non-trading cooperative is taken to be a reference to the co-operative being a non-distributing co-operative.

49 Proposed alteration of rules submitted before commencement

- (1) This section applies if—
- (a) before the commencement, a draft of a proposed alteration of a cooperative's rules was submitted to the registrar under section 106 of the repealed Act; and
 - (b) immediately before the commencement, the registrar had not decided—
 - (i) to approve the proposed alteration or a different alteration; or
 - (ii) to refuse to approve the proposed alteration.
- (2) Section 106 of the repealed Act continues to apply in relation to the proposed alteration as if that Act had not been repealed.
- (3) If the registrar approves the proposed alteration, or a different alteration, under section 106(4) of the repealed Act, the approval is taken to be an approval of an amendment of the rules given under section 60(6) of the Law.

50 Existing applications for registration of alterations

- (1) This section applies if—
-

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- (a) before the commencement, an application for registration of an alteration of a cooperative's rules was made under section 109 of the repealed Act; and
 - (b) immediately before the commencement, the registrar had not registered the alteration or refused to register the alteration.
- (2) Section 109 of the repealed Act continues to apply in relation to the application as if that Act had not been repealed.
 - (3) If the registrar decides to register the alteration, the Law applies in relation to the registration as if the decision were made under section 63 of the Law.

51 Existing applications to QCAT

- (1) This section applies if—
 - (a) before the commencement, a cooperative had made an application to QCAT under section 110 of the repealed Act; and
 - (b) immediately before the commencement, QCAT had not finished dealing with the application.
- (2) QCAT must continue to hear the application under the repealed Act after the commencement as if that Act had not been repealed.
- (3) A decision made by QCAT in relation to the application is taken to be a decision made under the Law.

52 Right to apply to QCAT for review of matters under repealed Act

- (1) This section applies if, immediately before the commencement—
 - (a) a cooperative had a right to apply to QCAT under section 110 of the repealed Act for a review of a matter mentioned in that section; and
 - (b) the cooperative had not made the application; and

-
- (c) the period for making the application under the QCAT Act had not expired.
 - (2) This section also applies if, on or after the commencement, the registrar fails to approve an alteration of a cooperative's rules, or to register an alteration of the cooperative's rules, under the repealed Act.
 - (3) The cooperative may apply to QCAT for a review of the failure under the repealed Act as if the repealed Act had not been repealed.
 - (4) A decision made by QCAT in relation to the application is taken to be a decision made under the Law.

Division 7 Active membership

53 Existing applications to Supreme Court

- (1) This section applies if—
 - (a) before the commencement, a person had made an application to the Supreme Court under section 125(5) of the repealed Act; and
 - (b) immediately before the commencement, the Supreme Court had not finished dealing with the application.
- (2) The Supreme Court must continue to hear the application under the repealed Act after the commencement as if that Act had not been repealed.
- (3) An order made by the Supreme Court under section 131 of the repealed Act in relation to the application is taken to be an order made under section 162 of the Law.

54 Existing orders and directions

An order or direction made by the Supreme Court under section 131 of the repealed Act and in effect immediately before the commencement continues in effect as if the order or direction were made under section 162 of the Law.

[s 55]

55 Applications in relation to cancellation of memberships before commencement

- (1) A person may make an application for an order under section 162 of the Law in relation to the cancellation of the person's membership under section 125 of the repealed Act before the commencement.
- (2) Section 162(2) of the Law does not apply in relation to the application.

56 Register of cancelled memberships

A register kept under section 166 of the Law must include the information that must be kept in a register under section 135 of the repealed Act.

57 Entitlements of former members of trading cooperatives

- (1) A person's entitlement under a provision of part 6, division 5 of the repealed Act to be taken to be the holder of a share in a cooperative for the purpose of an entitlement of a shareholder in the cooperative, continues in effect as an entitlement under the corresponding Law provision in relation to the transitioned co-operative.
- (2) For the purposes of applying a corresponding Law provision to an entitlement mentioned in subsection (1), a reference in chapter 2, part 2.6, division 5 of the Law to 2 years is taken to be a reference to 5 years.

Note—

See schedule 3, section 1 of the Law.

- (3) A person's entitlement under section 140 of the repealed Act to be taken to be a member of a cooperative for a distribution from reserves of the cooperative continues in relation to the transitioned co-operative.
- (4) In this section—

transitioned co-operative, in relation to a cooperative, means the co-operative under the Law that the cooperative is taken to be under section 30.

Division 8 Shares

58 Share capital of cooperative

- (1) The share capital of a cooperative under the repealed Act immediately before the commencement continues to be the share capital of the co-operative under the Law.
- (2) A share in a cooperative held by a person under the repealed Act immediately before the commencement continues to be held by the person under the Law.
- (3) An amount unpaid for shares under the repealed Act immediately before the commencement is taken to be an amount unpaid for the shares under the Law.

59 Minimum paid up amount

Section 78 of the Law does not affect shares issued before the commencement of that section.

Division 9 Other provisions

60 Repeal does not affect appointment of deputy registrar and assistant registrar

The appointment of a person as a deputy registrar or assistant registrar under the *Public Service Act 2008*, mentioned in section 435 of the repealed Act, is not affected by the repeal of the repealed Act.

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61 References to repealed Act

A reference in an Act or document to the repealed Act may, if the context permits, be taken to be a reference to the Law.

Part 6 Amendment of Acts

Division 1 Amendment of Associations Incorporation Act 1981

62 Act amended

This division amends the *Associations Incorporation Act 1981*.

Note—

See also the amendments in schedule 1, part 2.

63 Amendment of s 96 (Definitions)

(1) Section 96, definitions *former society* and *registrar—omit.*

(2) Section 96—
insert—

registrar means the Registrar under the Co-operatives National Law (Queensland).

(3) Section 96, definition *transfer day*, ‘cooperative’—
omit, insert—

co-operative

64 Insertion of new pt 16, div 4

Part 16—

insert—

Division 4 Transitional provisions for Co-operatives National Law Act 2020

155 Definitions for division

In this division—

amended, in relation to a provision of this Act, means as in force after the provision was amended by the *Co-operatives National Law Act 2020*.

cooperative means a cooperative under the repealed Act.

former, in relation to a provision of this Act, means as in force immediately before the provision was amended or repealed by the *Co-operatives National Law Act 2020*.

repealed Act means the repealed *Cooperatives Act 1997*.

156 Existing applications for cooperative to become incorporated association

- (1) This section applies to—
 - (a) an application made under former section 105C, but not decided, before the commencement; or
 - (b) an application made under amended section 105C if the special resolution mentioned in amended section 105C(3)(a) was made and registered before the commencement.
- (2) The chief executive must decide the application under amended section 105D as if—
 - (a) for an application mentioned in subsection (1)(a)—the application were an application made under amended section 105C; and

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- (b) a reference in amended section 105C to registration under the Co-operatives National Law (Queensland) were a reference to registration under the repealed Act.

157 Existing decisions about incorporation of cooperatives

- (1) This section applies if, before the commencement, the chief executive—
 - (a) decided to grant an application made under former section 105C for a cooperative to become an incorporated association; and
 - (b) had not issued a certificate of incorporation under former section 105D.
- (2) For subsection (1)(a), the chief executive decided to grant an application made under former section 105C if the chief executive was satisfied of the matters mentioned in former section 105D(2) in relation to the application.
- (3) The chief executive must promptly issue a certificate of incorporation under this Act for the proposed incorporated association.
- (4) Amended section 105D(3) applies in relation to the certificate of incorporation.

158 Incorporation of cooperatives under repealed Act before commencement

- (1) This section applies in relation to a cooperative that became an incorporated association under former part 11 before the commencement.
- (2) Section 105E and amended sections 105F and 105G apply in relation to the incorporated association as if—

- (a) a reference in section 105E to the transfer day for an incorporated association were a reference to the day the chief executive issued the certificate of incorporation for the association; and
- (b) a reference in amended sections 105F and 105G to a co-operative were a reference to a cooperative.

159 Existing resolutions about registration as a cooperative

- (1) This section applies if, before the commencement—
 - (a) an incorporated association decided by special resolution to register as a cooperative; and
 - (b) the incorporated association was not registered as a cooperative.
- (2) The special resolution is taken to be a decision to register as a co-operative under the Co-operatives National Law (Queensland).

160 Existing applications for consent to register as cooperative

- (1) This section applies to an application made under former section 105L, but not decided, before the commencement.
- (2) The chief executive must decide the application under amended section 105M as if it were an application made under amended section 105L for consent to register as a co-operative under the Co-operatives National Law (Queensland).

161 Existing decisions to give consent to proposed registration as cooperative

- (1) This section applies if, before the commencement, the chief executive—
 - (a) having considered an application made under former section 105L, decided to consent to an incorporated association's proposed registration as a cooperative; and
 - (b) had not issued a certificate under former section 105M(1) in relation to the decision.
- (2) For subsection (1)(a), the chief executive decided to give the consent if the chief executive was satisfied of the matters mentioned in former section 105M(2) in relation to the application.
- (3) The chief executive must promptly give the incorporated association a certificate that states the chief executive—
 - (a) is satisfied of the matters mentioned in former section 105M(2); and
 - (b) consents to the association's proposed registration as a co-operative under the Co-operatives National Law (Queensland).
- (4) A certificate given to an incorporated association under subsection (3) expires 30 days after it is given.

162 Existing consent to proposed registration as cooperative

- (1) This section applies to a certificate given to an incorporated association under former section 105M(1) before the commencement.
- (2) The certificate is taken to be a certificate given to the incorporated association under amended section 105M(1) that states that the chief executive consents to the association's proposed

registration as a co-operative under the Co-operatives National Law (Queensland).

- (3) The certificate expires 30 days after it was given to the incorporated association.

Division 2 Other amendments

65 Acts amended

Schedule 1 amends the Acts it mentions.

Schedule 1 Other amendments

section 65

Part 1 Amendment of this Act

1 Long title, from ‘, to amend’—

omit.

Part 2 Amendment of other Acts

Associations Incorporation Act 1981

1 Part 11, division 2, heading, ‘cooperatives’—

omit, insert—

co-operatives

2 Amendment of various sections

Each of the following provisions is amended by omitting ‘cooperative’ and inserting ‘co-operative’—

- section 105A
- section 105B
- section 105C
- section 105D
- section 105F
- section 105G(1)
- section 105H

- section 105I
- section 105J
- section 105L
- section 105M
- section 105N(1)

3 Amendment of various sections

Each of the following provisions is amended by omitting ‘Cooperatives Act’ and inserting ‘Co-operatives National Law (Queensland)’—

- section 105A
- section 105C(3)(a)
- section 105M(2)(c)
- section 105N(1)

4 Section 105A(a)—

omit.

5 Amendment of various sections

Each of the following provisions is amended by omitting ‘cooperative’s’ and inserting ‘co-operative’s’—

- section 105A(c)
- section 105B
- section 105C(3)(b)
- section 105C(3)(c)

6 Section 105A(d), ‘directed the cooperative to suspend its operations’—

omit, insert—

given the co-operative a direction about the way it

is to exercise its functions in relation to the activities of the co-operative in obtaining financial accommodation

7 Section 105A(g), ‘dissolved or’—

omit.

8 Section 105A(b) to (j)—

renumber as section 105A(a) to (i).

9 Section 105B, ‘Cooperatives Act, section 301’—

omit, insert—

Co-operatives National Law (Queensland),
section 404

10 Section 105D(2)(a), ‘Cooperatives Act, part 12, division 2’—

omit, insert—

Co-operatives National Law (Queensland),
chapter 4, part 4.3, division 2

11 Part 11, division 3, heading, ‘cooperatives’—

omit, insert—

co-operatives

12 Section 106, ‘former society’—

omit, insert—

co-operative that becomes an incorporated
association under this part

13 Schedule, definitions *cooperative* and *Cooperatives Act*—

omit.

14 Schedule—

insert—

co-operative means a co-operative under the Co-operatives National Law (Queensland).

Corporations (Queensland) Act 1990

1 Section 93(a)—

omit, insert—

(a) a co-operative under the Co-operatives National Law (Queensland);

Duties Act 2001

1 Sections 285(a) and 292(1)(a), ‘cooperative registered under the *Cooperatives Act 1997*—

omit, insert—

co-operative under the Co-operatives National Law (Queensland)

2 Section 292, heading, ‘cooperatives’—

omit, insert—

co-operatives

3 Section 292(2), ‘cooperative’—

omit, insert—

co-operative

4 Schedule 6, definition *society*, paragraph (b)—

omit, insert—

(b) a co-operative under the Co-operatives National Law (Queensland).

Housing Act 2003

1 Section 38F(2)(b)—

omit, insert—

(b) the Co-operatives National Law (Queensland).

Public Service Act 2008

1 Section 24(2)(j), ‘cooperative under the *Cooperatives Act 1997*—

omit, insert—

co-operative under the Co-operatives National Law (Queensland)

Water Act 2000

1 Section 738O, heading, ‘Cooperatives Act 1997’—

omit, insert—

Co-operatives National Law (Queensland)

2 Section 738O(1), ‘cooperative’—

omit, insert—

co-operative

3 Section 738O(2), ‘Cooperatives Act 1997’—

omit, insert—

Co-operatives National Law (Queensland)

4 Section 738O(3) to (6)—

omit, insert—

(3) For registration of the irrigation entity as a co-operative, or an application for registration made by the irrigation entity, under the Co-operatives National Law (Queensland)—

(a) a document mentioned in section 23(1) of the Law must be submitted to the registrar at least 7 days before the formation meeting mentioned in that section is held; and

(b) section 30 of the Law does not apply.

(4) Section 359 does not apply in relation to the transfer of the irrigation entity’s assets to the co-operative.

(5) In this section—

co-operative means a co-operative under the Co-operatives National Law (Queensland).

registrar means the Registrar under the Co-operatives National Law (Queensland).

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