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THE PARLIAMENT OF THE COMMONWEALTH OF AUSTRALIA
HOUSE OF REPRESENTATIVES

(As read a first time)

AUSTRALIAN WOOL CORPORATION BILL 1991

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1990-91

THE PARLIAMENT OF THE COMMONWEALTH OF AUSTRALIA
HOUSE OF REPRESENTATIVES

Presented and read a first time, 31 May 1991 a.m.

(Minister for Primary Industries and Energy)

A BILL

FOR

**An Act to establish an Australian Wool Corporation, and
for related purposes**

The Parliament of Australia enacts:

PART 1—PRELIMINARY

Short title

- 5 1. This Act may be cited as the *Australian Wool Corporation Act*
1991.

Commencement

2. This Act commences on 1 July 1991.

MR

Interpretation

3. (1) In this Act, unless the contrary intention appears:

“Administration Act” means the *Wool Tax (Administration) Act 1964*;

“annual operational plan” means the plan for the time being in force under section 35;

“annual report” means a report of the Corporation prepared under section 92;

“appointed member” means a member other than the Managing Director or the managing director of the Wool Research and Development Corporation;

“assessment action”, in relation to the equal employment opportunity program of the Corporation, means action by the Corporation to do all of the following things:

(a) to collect and record statistics and related information concerning employment by the Corporation, including the number and types of jobs undertaken by, or job classifications of:

(i) employees of either sex; and

(ii) persons in designated groups;

(b) to monitor and evaluate the implementation of the program;

(c) to assess:

(i) the achievement of the objectives of the program; and

(ii) the effectiveness of the program by comparing statistics and information referred to in paragraph (a) with the indicators set under the policy action of the program;

“carpet wool” has the same meaning as in the Administration Act;

“Chairperson” means the Chairperson of the Corporation;

“company auditor” means a firm or person carrying on the business of auditing accounts;

“consultation action”, in relation to the equal employment opportunity program of the Corporation, means action by the Corporation to:

(a) consult with its employees, particularly employees who are women or in designated groups; and

(b) consult with each trade union having members affected by the program;

in relation to the development and implementation of the program;

“corporate plan” means the plan for the time being in force under section 30;

“Corporation” means the Australian Wool Corporation established by subsection 4 (1);

“Corporation auditor” means:

(a) if an appointment of a company auditor under section 77 as

the auditor of the Corporation is in effect—that company auditor; or

(b) if paragraph (a) does not apply—the Auditor-General;

5 **“designated group”** has the same meaning as in the *Public Service Act 1922*;

“discrimination” means:

(a) discrimination that is unlawful under the *Racial Discrimination Act 1975* or the *Sex Discrimination Act 1984*; or

10 (b) discrimination by which a person with a physical or mental disability is, because of the disability, treated less favourably than a person without the disability;

“employee” means a natural person appointed or engaged:

(a) under a contract of service, whether on a full-time, part-time, permanent, casual or temporary basis; or

15 (b) under a contract for services;

“employee information action”, in relation to the equal employment opportunity program of the Corporation, means action by the Corporation to inform its employees of the content of the program and of the results of any assessment action;

20 **“employment matters”** includes:

(a) recruitment procedure, and selection criteria, for appointment or engagement of persons as employees; and

(b) promotion and transfer of employees; and

(c) training and staff development for employees; and

25 (d) conditions of service of employees;

“equal employment opportunity program”, in relation to the Corporation, means a program of the Corporation that is designed to ensure:

30 (a) that appropriate action is taken to eliminate any discrimination by the Corporation against women and persons in designated groups in relation to employment matters; and

(b) that appropriate measures are taken by the Corporation to promote equal opportunity for women and persons in designated groups in relation to employment matters;

35 being a program that includes provision for assessment action, consultation action, employee information action, and policy action, in relation to the program;

“Managing Director” means the person appointed as the Managing Director of the Corporation under section 68;

“member” means a member of the Corporation;

40 **“member of Parliament”** means a member of:

(a) the Parliament of the Commonwealth; or

(b) the Parliament of a State; or

(c) the Legislative Assembly of the Northern Territory; or

(d) the Legislative Assembly for the Australian Capital Territory; **“policy action”**, in relation to the equal employment opportunity program of the Corporation, means action by the Corporation to do all of the following things:

- (a) confer responsibility for the development and implementation of the program (including a continuous review of the program) on a person having sufficient authority and status within the management of the Corporation to enable the person properly to develop and implement the program; 5
- (b) examine policies and practices of the Corporation in relation to employment matters to identify: 10
 - (i) any policies or practices that constitute discrimination against women or persons in designated groups; and
 - (ii) any patterns (whether ascertained statistically or otherwise) of lack of equality of opportunity for women or persons in designated groups; and 15
- (c) set:
 - (i) the objectives to be achieved by the program; and
 - (ii) the quantitative and other indicators against which the effectiveness of the program is to be assessed; 20

“Presiding Member” means the person appointed as Presiding Member of the Australian Wool Industry Selection Committees under section 58;

“Register” means the Register of Woolclassers kept under section 11;

“registered woolclasser” means a woolclasser whose name is on the Register; 25

“repealed Act” means the *Wool Marketing Act 1987* as in force immediately before 1 July 1991;

“sale for export”, in relation to wool, means sale (at auction or otherwise) as a result of which the wool may be exported; 30

“securities” includes stocks, debentures, debenture stocks, notes, bonds, promissory notes, bills of exchange and similar instruments or documents;

“shorn wool” means wool that:

- (a) has been obtained by shearing; and 35
- (b) has not been subjected to any process other than scouring or carbonising;

“showfloor” means a wool display area, together with any associated sample security area;

“trade union” means: 40

- (a) an organisation of employees registered under the *Conciliation and Arbitration Act 1904*; or
- (b) a trade union within the meaning of a State Act or law of a Territory;

“**Wool Council**” means the organisation known as the Wool Council of Australia that was formed on 19 July 1979;

“**wool products**” includes goods made wholly or partly from wool or from materials produced by processing wool;

5 “**Wool Research and Development Corporation**” means the Wool Research and Development Corporation established under the *Primary Industries and Energy Research and Development Act 1989*;

“**wool tax**” means tax payable under a Wool Tax Act;

10 “**Wool Tax Act**” means the *Wool Tax Act (No. 1) 1964*, the *Wool Tax Act (No. 2) 1964*, the *Wool Tax Act (No. 3) 1964*, the *Wool Tax Act (No. 4) 1964* or the *Wool Tax Act (No. 5) 1964*.

(2) A reference in this Act to discrimination in relation to employment matters does not include a reference to discrimination that:

- 15 (a) is essential for the effective performance of the duties to which the employment matters relate; and
 (b) is not unlawful under the *Racial Discrimination Act 1975* or the *Sex Discrimination Act 1984*.

20 (3) For the purposes of this Act, the sale value of any shorn wool is the amount that, under section 10 of the Administration Act, is the sale value of that wool for the purposes of that Act.

PART 2—ESTABLISHMENT, FUNCTIONS AND POWERS OF THE AUSTRALIAN WOOL CORPORATION

Australian Wool Corporation

25 4. (1) A body to be known as the Australian Wool Corporation is established.

(2) The Corporation:

- (a) is a body corporate with perpetual succession; and
 (b) has a common seal; and
 30 (c) may acquire, hold and dispose of real and personal property; and
 (d) may sue and be sued in its corporate name.

35 (3) All courts, judges and persons acting judicially must take judicial notice of the imprint of the seal of the Corporation appearing on a document and must presume that the document was duly sealed.

Object of Corporation

5. The object of the Corporation is to improve the performance of the wool industry in Australia by:

- 40 (a) the adoption of appropriate strategies for the promotion of wool and wool products both within and outside Australia; and

- (b) facilitating the efficient marketing of Australian wool and wool products; and
- (c) the adoption of proper measures for the safeguard, and improvement, of the quality of Australian wool.

Functions of Corporation

5

6. (1) The functions of the Corporation are:

- (a) to promote, or arrange for the promotion of, the use of wool and wool products both within and outside Australia and, in particular, without limiting the generality of the foregoing:
 - (i) to participate, as the Corporation thinks fit, in the organisation and management of any domestic or international body formed for the promotion of wool and wool products; and 10
 - (ii) to ensure through its representatives on any such body that, as far as possible, the programs and activities of that body are carried out in the way that best promotes the interests of Australian woolgrowers; and 15
- (b) to develop, assess, and encourage the Australian wool industry to adopt, plans to improve the marketing of Australian wool and wool products (including plans for the sale and purchase of wool by description) and, in particular, without limiting the generality of the foregoing: 20
 - (i) to participate in negotiations with respect to charges (including freight rates) associated with the marketing of wool; and 25
 - (ii) to facilitate arrangements with respect to programs for the sale of wool at auction, and by tender, and the quantities and kinds of wool to be offered at such wool sales; and
- (c) to develop and implement programs to safeguard and improve the quality of Australian wool and, in particular, without limiting the generality of the foregoing: 30
 - (i) to set, in consultation with representatives of the wool industry, appropriate standards for ensuring the quality of wool (including standards relating to pesticide residues in wool) and appropriate standards for ensuring the quality of woolpacks; and 35
 - (ii) to adopt measures to ensure that Australian wool offered for sale for export meets those standards; and
 - (iii) in accordance with Part 3, to keep a register of woolclassers, to determine the qualifications to be held by persons in order to be registered woolclassers and to provide for means by which wool classed by any registered woolclasser may be identified; and 40

(d) to encourage and facilitate the training of shearers and shedhands with the object of ensuring:

(i) the availability of trained persons for the wool industry; and

(ii) a standard of shearing and preparation suited to the needs of that industry; and

(e) to convene general meetings of wool-tax payers in accordance with Part 6; and

(f) to provide, as required, management, personnel, legal and other services to:

(i) the Australian Wool Realisation Commission; and

(ii) the Wool Research and Development Corporation; and

(g) the functions relating to finance specified in section 20; and

(h) any function conferred on the Corporation by:

(i) any other provision of this Act; or

(ii) any other Act.

(2) The Corporation must not perform its functions:

(a) for a purpose in respect of which the Parliament does not have power to make laws; or

(b) so as to give preference to one State or any part thereof over another State or any part thereof or otherwise inconsistently with the Constitution.

(3) In spite of paragraph (2) (a), it is the intention of the Parliament that, where a law of a State confers on the Corporation a function of a kind conferred on the Corporation by this Act, the Corporation may perform the function conferred by that law.

(4) The Corporation may perform any of its functions outside Australia.

Powers of Corporation

7. (1) The Corporation has power to do all things necessary or convenient to be done in relation to the performance of its functions.

(2) Without limiting subsection (1), the Corporation may:

(a) obtain and provide regular market intelligence; and

(b) collect and publish statistics relating to wool; and

(c) advise woolgrowers, woolclassers and potential buyers of any wool that does not meet the quality standards set by the Corporation; and

(d) prohibit the offering for sale for export of wool that does not meet those standards; and

(e) order the withdrawal from sale for export of wool that does not meet those standards; and

(f) buy and sell wool for use in:

- (i) technical development projects in which the Corporation is participating together with wool processors or manufacturers; or
- (ii) market feasibility studies; and
- (g) make applications, including joint applications, for patents and trade marks; and 5
- (h) deal with patents and trade marks vested in the Corporation.
- (3) Without limiting subsection (1), the Corporation may, with the approval, in writing, of the Minister:
- (a) form, or participate with other persons in the formation of, a company; or 10
- (b) acquire, hold or dispose of shares or stock in the capital of, or debentures or other securities of, a company; or
- (c) enter into a partnership, or arrange for the sharing of profits, with a company. 15

Consultation

8. (1) Without limiting section 7, the Corporation may, for the purpose of considering any matter relating to the performance of its functions, make arrangements for consulting persons and bodies representative of different sectors of the wool industry. 20

(2) Arrangements entered into by the Corporation in relation to a consultation with a person or body may include the Corporation's agreeing, subject to any guidelines issued by the Minister, to meet the expenses reasonably incurred in relation to the consultation by the person or body. 25

(3) The Minister may, in writing, issue guidelines to the Corporation in relation to the payment of expenses to persons or bodies for the purposes of this section.

Committees

9. (1) The Corporation may establish such committees as it thinks fit to assist it in carrying out any of its functions, and may abolish any such committee. 30

(2) A committee consists of such persons (whether members of the Corporation or not) as the Corporation from time to time appoints.

(3) The Corporation may give to a committee such directions as it thinks fit, including: 35

- (a) directions as to the manner in which the committee is to carry out its functions; and
- (b) directions with respect to the procedure to be followed in relation to meetings of the committee, including directions with respect to: 40
 - (i) the convening of meetings of the committee; and

- (ii) the number of members of the committee to constitute a quorum; and
- (iii) the appointment of a member of the committee to preside at meetings of the committee; and
- (iv) the manner in which questions arising at a meeting of the committee shall be decided.

Delegation

10. The Corporation may, by writing under its common seal, delegate to any person or body all or any of its powers and functions under this Act.

PART 3—REGISTRATION AND QUALIFICATIONS OF WOOLCLASSERS

Register

11. The Corporation must keep a register called the Register of Woolclassers.

Certain persons to be on Register

12. (1) The Corporation must enter on the Register the names of the persons who, immediately before 1 July 1991, were registered woolclassers under the repealed Act.

(2) The registration of a person's name under subsection (1) ceases to have effect on 1 July 1992 unless:

- (a) before that day the person has applied under subsection 13 (3) to have his or her name entered on the Register; and
- (b) the Corporation is satisfied that the person is entitled to have his or her name entered on the Register.

Registration

13. (1) Subject to subsection (2), a person is entitled to have his or her name entered on the Register if the person:

- (a) holds a qualification in woolclassing determined by the Corporation under section 14; and
- (b) satisfies the Corporation that he or she is a fit and proper person to be a registered woolclasser.

(2) A person who considers that he or she is entitled to have his or her name entered on the Register may apply in writing to the Corporation to have his or her name so entered.

(3) Where an application is made by a person, the Corporation must:

- (a) where the Corporation is satisfied that the person is entitled to have his or her name entered on the Register—enter the person's name on the Register; or

- (b) if the Corporation is not so satisfied—refuse to enter the person's name on the Register.

(4) Where the Corporation refuses to enter the name of an applicant on the Register, the Corporation must give the applicant notice in writing of the refusal setting out the reasons for it.

5

Qualification for registration

14. (1) The Corporation must, in writing, determine the qualifications in woolclassing that entitle a person to be registered as a woolclasser under this Part.

(2) A determination under subsection (1) must be published in the *Gazette*.

10

(3) A qualification in woolclassing approved under section 77 of the repealed Act is taken to be a qualification determined by the Corporation under this section.

Alteration of Register

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15. The Corporation must cause to be removed from the Register:

- (a) any name whose registration has ceased to have effect under subsection 12 (2); and
- (b) the name of any person who has died or who has requested the removal.

20

Removal of name from Register

16. (1) Subject to subsection (3), where the Corporation considers that a registered woolclasser has consistently failed to prepare wool in accordance with the standards set by the Corporation, the Corporation may remove the woolclasser's name from the Register.

25

(2) Where the Corporation has decided to remove the name of a registered woolclasser from the Register under subsection (1), the Corporation must give the woolclasser notice in writing of the decision setting out the reasons for it.

(3) The Corporation may not remove a woolclasser's name from the Register:

30

- (a) within a period of 28 days after the giving of the notice under subsection (2); or
- (b) where an application has been made within those 28 days to the Administrative Appeals Tribunal for a review of the decision to remove the woolclasser's name—pending the decision of the Tribunal.

35

Identification

17. (1) Where the name of a person is entered on the Register, the Corporation must give the person a means of identifying wool classed by the person.

40

(2) Where the Corporation removes the name of a person from the Register, that person must return to the Corporation that person's means of identifying wool.

Penalty: \$100.

5 **Application for review**

18. (1) Application may be made to the Administrative Appeals Tribunal for a review of:

- (a) a decision of the Corporation under paragraph 13 (3) (b) refusing to enter the name of a person on the Register; or
- 10 (b) a decision of the Corporation for the purposes of subsection 16 (1).

(2) In subsection (1), "**decision**" has the same meaning as in the *Administrative Appeals Tribunal Act 1975*.

Statement to accompany notice of decisions

15 19. (1) Where the Corporation makes a decision of a kind referred to in subsection 18 (1) and gives to a person whose interests are affected by the decision notice in writing of the making of the decision, that notice must include a statement to the effect that, subject to the
20 *Administrative Appeals Tribunal Act 1975*, application may be made to the Administrative Appeals Tribunal for review of the decision to which the notice relates by or on behalf of the person or persons whose interests are affected by the decision.

(2) Any contravention of subsection (1) in relation to a decision does not affect the validity of the decision.

25 **PART 4—FINANCE**

Functions of Corporation in relation to finance

20. The functions of the Corporation in relation to finance are:

- (a) to receive money payable to the Corporation:
 - 30 (i) under the *Australian Wool Realisation Commission Act 1991*; or
 - (ii) under section 21 of this Act; and
- (b) to receive money payable to the Corporation as fees for services provided by the Corporation; and
- 35 (c) to raise such money, under section 24, as is necessary for the purpose of performing its functions; and
- (d) to contribute to the funding of any body formed for the promotion of wool and wool products and on which the Corporation is represented; and
- (e) to make payments under sections 23 and 26; and

- (f) to maximise returns on money held by the Corporation by investing the money under section 29.

Payments to Corporation

21. (1) Where all the tax imposed by the Wool Tax Acts in a financial year on particular shorn wool (other than carpet wool) has been received by the Commonwealth, there is payable to the Corporation an amount equal to such percentage of the sale value of that shorn wool as is applicable having regard to: 5

- (a) if paragraph (b) does not apply—the percentage of the sale value of shorn wool (other than carpet wool) subject to tax specified in the recommendation made by the last annual general meeting, or special general meeting, of wool-tax payers in respect of that financial year; or 10
- (b) if the Minister has notified the Corporation under section 90 that, instead of the percentage of the sale value of shorn wool (other than carpet wool) subject to tax recommended by the annual general meeting, or special general meeting, of wool-tax payers (as the case may be) another percentage of that sale value was used in computing the rates of tax applicable in respect of shorn wool (other than carpet wool) under the Wool Tax Acts in respect of that financial year—that other percentage. 15 20

(2) Where all the tax imposed by the Wool Tax Acts in a financial year on particular carpet wool has been received by the Commonwealth, there is payable to the Corporation an amount equal to such percentage of the sale value of that carpet wool as is applicable having regard to: 25

- (a) if paragraph (b) does not apply—the percentage of the sale value of carpet wool subject to tax specified in the recommendation made by the last annual general meeting, or special general meeting, of wool-tax payers in respect of that financial year; or 30
- (b) if the Minister has notified the Corporation under section 90 that, instead of the percentage of the sale value of carpet wool subject to tax recommended by the annual general meeting, or special general meeting, of wool-tax payers (as the case may be) another percentage of that sale value was used in computing the rates of tax applicable in respect of carpet wool under the Wool Tax Acts in respect of that financial year—that other percentage. 35

(3) In spite of subsections (1) and (2), where all the tax imposed by the Wool Tax Acts in the financial year commencing on 1 July 1991: 40

- (a) on particular shorn wool (other than carpet wool); or
- (b) on particular carpet wool;

has been received by the Commonwealth, there is payable to the Corporation an amount equal to 3.5% of the sale value of that shorn

wool (other than carpet wool) or of that carpet wool (as the case may be).

(4) There is also payable to the Corporation any money appropriated by Parliament for expenditure on wool promotion.

- 5 (5) Money payable to the Corporation under subsection (1), (2) or (3) is payable out of the Consolidated Revenue Fund, which is appropriated accordingly.

Corporation may charge for services

- 10 22. The Corporation may charge fair and proper fees for services provided by it in the exercise of any of its powers or the performance of any of its functions.

Application of money of Corporation

23. The money of the Corporation is to be applied only:

- 15 (a) in payment or discharge of the expenses, charges, obligations and liabilities incurred or undertaken by the Corporation in relation to the performance of its functions or the exercise of its powers; and
- 20 (b) in payment to the Commonwealth of amounts equal to the expenses incurred by the Commonwealth in relation to the first appointment by the Minister of the members referred to in paragraph 49 (1) (e); and
- 25 (c) in payment to the Commonwealth of amounts equal to such proportion of the expenses incurred by the Commonwealth in relation to:
- (i) the collection or recovery of tax imposed by a Wool Tax Act or additional tax payable under section 38 or 61 of the Administration Act; or
- (ii) the administration of section 21 of this Act;
- 30 as is determined by the Minister by notice published in the *Gazette*; and
- (d) in payment, under section 92, of remuneration and allowances to persons referred to in paragraph 92 (1) (a), (b) or (c); and
- (e) in payment of remuneration and allowances of the Managing Director and persons employed by the Corporation; and
- 35 (f) in payment of expenses, charges, obligations and liabilities incurred or undertaken in connection with the nomination under Division 2 of Part 7 of persons for appointment to the Corporation; and
- 40 (g) in payment, under arrangements entered into under section 8, of expenses incurred by any person or body in connection with consultation carried out under such arrangements; and
- (h) in making any other payments that the Corporation is authorised or required to make under this Act.

Raising of money by Corporation

24. (1) Subject to subsection (2), the Corporation may, for the performance of its functions:

- (a) borrow money otherwise than by dealing with securities; or
- (b) borrow, or otherwise raise, money by dealing with securities. 5

(2) Except with the approval in writing of the Minister, the Corporation may not borrow or otherwise raise money if the total amount previously borrowed or otherwise raised by the Corporation without the approval of the Minister, or that amount together with the amount that the Corporation proposes to borrow or otherwise raise, exceeds \$15,000,000. 10

(3) An approval may be given in relation to a particular transaction or a class of transactions.

(4) A borrowing or other raising of money under an approval must be on such terms and conditions as are specified in, or are consistent with, the approval. 15

(5) Subject to subsection (4), a borrowing or other raising of money may be made, in whole or in part, in a currency other than Australian currency.

(6) The Corporation may give security over the whole or any part of its assets for: 20

- (a) the repayment of money borrowed in accordance with this section and the payment of money (including interest) that the Corporation is otherwise liable to pay in respect of those borrowings; and 25
- (b) the payment of any money (including interest) that the Corporation is liable to pay in respect of dealing with securities in accordance with this section.

(7) The Corporation may not borrow or otherwise raise money except in accordance with this section. 30

(8) A reference in this section to dealing with securities includes a reference to:

- (a) creating, executing, entering into, drawing, making, accepting, endorsing, issuing, discounting, selling, purchasing or re-selling securities; and 35
- (b) creating, selling, purchasing or re-selling rights or options in respect of securities; and
- (c) entering into agreements or other arrangements relating to securities.

Commonwealth not liable for debts of Corporation 40

25. The Commonwealth is not liable for any debt arising from any contractual obligation entered into by the Corporation.

Payments to Commonwealth in relation to exotic animal disease control

26. (1) The Corporation must, on 1 July in each financial year ending before 1 July 1995, pay such amount as is prescribed to the Commonwealth as a contribution by the Corporation in respect of the expenditure incurred by the Commonwealth for the purposes of the *Exotic Animal Disease Control Act 1989*.

(2) Before making regulations prescribing an amount for the purposes of subsection (1), the Governor-General must take into consideration any recommendation with respect to the amount to be so prescribed made to the Minister by the members of the Exotic Animal Disease Preparedness Consultative Council (being the Council established by the *Exotic Animal Disease Control Act 1989*) nominated by the National Farmers' Federation and regulations may not be made prescribing an amount that is greater than the amount last recommended by those members to the Minister.

Hedging through currency contracts etc.

27. (1) The Corporation may, for the purpose of the performance of its functions or the exercise of its powers in relation to:

(a) a borrowing or raising, or a proposed borrowing or raising, of money by the Corporation; or

(b) the making by the Corporation of payments outside Australia for wool use promotion or other services;

enter into and deal with currency contracts, interest rate contracts or wool futures contracts for hedging purposes at a financial market (whether at a place in or outside Australia).

(2) A currency contract, interest rate contract or wool futures contract is taken to be entered into or dealt with for hedging purposes if, and only if, the contract is for the purpose of minimising the risks of adverse variations in:

(a) the costs of a borrowing or raising, or a proposed borrowing or raising, of money by the Corporation; or

(b) payments made by the Corporation outside Australia for wool use promotion or other services; or

(c) payments to or by the Corporation in relation to transactions in foreign currencies.

Bank accounts

28. (1) The Corporation may open and maintain an account or accounts with a bank or banks and must maintain at all times at least one such account.

(2) The Corporation must pay all money of the Corporation into an account referred to in subsection (1).

Investment of money of Corporation

29. Money of the Corporation not immediately required for the purposes of the Corporation must be invested:

- (a) in securities of, or guaranteed by, the Commonwealth or a State; or
- (b) on deposit with a bank; or
- (c) in any other way that is consistent with sound commercial practice.

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PART 5—CORPORATE PLANS AND ANNUAL OPERATIONAL PLANS

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Corporation to prepare corporate plans

30. (1) The Corporation must:

- (a) as soon as possible after 1 July 1991, prepare, and give to the Minister, a corporate plan relating to the period of 5 years commencing on that date; and
- (b) before 1 June in each subsequent calendar year, prepare and give to the Minister a corporate plan relating to the period of 5 years commencing on the following 1 July.

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(2) Before preparing a corporate plan, the Corporation may consult with such representatives of the wool industry as it thinks fit.

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(3) A corporate plan must:

- (a) define what, in the opinion of the Corporation, should be the Corporation's principal goals; and
- (b) give an outline of the strategies that are, in the opinion of the Corporation, to be pursued in achieving those goals; and
- (c) set out performance indicators by reference to which an assessment can be made whether the Corporation is achieving its goals; and
- (d) include the Corporation's equal employment opportunity program developed under section 73.

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Agreement to corporate plans

31. (1) Where a corporate plan is given or re-submitted to the Minister, the Minister may, by notice in writing given to the Corporation:

- (a) agree to the plan; or
- (b) if the Minister is of the opinion that, in the interests of the wool industry, the plan should be revised in some respect—request the Corporation to revise the plan appropriately.

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(2) The Minister must include in a notice of request a statement setting out the Minister's reasons for making the request.

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(3) Where the Corporation receives a request, the Corporation must:

(a) consider the request and statement of reasons; and

(b) make such revision of the corporate plan as it considers appropriate; and

5 (c) re-submit the revised plan to the Minister for the Minister's agreement.

(4) A corporate plan comes into force:

(a) at the commencement of the period to which the plan relates; or

10 (b) on the day on which the Corporation receives notice of the Minister's agreement;

whichever is the later.

(5) Upon the coming into force of a corporate plan, any corporate plan that is already in force ceases to be in force.

15 **Variation of corporate plans by Corporation**

32. (1) Subject to subsection (4), the Corporation may vary a corporate plan with the agreement of the Minister.

20 (2) Where the Corporation wishes to vary a corporate plan, the Corporation must prepare written proposals for the variations and give a copy of the proposals to the Minister together with a statement setting out the Corporation's reasons for making the proposals.

25 (3) The Minister may, after considering proposals for the variations of a corporate plan and the reasons for making those proposals, by notice in writing given to the Corporation, agree to or reject the proposals.

(4) Nothing in this section prevents the Corporation from making variations of a minor nature to a corporate plan without the agreement of the Minister but the Corporation must, as soon as practicable after making such a variation, inform the Minister of the variation.

30 **Variation of corporate plans at request of Minister**

33. (1) The Minister may, by notice in writing given to the Corporation, request it to vary a corporate plan in the manner set out in the notice of request.

35 (2) Where the Minister makes a request, the Minister must include in the notice a statement setting out the Minister's reasons for making the request.

(3) Where the Corporation receives a request, the Corporation must:

40 (a) prepare written proposals for such variations of the plan as it considers appropriate having regard to the request and statement of reasons; and

- (b) submit those proposals to the Minister for the Minister's agreement.

(4) The Minister may, after considering proposals for the variations of a corporate plan, by notice in writing given to the Corporation, agree to or reject the proposals.

5

Date of effect of variations

34. Where:

- (a) a corporate plan has come into force; and
- (b) a variation to the plan is agreed to by the Minister under section 32 or 33 or the corporation makes a variation of a minor nature to the plan;

the plan continues in force as so varied on and after:

- (c) the day on which the Corporation receives notice of the Minister's agreement; or
- (d) the day on which the Corporation makes the variation of a minor nature;

as the case may be.

Annual operational plans

35. (1) The Corporation must, in relation to each financial year of a corporate plan or intended corporate plan, prepare, in writing, an operational plan setting out particulars of the action that the Corporation intends to take in order to give effect to or further, during that year, the matters set out in the corporate plan.

20

(2) The Corporation must:

- (a) prepare the operational plan in relation to the financial year commencing on 1 July 1991 as soon as possible after that date; and
- (b) prepare the operational plan in relation to any other financial year before the commencement of that year.

25

(3) The Corporation must, as soon as possible, send a copy of each operational plan prepared under subsection (1) to the Minister.

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Variation of annual operational plans

36. (1) The Corporation:

- (a) may at any time vary an annual operational plan; and
- (b) must vary an annual operational plan if, because of a variation of the corporate plan to which it relates, it would not be consistent with the provisions of that corporate plan.

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(2) The Corporation must, as soon as possible, send a copy of each variation to an annual operational plan to the Minister.

PART 6—GENERAL MEETINGS OF WOOL-TAX PAYERS

Object of Part

37. This Part makes provision for general meetings of wool-tax payers.

5 Introduction

38. In this Part:

“**registered wool-tax payer**”, in relation to a general meeting of wool-tax payers held or to be held in a particular financial year, means a person whose particulars have been entered on the register established and maintained under section 40 for the purposes of the general meetings to be held in that financial year.

General meetings

39. (1) There are 2 types of general meetings, namely:

- (a) annual general meetings; and
- (b) special general meetings.

(2) General meetings must be convened and held in accordance with this Part.

Register of wool-tax payers

40. (1) The Corporation must, for the purposes of the annual general meeting, and of any special general meeting, to be held in a financial year, establish and maintain a register of all persons who:

- (a) were liable to pay wool-tax during the financial year immediately preceding that financial year; and
- (b) have paid that wool-tax; and
- (c) have applied to be registered in accordance with this Part.

(2) A register established and maintained for the purposes of the general meetings of wool-tax payers to be held in a financial year is to be used also for the purposes of the annual general meeting of the Wool Research and Development Corporation that is to be held in that financial year.

(3) The regulations may make provision for:

- (a) the procedure to be followed by the Corporation:
 - (i) in inviting and processing applications for registration; and
 - (ii) in determining the eligibility of applicants to be registered; and
- (b) the particulars to be entered on the register; and
- (c) the manner in which the register is to be maintained.

(4) A register may not be used otherwise than for the purposes specified in subsection (1) or (2).

(5) In this section:

“person” includes a partnership and the trustee or trustees, from time to time, of a trust estate.

Corporation to convene annual general meeting

41. (1) The Corporation must cause an annual general meeting of wool-tax payers to be held no later than 1 May in each financial year at a time and place determined by the Corporation. 5

(2) The Corporation must ensure that a period of not more than 15 months elapses between 2 consecutive annual general meetings.

Notice of the convening of an annual general meeting 10

42. (1) The Corporation must, not later than 70 days before the day on which an annual general meeting is to be held, cause to be published:

- (a) in a newspaper that circulates throughout Australia; and
 - (b) such other newspapers as the Corporation thinks fit; 15
- a notice specifying the day, time and place of the meeting.

(2) In addition to publishing the notice under subsection (1), the Corporation:

- (a) may give copies of the notice to such industry bodies as it thinks fit; and 20
- (b) may cause particulars of an annual general meeting to be made public in such manner and at such time as the Corporation determines.

Purpose of annual general meeting

43. (1) The purpose of an annual general meeting is to provide an opportunity for registered wool-tax payers in relation to the annual general meeting to debate and vote on any of the following motions of which prescribed notice has been given: 25

- (a) a motion to receive the annual financial statement and report of the Corporation and of the auditors; 30
- (b) a motion in respect of a recommendation referred to in subsection (2) that is to be made to the Minister in relation to the making of regulations prescribing tax rates for the purposes of the Wool Tax Acts;
- (c) a motion of no confidence in the Corporation. 35

(2) For the purposes of paragraph (1) (b) and subsection 45 (2), the recommendations are:

- (a) a recommendation that:
 - (i) an amount equal to a specified percentage of the sale value of shorn wool (other than carpet wool) subject to tax be paid by the Commonwealth to the Corporation 40

during the next financial year for the promotion of wool and wool products and the other purposes of the Corporation; and

- (ii) accordingly, a specified rate of tax (expressed as a percentage of the sale value of shorn wool (other than carpet wool) subject to tax and being the percentage recommended under subparagraph (i)) be taken into account in computing the rate of tax that is to be prescribed in respect of shorn wool (other than carpet wool) for the purpose of the application of each of the Wool Tax Acts in respect of the next financial year; and
- (b) a recommendation that:
 - (i) an amount equal to a specified percentage of the sale value of carpet wool subject to tax be paid by the Commonwealth to the Corporation during the next financial year for the promotion of wool and wool products and the other purposes of the Corporation; and
 - (ii) accordingly, a specified rate of tax (expressed as a percentage of the sale value of carpet wool subject to tax and being the percentage recommended under subparagraph (i)) be taken into account in computing the rate of tax that is to be prescribed in respect of carpet wool for the purpose of the application of each of the Wool Tax Acts in respect of the next financial year.

25 Motion of no confidence

44. Where a motion of no confidence in the Corporation is moved at an annual general meeting the person presiding at the meeting:

- (a) must select an employee of the Corporation (other than the Managing Director) to preside in his or her place; and
- (b) must then cease to preside:
 - (i) until the motion is voted on; or
 - (ii) if the motion of no confidence is passed—until the conclusion of the meeting.

Special general meeting

35 45. (1) The Corporation may, at any time, cause a special general meeting of wool-tax payers to be held at a time and place determined by the Corporation.

40 (2) The only purpose of a special general meeting is to enable registered wool-tax payers in relation to the special general meeting to debate and vote upon any motion in respect of a recommendation referred to in subsection 43 (2) that is to be made to the Minister in relation to the making of regulations prescribing tax rates for the purposes of the Wool Tax Acts.

(3) The Corporation must not later than 14 days before the day on which a special general meeting is to be held:

(a) cause to be published:

- (i) in a newspaper that circulates throughout Australia; and
 - (ii) in such other newspapers as the Corporation thinks fit;
- a notice specifying the day, time and place of the meeting and details of the motion or motions to be proposed at the meeting; and

(b) give copies of the notice to such industry bodies as it thinks fit.

Conduct of general meetings

46. (1) A general meeting may be attended only by:

- (a) the members; and
- (b) registered wool-tax payers or their proxies; and
- (c) persons invited by the Corporation Chairperson to attend the meeting.

(2) Subject to section 44, the Corporation Chairperson must preside at a general meeting at which he or she is present.

(3) Only registered wool-tax payers are entitled to vote upon any matter to be determined at a general meeting.

(4) The Corporation must keep a record of the proceedings of a general meeting.

Regulations may provide for certain matters

47. The regulations may make provision about all or any of the following:

- (a) notifying the Corporation of the terms of any motion proposed to be moved by a registered wool-tax payer at a general meeting;
- (b) notifying registered wool-tax payers in relation to a general meeting:
 - (i) of the day, time and place of the general meeting; and
 - (ii) of the terms of motions proposed to be moved at the meeting; and
 - (iii) of other matters relevant to the conducting of the meeting;
- (c) the appointment of persons to act as proxies of registered wool-tax payers at a general meeting and the participation of such proxies in the meeting;
- (d) the method or methods by which motions are to be passed at a general meeting;
- (e) the method of determining the number of votes that a registered wool-tax payer may cast at such a meeting;
- (f) the adoption of a procedure relating to voting at general

meetings that will ensure that the amount of any wool-tax payable by a registered wool-tax payer remains confidential.

Minister to be notified of motions

- 5 **48.** The Corporation must notify the Minister and the Australian Wool Industry Council established under the *Primary Industries (Industry Councils) Act 1991* of any motion passed or defeated at a general meeting and of the number of votes cast for, and against, the motion.

10 **PART 7—CONSTITUTION AND MEETINGS OF CORPORATION**

Division 1—General

Membership of Corporation

- 15 **49. (1)** The Corporation consists of the following part-time members:
- (a) a Chairperson;
 - 20 (b) the Managing Director;
 - (c) a representative of the Commonwealth;
 - (d) the managing director, or any other member (other than the Chairperson), of the Wool Research and Development Corporation;
 - 25 (e) 5 other members who must be persons having qualifications relevant to, or experience in, one or more of the following fields:
 - (i) wool growing;
 - (ii) wool processing, including the manufacture of wool products;
 - (iii) marketing of commodities;
 - (iv) finance;
 - (v) product promotion;
 - (vi) business management;
 - 30 (vii) quality standards and quality control.

(2) The Chairperson and the member referred to in paragraph (1) (c) are appointed, in writing, by the Minister.

35 (3) The members referred to in paragraph (1) (e) are appointed, in writing, by the Minister from persons nominated by a Selection Committee under Division 2.

(4) In spite of subsection (3), the 5 members referred to in paragraph (1) (e) who are first appointed will not be persons nominated by a Selection Committee but, in appointing them, the Minister may consult with such persons as the Minister thinks fit.

(5) In appointing a person to be a member, the Minister must ensure:

- (a) that the members collectively possess qualifications and experience in all the fields referred to in paragraph (1) (e); and
- (b) that 2 members are persons with experience in wool growing.

5

(6) A member of Parliament or a member of any organisation (being an organisation representing a sector of the wool industry) that is prescribed may not be appointed as a member of the Corporation.

(7) Subject to this Act, the Chairperson or a member referred to in paragraph (1) (e) holds office for the period (being a period not exceeding 3 years) specified in the instrument of appointment, but is eligible for re-appointment.

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(8) An appointed member may not hold office, or continue to hold office, if he or she has been a member for consecutive periods that together equal 9 years.

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(9) The member referred to in paragraph (1) (c) holds office, subject to this Act, during the Minister's pleasure.

(10) Appointed members hold office on such terms and conditions (if any) in respect of matters not provided for by this Act as are determined, in writing, by the Minister.

20

(11) The exercise of a power or the performance of a function of the Corporation is not affected by a vacancy or vacancies in the membership of the Corporation.

Deputy of Chairperson

50. (1) The Minister may, in writing, appoint a member referred to in paragraph 49 (1) (e) to be the deputy of the Chairperson.

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(2) Subject to subsection (3), a person holds office as a deputy of the Chairperson until the Minister ends the appointment or the person ceases to be a member, whichever first happens.

(3) A member may resign the office of deputy of the Chairperson by writing signed by the member and delivered to the Minister, but the resignation is not effective until it is accepted by the Minister.

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(4) The deputy of the Chairperson has and may exercise the powers, and must perform the functions, of the Chairperson:

- (a) during any vacancy in the office of the Chairperson; and
- (b) during any period when the Chairperson is absent from duty or from Australia or is, for any other reason, unable to perform the duties of the office of Chairperson.

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(5) Anything done by or in relation to a person purporting to act under subsection (1) is not invalid on the ground that:

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- (a) the occasion for the person's appointment had not arisen; or

- (b) there is a defect or irregularity in connection with the person's appointment; or
- (c) the person's appointment had ceased to have effect; or
- (d) the occasion for the person to act had not arisen or had ceased.

5 Disclosure of interests

10 **51. (1)** A member who has a direct or indirect pecuniary interest in a matter being considered or about to be considered at a meeting of the Corporation must, as soon as possible after the relevant facts have come to his or her knowledge, disclose the nature of the interest at a meeting of the Corporation.

(2) The disclosure must be recorded in the minutes of the meeting of the Corporation.

15 (3) A member who is a woolgrower or a manufacturer of wool products is not taken to have a pecuniary interest in a matter being considered or about to be considered by the Corporation by reason only that the person is a woolgrower or a manufacturer of wool products, as the case may be.

Leave of absence of appointed members

20 **52. (1)** The Minister may grant leave of absence to the Chairperson on such terms and conditions as the Minister determines.

(2) The Chairperson may grant leave of absence to any other appointed member on such terms and conditions as the Chairperson determines.

Resignation

25 **53.** An appointed member may resign office by writing signed by the member and delivered to the Minister, but the resignation is not effective until it is accepted by the Minister.

Ending of appointments for misbehaviour etc.

30 **54. (1)** The Minister may end the appointment of an appointed member for misbehaviour or for physical or mental incapacity.

(2) If an appointed member:

- (a) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit; or
- (b) is absent, except on leave of absence granted under section 52, from 3 consecutive meetings of the Corporation; or
- (c) fails, without reasonable excuse, to comply with an obligation imposed by section 51;

40 the Minister must end the member's appointment.

Consequences of motion of no confidence

55. (1) Where a motion of no confidence in the Corporation has been passed at a general meeting of wool-tax payers, the following provisions have effect.

(2) The Corporation as constituted at the time of the general meeting may not perform any of its functions or exercise any of its powers. 5

(3) The Minister must, as soon as practicable, terminate the appointment of each of the appointed members.

(4) The Minister must, within a period of 2 months, appoint a person to be the Chairperson. 10

(5) Until such time as the Corporation is again constituted under section 49, the Chairperson may perform all the functions of the Corporation and exercise all its powers except the power to appoint, or to end the appointment of, the Managing Director.

(6) A person whose appointment as a member was terminated under subsection (3) is not precluded from being again appointed as a member. 15

Meetings of Corporation

56. (1) Subject to this section, meetings of the Corporation shall be held at such times and at such places within Australia as the Corporation determines. 20

(2) The Chairperson may, and at the request of 3 or more members must, convene a special meeting of the Corporation.

(3) At a meeting of the Corporation 5 members constitute a quorum.

(4) The Chairperson presides at all meetings of the Corporation at which he or she is present. 25

(5) If the Chairperson is absent from a meeting of the Corporation, the deputy of the Chairperson, if present, presides at the meeting.

(6) If neither the Chairperson nor the deputy of the Chairperson is present at a meeting of the Corporation, the members present must appoint one of their number to preside at the meeting. 30

(7) A question arising at a meeting of the Corporation is determined by a majority of the votes of the members present and voting.

(8) The member presiding at a meeting of the Corporation has a deliberative vote and, if there is an equality of votes, also has a casting vote. 35

(9) The Corporation must keep a record of its proceedings.

Conduct of meetings

57. (1) Subject to this Division, the Corporation may regulate its proceedings as it considers appropriate.

5 (2) Without limiting subsection (1), the Chairperson may permit members to participate in a particular meeting, or all meetings:

- (a) by telephone; or
- (b) by closed-circuit television; or
- (c) by any other means of communication.

10 (3) A member who participates in a meeting of the Corporation in accordance with subsection (2) is taken to be present at the meeting.

Division 2—Nomination and selection process for membership of Corporation

Presiding Member

15 58. (1) The Minister must appoint a person to be the Presiding Member of Australian Wool Industry Selection Committees.

(2) The Presiding Member is to be appointed on a part-time basis.

(3) Subject to this Division, the Presiding Member holds office for such period, not exceeding 3 years, as is specified in the instrument of appointment, but is eligible to be re-appointed once.

20 Minister to request nomination for membership of Corporation

59. The Minister must:

- (a) for the purpose of appointing the members referred to in paragraph 49 (1) (e); and
- 25 (b) for the purpose of filling a vacancy caused by the resignation of, or the ending of the appointment of, any of those members; by notice in writing given to the Presiding Member, request the Presiding Member to establish a Selection Committee so that the Committee can give to the Minister, within the period specified in the notice, the name of a person, or the names of persons, as the case requires, considered
- 30 by the Committee to be suitable for appointment.

Selection Committee

60. (1) Where the Presiding Member receives a request under section 59 for the nomination of a person or persons for appointment to the Corporation, the Presiding Member must:

- 35 (a) establish an Australian Wool Industry Selection Committee for the purpose of nominating a person or persons for appointment to the Corporation; and
- (b) give to the Wool Council a notice in writing requesting the Council to nominate to the Minister persons for appointment
- 40 to the Selection Committee.

(2) If the Minister is not satisfied that a person nominated by the Wool Council for appointment to the Selection Committee is suitable for that appointment, the Minister may reject the nomination and ask the Wool Council to make a further nomination.

(3) The Selection Committee consists of:

5

(a) the Presiding Member; and

(b) 3 members appointed by the Minister after consultation with the Wool Council; and

(c) 3 other members appointed by the Minister.

(4) The function of the Selection Committee is to nominate to the Minister, in accordance with the request under section 59, a person or persons for appointment to the Corporation.

10

(5) The Selection Committee has power to do all things that are necessary or convenient to be done in connection with the performance of its function.

15

Selection of persons for nomination

61. (1) A Selection Committee established under section 60 may, by advertising in a newspaper circulating throughout Australia, invite applications for nomination for appointment.

(2) Subsection (1) does not limit the powers of the Selection Committee under subsection 60 (5).

20

(3) The Selection Committee must choose from the candidates available for nomination the person or persons whom, subject to this section, it considers most suitable for appointment to the Corporation.

(4) In choosing a person or persons for nomination, the Selection Committee must have regard to the requirements of subsection 49 (5).

25

(5) A person who is a member of Parliament or a member of an organisation prescribed for the purposes of subsection 49 (6) may be nominated by the Selection Committee if the person has indicated to the Selection Committee that, prior to appointment to the Corporation, the person will have ceased to be a member of Parliament or a member of that organisation, as the case may be.

30

(6) A person who is, or who has at any time been, a member of the Selection Committee is not entitled to be nominated by the Selection Committee.

35

(7) A person is entitled to be nominated by the Selection Committee even if:

(a) a proposal for his or her nomination has been rejected at a previous meeting of the Committee; or

(b) a nomination for his or her appointment to the Corporation has previously been rejected by the Minister.

40

Nominations for Corporation

62. (1) The Selection Committee must, within the period specified in the request under section 59, give to the Minister a notice in writing nominating a person or persons for appointment to the Corporation.

5 **(2)** Subject to subsection 63 (2), the Selection Committee must make only one nomination in respect of each appointment to be made by the Minister.

(3) The notice under subsection (1) must include:

10 (a) a statement containing, in respect of the person, or of each of the persons, nominated:

 (i) details of the person's qualifications and experience; and

 (ii) such other information relating to the person as is, in the opinion of the Committee, likely to help the Minister to decide whether to appoint the person; and

15 (b) a statement specifying how, in the opinion of the Committee, the nomination or nominations will best ensure that the members collectively possess qualifications and experience in the fields referred to in paragraph 49 (1) (e).

Minister may ask for additional information or reject nomination

20 **63. (1)** If the Minister considers the information contained in a statement referred to in paragraph 62 (3) (a) or (b) to be inadequate, the Minister may, by notice in writing, require the Committee to provide to the Minister, by the day specified in the notice, such further information relevant to that statement as the Minister specifies.

25 **(2)** If the Minister is not satisfied as to the suitability of a person nominated for appointment, the Minister may, by notice in writing given to the Selection Committee, reject the nomination and may, in that notice, request the Committee to make a further nomination within the period specified in the notice.

30 **(3)** Where the Selection Committee receives a request under subsection (2), section 62 again applies but, in its application because of this subsection, has effect as if the reference in subsection 62 (1) to the request under section 59 were a reference to the first-mentioned request.

35 Meetings of Selection Committee

64. (1) The Presiding Member may convene such meetings of the Selection Committee as the Presiding Member considers necessary for the efficient performance of its function.

40 **(2)** Meetings of the Selection Committee are to be held at such places and at such times as the Presiding Member determines.

(3) At a meeting of the Selection Committee, the Presiding Member and 3 other members of the Selection Committee constitute a quorum.

(4) The Presiding Member presides at all meetings of the Selection Committee.

(5) A question arising at a meeting of the Selection Committee must be decided by a majority of the votes of the members of the Selection Committee present and voting.

(6) At a meeting of the Selection Committee the Presiding Member has a deliberative vote and, if there is an equality of votes, also has a casting vote.

(7) The Selection Committee must keep a record of its proceedings.

Abolition of Selection Committee

65. Where:

- (a) the Minister has appointed to the Corporation a person nominated by the Selection Committee; and
- (b) the Committee has not made any nominations for appointment that have yet to be accepted or rejected by the Minister; and
- (c) there are no outstanding matters in a request by the Minister under section 59 or 63 that are still to be dealt with by the Committee;

the Committee is abolished by force of this section.

Staff and consultants

66. The Presiding Member may, on behalf of a Selection Committee:

- (a) engage persons (who are not employees of the Corporation) to perform administrative and clerical services in connection with the performance of the Committee's functions; and
- (b) engage as consultants to the Committee persons having suitable qualifications and experience to assist the Committee in identifying persons suitable for nomination for appointment to the Corporation;

on such terms and conditions of engagement as are determined by the Committee.

Applied provisions

67. Subject to this Division, subsections 49 (10) and (11) and sections 51, 52, 53, 54 and 57 apply in relation to a Selection Committee, the Presiding Member and the appointed members of the Selection Committee as if:

- (a) references in those provisions to the Corporation were references to the Selection Committee; and
- (b) references in those provisions to the Chairperson were references to the Presiding Member; and
- (c) references in those provisions to members or to appointed members were references to the members or appointed members of the Selection Committee.

PART 8—STAFF

Division 1—The Managing Director

Managing Director

5 **68. (1)** The Corporation must appoint a person to be the Managing Director of the Corporation.

(2) The Corporation:

- 10 (a) may determine, subject to the approval of the Minister, the terms and conditions of service of the Managing Director in respect of matters not provided for by this Act, including terms and conditions relating to remuneration and allowances; and
- (b) may at any time end such an appointment.

(3) Before deciding whether to approve any terms or conditions of service of the Managing Director, the Minister may consult with any person or body as the Minister thinks fit.

15 **(4)** If the Managing Director:

- (a) engages in paid employment outside the duties of his or her office without the approval of the Corporation; or
- 20 (b) is absent from duty, except on leave of absence granted by the Corporation, for 14 consecutive days, or for 28 days in any period of 12 months or from 3 consecutive meetings of the Corporation; or
- (c) fails, without reasonable excuse, to comply with his or her obligations under section 51; or
- 25 (d) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his remuneration for their benefit;

the Corporation must terminate his or her appointment.

30 **(5)** The office of the Managing Director is not a public office within the meaning of the *Remuneration Tribunals Act 1973*.

Acting Managing Director

69. (1) The Corporation may, by resolution, appoint a person to act as Managing Director:

- 35 (a) during a vacancy in the office of Managing Director, whether or not an appointment has previously been made to the office; or
- (b) during any period, or during all periods, when the Managing Director is absent from duty or from Australia or is, for any other reason, unable to perform the functions of the office of
- 40 Managing Director;

but a person appointed to act during a vacancy may not continue so to act for more than 12 months.

(2) Anything done by or in relation to a person purporting to act under subsection (1) is not invalid on the ground that:

- (a) the occasion for the person's appointment had not arisen; or 5
- (b) there is a defect or irregularity in connection with the person's appointment; or
- (c) the person's appointment had ceased to have effect; or
- (d) the occasion for the person to act had not arisen or had ceased.

Management of affairs of Corporation 10

70. (1) The affairs of the Corporation are, to the extent determined by the Corporation, to be managed by the Managing Director.

(2) In managing any of the affairs of the Corporation, the Managing Director must act in accordance with the policy of, and any directions given by, the Corporation. 15

Division 2—Other staff of the Corporation

Employees

71. (1) The Corporation may employ such persons as it thinks necessary for the purposes of this Act.

(2) Subject to subsection (3) and section 72, terms and conditions of employment of persons so employed are such as are determined by the Corporation. 20

(3) Except with the Minister's approval, a person may not be employed by the Corporation on terms and conditions more favourable than those applying to the Managing Director. 25

Persons employed under repealed Act

72. (1) This section applies to a person who:

- (a) is employed by the Corporation; and
- (b) was immediately before 1 July 1991 a person employed under section 37 of the repealed Act; and 30
- (c) has been, at all times on and after that day and before becoming employed or last becoming employed (as the case may be) by the Corporation, an employee of the Commission, the Corporation or the Wool Research and Development Corporation. 35

(2) A person to whom this section applies:

- (a) may not be employed by the Corporation on terms and conditions less favourable than those applying to the person immediately before being so employed; and
- (b) is entitled to retain all benefits that, immediately before the 40

5 person became so employed, had accrued to him or her in connection with his or her employment under the repealed Act and any subsequent employment, as if those benefits were benefits relating to the employment of the person by the Corporation.

(3) In this section:

“Commission” means the body corporate that:

- (a) existed under the repealed Act with the name Australian Wool Corporation; and
- 10 (b) is continued in existence under the *Australian Wool Realisation Commission Act 1991* with the name Australian Wool Realisation Commission.

Division 3—Equal employment opportunity program

15 **Corporation to develop and implement equal employment opportunity program**

73. The Corporation must develop and implement an equal employment opportunity program for the Corporation.

Regard to be had to equal employment opportunity program

20 74. The Corporation must take whatever action is necessary to give effect to its equal employment opportunity program, and any person who exercises powers in relation to employment matters in the Corporation must have regard to the program in exercising those powers.

Employment matters to be dealt with on basis of merit

25 75. Nothing in this Act is taken to require action that is incompatible with the principle that employment matters should be dealt with on the basis of merit.

PART 9—AUDIT

Audit

30 76. (1) The Corporation auditor must inspect and audit:

- (a) the accounts and records of financial transactions of the Corporation; and
- (b) the records relating to assets of, or in the custody of, the Corporation;

35 and must immediately draw the attention of the Minister to any irregularity disclosed by the inspection and audit that, in the opinion of the Corporation auditor, is of sufficient importance to justify so doing.

(2) The Corporation auditor may dispense with all or a part of the detailed inspection and audit of any accounts or records referred to in subsection (1).

(3) The Corporation auditor must, at least once in each financial year, report to the Minister the results of the inspection and audit carried out. 5

(4) The Corporation auditor or a person authorised by the Corporation auditor is entitled at all reasonable times to full and free access to all accounts, records and other documents of the Corporation relating directly or indirectly to the receipt or payment of moneys, or to the acquisition, receipt, custody or disposal of assets, by the Corporation. 10

(5) The Corporation auditor or a person authorised by the Corporation auditor may make copies of, or take extracts from, such accounts, records or other documents. 15

(6) The Corporation auditor or a person authorised by the Corporation auditor may require another person to furnish such information in the possession of the other person, or to which the other person has access, as the Corporation auditor or authorised person considers necessary for the purposes of the functions of the Corporation auditor under this Act, and the other person must comply with the requirement. 20

Penalty: \$1,000.

Appointment of company auditor

77. (1) This section applies only if the Minister for Finance has determined in writing that audits of the Corporation's accounts and records may be carried out by a company auditor. 25

(2) The Corporation may request the Minister, in writing, to appoint a company auditor specified in the request to be the auditor of the Corporation. 30

(3) Where the Minister receives a request, the Minister must cause particulars of the request to be given to the Minister for Finance.

(4) The Minister for Finance must:

- (a) consider whether or not the company auditor referred to in the request is suitable to be the auditor of the Corporation; and 35
- (b) decide in writing whether or not to approve the appointment of the company auditor as Corporation auditor, giving, if the appointment is not approved, the reasons for his or her decision.

(5) If the Minister for Finance approves the appointment, the Minister may, in writing, appoint the company auditor to be the Corporation auditor. 40

(6) Where the Minister makes an appointment, the Minister must inform the Corporation, in writing, of the making of the appointment.

(7) Where:

(a) the Minister refuses to make an appointment; or

5 (b) the Minister revokes an appointment;

the Minister must inform the Corporation, in writing, of the decision and of the reasons for the decision.

Resignation of company auditor

10 **78. (1)** Subject to subsection (2), where a company auditor is the Corporation auditor, the Corporation auditor may resign from office by writing signed by the Corporation auditor and delivered to the Chairperson.

(2) A Corporation auditor may not resign under subsection (1) without prior written approval of the Minister.

15 **PART 10—QUALITY CONTROL**

Division 1—Inspections

Interpretation

79. In this Division:

20 **“Association”** means the company incorporated under the law of the State of Victoria and whose registered name, immediately before 1 July 1991, was the National Association of Testing Authorities, Australia;

“examinable document” means a document relevant to:

(a) the terms on which a sampling site, laboratory or showfloor is registered by the Association; or

25 (b) the drawing of a sample at a registered sampling site; or

(c) the performance of a test at a registered laboratory; or

(d) the display of samples or bales of greasy wool at a registered showfloor; or

(e) the ownership of any particular wool;

30 **“inspector”** means a person who holds an appointment as inspector under section 80;

“registered laboratory” means a laboratory registered by the Association;

“registered sampling site” means a sampling site registered by the Association;

35 **“registered showfloor”** means a showfloor registered by the Association.

Appointment of inspectors

80. (1) The Managing Director may, in writing, appoint a person to be an inspector for the purposes of this Division.

(2) The Managing Director must issue to an inspector an identity card containing a recent photograph of the inspector and stating that the holder of the card is an inspector for the purposes of this Division.

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Entry and inspection

81. (1) Subject to subsection (2), an inspector may enter the premises of any registered sampling site, registered laboratory or registered showfloor for the purpose of finding out whether:

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(a) the premises; or

(b) wool on the premises; or

(c) practices carried out on the premises;

conform with the standards set by the Corporation for ensuring the quality of wool.

15

(2) An inspector may not enter any premises, or exercise any power, under subsection (1) unless:

(a) the operator, or any other person apparently in charge, of the premises, or the authorised representative of the operator, consents to the entry, or the exercise of the power, as the case may be; or

20

(b) a warrant under section 82 authorises the entry, or the exercise of the power, as the case may be.

(3) The powers of an inspector who enters premises under this section are the following:

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(a) to inspect the premises and any equipment on the premises;

(b) to inspect, and take samples from any wool on or near the premises;

(c) to observe any sampling method or test being performed on or near the premises;

30

(d) to observe any other use made of the premises;

(e) to inspect examinable documents on or near the premises;

(f) to take copies of, and make extracts from, any such documents;

(g) to direct the operator, or any other person apparently in charge of, the premises, or the authorised representative of the operator, to make available to the inspector any examinable documents kept on or near the premises.

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(4) A person must not, without reasonable excuse, fail to comply with a direction given to the person under paragraph (3) (g).

Penalty: \$3,000.

40

(5) For the purposes of subsection (4), a person is excused from making an examinable document available if making it available might tend to incriminate the person.

Issue of warrants

5 **82. (1)** An inspector may apply to a magistrate for a warrant under this section in relation to particular premises of a registered sampling site, laboratory or showfloor.

10 **(2)** A magistrate may issue a warrant if satisfied, by information on oath, that it is reasonably necessary that the inspector should have access to the premises for the purposes of finding out any of the matters mentioned in subsection 81(1).

(3) The warrant must:

- 15 (a) state the name of the inspector; and
- (b) authorise the inspector, with such assistance and by such force as is necessary and reasonable:
 - 20 (i) to enter the premises; and
 - (ii) to exercise the powers mentioned in subsection 81 (3); and
- (c) state whether the entry is authorised to be made at any time of the day or night or during specified hours of the day or night; and
- (d) state a day, being a day within the period of 6 months after the issue of the warrant, on which the warrant ceases to have effect.

Return of identity card

25 **83.** A person who ceases to be an inspector must, as soon as practicable, return his or her identity card to the Managing Director.
Penalty: \$100.

Proof of authority

30 **84.** An inspector is not entitled to exercise powers under this Division in relation to a person unless the inspector has first produced his or her identity card for inspection by the person.

Obstruction of inspectors

85. A person must not, without reasonable excuse, obstruct, hinder or resist an inspector performing functions under this Division.
35 Penalty: \$3,000.

Appointment of authorised representatives

86. The operator of a registered sampling site, laboratory or showfloor may, by writing given to the Managing Director, appoint a person to be the authorised representative of the operator in all matters

relating to premises of the sampling site, laboratory or showfloor that arise under this Division.

Division 2—Offences

Sale etc. of wool not meeting quality standard

87. (1) Where, in the exercise of its powers under paragraph 7 (2) (d) or (e), the Corporation decides: 5

(a) to prohibit the offering of any wool for sale for export; or

(b) to order the withdrawal of any wool from sale for export;

the Corporation must cause to be served on the owner of the wool or any person in possession of the wool a written notice of its decision: 10

(c) identifying the wool that is subject to the prohibition or order; and

(d) specifying the day (being a day not earlier than the day on which the notice is served) on which the prohibition or order comes into force. 15

(2) Any person who, knowing that a notice is in force under subsection (1):

(a) offers for sale for export; or

(b) sells for export; or

(c) exports; 20

any wool identified in the notice is guilty of an offence punishable, on conviction, by a fine not exceeding \$60,000.

PART 11—MISCELLANEOUS

Proper accounts to be kept

88. The Corporation must: 25

(a) cause proper accounts and records of its transactions and affairs to be kept in accordance with the accounting principles generally applied in commercial practice; and

(b) do all things necessary to ensure that:

(i) all payments by it are correctly made and properly authorised; and 30

(ii) adequate control is maintained over the assets of, or in the custody of, the Corporation and over the incurring of liabilities by the Corporation.

Minister may give directions in exceptional circumstances 35

89. (1) Subject to subsection (2), the Minister may give directions in writing to the Corporation concerning the performance of its functions and the exercise of its powers, and the Corporation must comply with those directions.

(2) The Minister may not give a direction to the Corporation unless:

(a) the Minister is satisfied that, because of the existence of exceptional circumstances, it is necessary to give the direction to the Corporation in order to ensure that the performance of the functions, or the exercise of the powers, of the Corporation does not conflict with major government policies; and

(b) the Minister has given to the Corporation a written notice stating that the Minister is considering giving the direction; and

(c) the Minister has given to the Chairperson an adequate opportunity to discuss with the Minister the need for the proposed direction.

(3) Subject to subsection (4), where the Minister gives a direction to the Corporation:

(a) the Minister must:

(i) cause a written notice setting out particulars of the direction to be published in the *Gazette* as soon as practicable after giving the direction; and

(ii) cause a copy of that notice to be laid before each House of the Parliament within 15 sitting days of that House after the publication of the notice in the *Gazette*; and

(b) the annual report for the year in which the direction was given must include:

(i) particulars of the direction; and

(ii) particulars of the impact of that direction on the operations of the Corporation.

(4) Subsection (3) does not apply in relation to a particular direction if:

(a) the Minister, on the recommendation of the Corporation, determines, in writing, that compliance with the subsection would, or would be likely to, prejudice the commercial activities of the Corporation; or

(b) the Minister determines, in writing, that compliance with the subsection is undesirable because compliance would, or would be likely to, be prejudicial to the national interest of Australia.

Minister to notify Corporation about variation in rate of tax recommended by general meeting

90. (1) In this section:

“relevant rate of tax” means the rate of tax prescribed in respect of shorn wool (other than carpet wool) or carpet wool for the purposes of the application of each of the Wool Tax Acts in respect of a financial year.

(2) Where a percentage of the sale value of:

(a) shorn wool (other than carpet wool) subject to tax; or

(b) carpet wool subject to tax;
 other than the percentage specified in a recommendation made by a
 general meeting of wool-tax payers in relation to the prescription of a
 relevant rate of tax, was used in computing the relevant rate of tax, the
 Minister must give written notice of that fact to the Corporation, 5
 specifying the percentage that was so used.

Liability to taxation

91. (1) The Corporation is subject to taxation (other than income
 tax) under the laws of the Commonwealth.

(2) Subject to subsections (3) and (4), the Corporation is not subject 10
 to taxation under a law of a State or Territory.

(3) The regulations may provide that subsection (2) does not apply
 in relation to taxation under a specified law of a State or Territory.

(4) Stamp duty under the law of a State or a Territory is payable
 by the Corporation in respect of transactions entered into by, and 15
 instruments and documents executed by or on behalf of, the
 Corporation.

(5) Subsection (4) does not apply in relation to any transfer of
 assets under regulations made under section 101.

Remuneration and allowances 20

92. (1) This section applies to the following persons:

- (a) members appointed by the Minister;
- (b) members of committees established under section 9;
- (c) members of Selection Committees.

(2) A person to whom this section applies is to be paid such 25
 remuneration as is determined by the Remuneration Tribunal but, if
 no determination of that remuneration by the Remuneration Tribunal
 is in operation, the person is to be paid such remuneration as is
 prescribed.

(3) A person referred to in paragraph (1)(a) or (b) is to be paid 30
 such allowances as the Corporation determines.

(4) A person referred to in paragraph (1)(c) is to be paid such
 allowances as are prescribed.

(5) This section has effect subject to the *Remuneration Tribunals*
Act 1973. 35

Annual report

93. (1) The Corporation shall, as soon as practicable after the end
 of each financial year, prepare and give to the Minister a report of its
 operations during that financial year, together with financial statements
 for that year in such form as the Minister for Finance approves. 40

(2) Without limiting the generality of the matters to be included in an annual report in respect of a financial year, an annual report must include such particulars (if any) as are prescribed.

5 (3) Before submitting financial statements to the Minister under subsection (1), the Corporation must submit them to the Corporation auditor, who must report to the Minister:

- (a) whether, in the auditor's opinion, the statements are based on proper accounts and records; and
- 10 (b) whether the statements are in agreement with the accounts and records and, in the auditor's opinion, show fairly the financial transactions and the state of the affairs of the Corporation; and
- (c) whether, in the auditor's opinion, the receipt, expenditure and investment of moneys, and the acquisition and disposal of assets, by the Corporation during the year have been in
15 accordance with this Act; and
- (d) as to such other matters arising out of the statements as the auditor considers should be reported to the Minister.

20 (4) The Minister must cause the annual report and financial statements, together with the report of the Corporation auditor, to be laid before each House of the Parliament within 15 sitting days of that House after their receipt by the Minister.

Conduct of directors, servants and agents

25 94. (1) Where it is necessary to establish, for the purposes of this Act or the regulations, the state of mind of a body corporate in relation to particular conduct, it is sufficient to show:

- (a) that the conduct was engaged in by a director, servant or agent of the body corporate within the scope of his or her actual or apparent authority; and
- (b) that the director, servant or agent had the state of mind.

30 (2) Any conduct engaged in on behalf of a body corporate by:

- (a) a director, servant or agent of the body corporate within the scope of his or her actual or apparent authority; or
- 35 (b) any other person at the direction or with the consent or agreement (whether express or implied) of a director, servant or agent of the body corporate, where the giving of the direction, consent or agreement is within the scope of the actual or apparent authority of the director, servant or agent;

is taken, for the purposes of this Act and the regulations, to have been engaged in also by the body corporate.

40 (3) Where it is necessary to establish, for the purposes of this Act or the regulations, the state of mind of a person other than a body corporate in relation to particular conduct, it is sufficient to show:

- (a) that the conduct was engaged in by a servant or agent of the

person within the scope of his or her actual or apparent authority; and

(b) that the servant or agent had the state of mind.

(4) Any conduct engaged in on behalf of a person other than a body corporate by:

(a) a servant or agent of the person within the scope of his or her actual or apparent authority; or

(b) any other person at the direction or with the consent or agreement (whether express or implied) of a servant or agent of the first-mentioned person, where the giving of the direction, consent or agreement is within the scope of the actual or apparent authority of the servant or agent;

is taken, for the purposes of this Act and the regulations, to have been engaged in also by the first-mentioned person.

(5) A reference in subsection (1) or (3) to the state of mind of a person includes a reference to:

(a) the knowledge, intention, opinion, belief or purpose of the person; and

(b) the person's reasons for the intention, opinion, belief or purpose.

Superannuation

95. The Corporation is an approved authority for the purposes of the *Superannuation Act 1976*.

Regulations

96. The Governor-General may make regulations, not inconsistent with this Act, prescribing all matters required or permitted by this Act to be prescribed, or necessary or convenient to be prescribed for carrying out or giving effect to this Act and for prescribing penalties not exceeding \$2,000 for offences against the regulations.

PART 12—TRANSITIONAL

Interpretation

97. In this Part:

“old corporation” means the body corporate that:

(a) existed under the repealed Act with the name Australian Wool Corporation; and

(b) is continued in existence under the *Australian Wool Realisation Commission Act 1991* with the name Australian Wool Realisation Commission.

Saving of standards etc.

98. Any standards formulated under paragraph 63 (1) (b) of the repealed Act, and any terms and conditions formulated under paragraph 63 (1) (c) of that Act, that had effect immediately before 1 July 1991:

- (a) continue to have effect on and after that day; and
- (b) may be varied or revoked by the Corporation;

as if they were standards or terms and conditions formulated by the Corporation on 1 July 1991 in the performance of its functions under paragraph 6 (1) (c).

10 Instruments etc. of old corporation

99. If:

- (a) an instrument or document made before 1 July 1991, being an instrument or document:

- (i) to which the old corporation is a party; or
 - (ii) in which a reference is made to the old corporation; or
 - (iii) under which any right or liability accrues, or may accrue, to the old corporation;

is capable of having any effect on or after that day; and

- (b) had this Act and the *Australian Wool Realisation Commission Act 1991* been in force at the time when the instrument or document was made, the Corporation, and not the old corporation, would, in relation to some or all of the matters to which the instrument or document relates:

- (i) have been a party to it; or
 - (ii) have been referred to in it; or
 - (iii) have been the person to whom the right or liability would accrue;

the instrument or document has effect, in its operation on or after 1 July 1991 in relation to those matters, as if the Corporation:

- (c) were a party to it; or
 - (d) were referred to in it; or
 - (e) were the person to whom the right or liability accrues or may accrue under it;

as the case requires.

35 Proceedings

100. If:

- (a) immediately before 1 July 1991, proceedings to which the old corporation was a party were pending in any court; and
- (b) had this Act and the *Australian Wool Realisation Commission Act 1991* been in force at the time when the proceedings were instituted, the Corporation:

- (i) would have been a party to the proceedings instead of the old corporation; or
- (ii) would have been joined as a party to the proceedings; the Corporation is substituted for the old corporation, or joined, as a party to the proceedings (as the case requires).

5

Regulations may make transitional provisions etc.

101. The regulations may, in respect of a matter not provided for under this Part, make such transitional or consequential provision as is necessary because of:

- (a) the repeal of the *Wool Marketing Act 1987*; and
- (b) the enactment of this Act and the *Australian Wool Realisation Commission Act 1991*.

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