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*Australian Uniform  
Co-operative Laws  
Agreement*

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**THIS AGREEMENT** is made the

day of

2010

**BETWEEN:**

**The State of New South Wales**

**The State of Victoria**

**The State of Queensland**

**The State of South Australia**

**The State of Western Australia**

**The State of Tasmania**

**The Northern Territory of Australia**

**The Australian Capital Territory**

**RECITALS:**

- (A) It is generally acknowledged to be in the interests of the public and of persons and authorities concerned with the administration of the laws regulating co-operatives that there should be, as far as possible, uniformity both in those laws and their administration in the States and the Territories of Australia.
- (B) The Governments of the States and the Territories of Australia are agreed that as far as possible such uniformity will be achieved by establishing and implementing the Scheme, the objects of which are to ensure that:
- (a) the legislation relating to the Scheme is, and continues to be either:
    - (i) uniform throughout Australia; or
    - (ii) in any State or Territory where it is not uniform, consistent with the uniform laws;
  - (b) the legislation is administered, as far as possible, on a uniform basis;
  - (c) as appropriate from time to time, changes in the legislation are proposed for consideration and amendments made when the need for reform arises.
- (C) Agreement has been reached between the States and the Territories that, without fettering the powers of future Parliaments, the Scheme will provide for the introduction of Initial Legislation into the Parliament of the State of New South Wales and require the other States and Territories to either:
- (a) adopt that Initial Legislation; or
  - (b) enact and maintain legislation which is consistent with the Initial Legislation.

**NOW IT IS AGREED** as follows:

## Part I - Interpretation

1. In this Agreement, except where a contrary intention appears:

- (a) "**State**" means a State of Australia that is, for the time being, a party to this Agreement;
- (b) "**Party**" means a State or Territory and "the Parties" has a corresponding meaning; and
- (c) "**Territory**" means a Territory of Australia that is for the time being a party to this Agreement.

2. In this Agreement, unless the contrary intention appears or the context otherwise requires:

"**Alternative Consistent Legislation**" means the legislation referred to in clause 9(3)(a)(ii) and 9(3)(b) and regulations thereunder;

"**Amend**" means directly amend Co-operative Legislation by the insertion or omission (or both) of a matter or indirectly amend Co-operative Legislation by making provisions that would significantly alter its effect, scope or operation;

"**Amending Legislation**" means:

- (a) legislation amending, repealing or adding to any previous Co-operative Legislation already enacted in accordance with the Scheme;
- (b) regulations amending, repealing or adding to regulations made under the Co-operative Legislation;

"**Application of Laws Legislation**" means the legislation referred to in clause 9(3)(a)(i) and regulations thereunder, being legislation or other instrument that applies the Initial Legislation within a State or Territory and may provide for matters pertaining to the administration of Co-operative Legislation and other matters as set out in clause 9(5);

"**Co-operative Legislation**" includes the Initial Legislation, any Application of Laws Legislation, any State Administration Legislation, any Amending Legislation and regulations made under any of them but does not include Alternative Consistent Legislation;

"**Initial Legislation**" means the proposed legislation referred to in clause 9(1) and any amendment to that legislation made under Part V of this Agreement;

"**Legislation**" includes regulations made under the Co-operative Legislation;

"**MCCA**" means the Ministerial Council on Consumer Affairs which for the purposes of this Agreement comprises the members in accordance with Part VIII of this Agreement or such body as succeeds it or for the time being performs the functions carried out by the Ministerial Council on Consumer Affairs as set out in this Agreement;

"**Parliament**" includes the Legislative Assembly of each of the Northern Territory of Australia and the Australian Capital Territory;

"**State Administration Legislation**" means legislation that provides for the administration of Initial Legislation and any other matters referred to in clause 9(5)

and it also includes any matters under clauses 12(b) or (c), if any of those matters are not included in the "Application of Laws Legislation";

"**the Scheme**" means the scheme of legislative and administrative statutory instruments and procedures that is contemplated by this Agreement;

"**Transitional Legislation**" means saving and transitional legislation of a Party dealing with the introduction of the Scheme.

3. In this Agreement, unless a contrary intention appears:
  - (a) a reference to a Part is a reference to the relevant Part of this Agreement;
  - (b) a reference to a clause is a reference to the relevant clause of this Agreement;
  - (c) a reference to a sub-clause of the clause in which the reference appears, or of such other clause as the reference indicates, is a reference to the relevant clause of this Agreement; and
  - (d) where a fraction of members of the MCCA is not equal to a whole number, then the next highest whole number shall be deemed to be equal to that fraction.
4. This Agreement may be referred to as the Uniform Co-operative Laws Agreement.

## **Part II — Operation of Agreement**

5. (1) This Agreement shall come into force when it has been executed by all the Parties.
  - (2) This Agreement may be amended only by unanimous resolution of the MCCA.
6. In the event that a Party ceases to be a party to this Agreement this Agreement shall nevertheless continue in force with respect to the other Parties.
7. (1) A State or Territory (except the State of New South Wales) shall cease to be a Party to this Agreement if it fails within twelve (12) months, or such further time as may be approved by unanimous resolution of the MCCA, of the assent to the Initial Legislation to:
  - (a) secure the passing and proclamation (or in the case of the Australian Capital Territory the commencement) of either the Application of Laws Legislation or the Alternative Consistent Legislation under clause 9(3)(a)(ii); or
  - (b) receive the unanimous approval of the MCCA to Alternative Consistent Legislation under clause 9(3)(b).
- (2) A State or Territory shall cease to be a Party to this Agreement if that State or Territory:
  - (a) withdraws from this Agreement pursuant to Part X; or
  - (b) breaches clause 10(2); or
  - (c) introduces any legislation which, if passed, would amend, directly or indirectly, or otherwise fails to maintain the Alternative Consistent Legislation so that it, or its application or operation, as the case may be, is

not uniform or consistent with the Initial Legislation as amended and in force from time to time.

- (3) The State of New South Wales shall secure the proclamation of the Initial Legislation.

### **Part III — Establishment of Scheme**

8. The States and the Territories of Australia will take such action as is provided for by this Agreement and is otherwise requisite on their respective parts to achieve the objectives set out in the Recitals by initiating and operating the Scheme.

### **Part IV — Initial Legislation**

9. (1) The State of New South Wales will submit to its Parliament legislation which has been approved by a unanimous resolution of the MCCA to form the basis of the Scheme and take such steps as are appropriate to secure the passage of the legislation by such date as may be approved by a unanimous resolution of the MCCA.
- (2) The State of New South Wales will as soon as practicable after the passage of the legislation referred to in clause 9(1) submit to its Executive Council for making by it regulations under the Initial Legislation which have been approved by a unanimous resolution of the MCCA.
- (3) Each State and Territory (other than the State of New South Wales) will, as soon as practicable after the steps referred to in clause 9(1) have been satisfied either:
- (a) submit to the Parliament of that State or Territory:
    - (i) its Application of Laws Legislation which has been approved by a unanimous resolution of the MCCA; or
    - (ii) legislation which is either uniform with the Initial Legislation or is such that an act or thing which would be lawful under the Initial Legislation would also be lawful under the legislation of that State or Territoryand shall in either case take such steps as are appropriate to secure the passing thereof; or
  - (b) seek approval by unanimous resolution of the MCCA of legislation which the State or Territory enacted prior to the Initial Legislation being enacted but after the MCCA approved by unanimous resolution the legislation to form the basis of the Scheme.
- (4) Each State and Territory (except the State of New South Wales) will as soon as practicable after the passing of the legislation referred to in clause 9(3)(a) or the approval of legislation referred to in clause 9(3)(b), and the making of the regulations referred to in clause 9(2) ("the New South Wales Regulations") either:
- (a) submit to its respective Executive Council or other appropriate body, for making by it regulations:

- (i) in the case of clause 9(3)(a)(i), uniform with the New South Wales Regulations; and
  - (ii) in the case of clause 9(3)(a)(ii), either uniform with the New South Wales Regulations or such that an act or thing which would be lawful under the New South Wales Regulations would also be lawful under the regulations of that State or Territory; or
- (b) seek approval by unanimous resolution of the MCCA of regulations which it made prior to the Initial Legislation being enacted but after the MCCA approved the regulations under the Initial Legislation by unanimous resolution.

However, in either case:

- (c) those regulations may, if necessary, differ from the New South Wales Regulations in respect of any of the matters referred to in clause 9(5); and
  - (d) jurisdictions with different established procedures for the adoption of regulations under template legislation schemes shall ensure that the New South Wales Regulations and any amendments are adopted within 3 months of their coming into force or such other date as may be approved by a unanimous resolution of the MCCA.
- (5) Application of Laws Legislation of any State or Territory shall not amend, alter or modify the Initial Legislation in its application to that State or Territory except as follows:
- (a) the alteration of a provision that refers to another law, so as to reflect differences in the jurisdiction in the law so referred to, or the omission of such a provision if the law referred to is not relevant in the jurisdiction;
  - (b) amendments as to the manner of referring to provisions of the Initial Legislation and changes to the set out of provisions, their numbering and headings;
  - (c) the alteration of "State" or "Territory" where appropriate, and alterations necessarily consequential upon such an alteration;
  - (d) amendments necessary because of the different procedures within a jurisdiction for the commencement of the Initial Legislation and the making of regulations;
  - (e) amendment of the manner of expressing a monetary penalty for an offence against the Initial Legislation (but not so as to alter the actual amount of the penalty);
  - (f) appointment of any officers or constitution of any bodies to administer the Co-operative Legislation and the establishment of their powers;
  - (g) procedures for the exercise of any functions by any officer appointed or body constituted under the Co-operative Legislation;
  - (h) fees charged for the exercise of the functions referred to in (g) and the allocation of stamp duty;
  - (i) allocation and delegation of administrative functions and discretions;

- (j) procedures for appeal processes identified in the Co-operative Legislation;
  - (k) procedures for the making of modifications, exemptions and other orders under the Initial Legislation;
  - (l) use of words connected with "co-operatives" and "cooperatives";
  - (m) administrative matters pertaining to the supervision and inspection of co-operatives; and
  - (n) such other amendments as are approved by a unanimous resolution of the MCCA.
- (6) The MCCA is required to keep the Initial Legislation under review to determine whether the policy objectives remain valid and whether its terms are appropriate for securing those objectives.

## **Part V — Amending Legislation**

10. (1) The purpose of this clause is to make provision in regard to amendments to the Co-operative Legislation, subject to clause 12.
- (2) Any Amending Legislation must not be introduced by a State or Territory unless there has been a resolution of the MCCA, passed by a majority comprising at least two thirds of the members who are present and vote, approving the Amending Legislation in the form in which it is introduced or made.
- (3) Notwithstanding sub-clause (2) of this clause 10, any regulations amending the regulations originally made under the Initial Legislation require a unanimous resolution of the MCCA, as required by clause 15(2)(c), if such a resolution is made before the proclamation date of the Initial Legislation.
- (4) Notwithstanding sub-clause (2) of this clause 10, the approval of the MCCA to such Amending Legislation may be given so as to permit the making of alterations of a drafting nature or alterations of other kinds or for other purposes as specified in the approval, without the need for further approval.
- (5) The State of New South Wales will as soon as practicable after resolution of the MCCA passed by a majority comprising at least two thirds of the members who are present and vote -
- (a) submit to its Parliament any Amending Legislation; or
  - (b) in the case of Amending Legislation in the form of a regulation, submit to its Executive Council for making such regulation
- and shall take such steps as are appropriate to secure the passing, commencement and making thereof.
11. Nothing in this Agreement requires a State or Territory which has passed Alternative Consistent Legislation to obtain the approval of the MCCA to amendments to such legislation.

## **Part VI — Non-Uniform Matters**

12. Notwithstanding any other provision in this Agreement, a State or Territory including New South Wales may secure the passage of legislation to provide for or amend:
- (a) the matters listed in clause 9(5) as they apply to that State or Territory without the need for any approval of the MCCA;
  - (b) special provisions for trading co-operatives without share capital;
  - (c) such other matters, from time to time, as are approved by a majority resolution passed by at least two thirds of the members of the MCCA who are present and vote.

## **Part VII — Conflicting Legislation**

13. (1) A State or Territory will not submit legislation to its Parliament nor take action for the making of regulations which will, upon coming into force, conflict with or negate the operation of the Co-operative Legislation or, in the case of Alternative Consistent Legislation, conflict with or negate its uniformity with the Scheme, unless:
- (a) there is an important reason why such legislation should be introduced; and
  - (b) the MCCA is notified as soon as possible.
- (2) Either the Co-operative Legislation or the Alternative Consistent Legislation, as the case may be, will apply in relation to the operation of co-operatives in each jurisdiction. Subject to the provisions of any Transitional Legislation, the Co-operatives Legislation or the Alternative Consistent Legislation will apply only to acts, matters or things occurring on or after the commencement of the Co-operatives Legislation or the Alternative Consistent Legislation, as the case may be.
14. Any additional legislative or other action required within a Party's jurisdiction to implement the Initial Legislation shall not modify the effect of the Initial Legislation except in such a way as may be approved by unanimous resolution of the MCCA or as otherwise permitted by this Agreement.

## **Part VIII — MCCA**

15. (1) The MCCA has the functions conferred on it by this Agreement.
- (2) Without limiting the generality of sub-clause (1) of this clause 15, the functions of the MCCA shall include:-
- (a) consideration and review of the Co-operative Legislation and its administration;
  - (b) the approval of the Initial Legislation by unanimous resolution;
  - (c) the approval until the proclamation date of the Initial Legislation of proposed regulations under the Initial Legislation by unanimous resolution



and thereafter by a majority vote comprising at least two thirds of the members who are present and vote; and

(d) the approval of Amending Legislation passed by a majority vote comprising at least two-thirds of the members who are present and vote.

16. (1) When undertaking functions in connection with this Agreement the MCCA shall observe the procedures for its operation described in this Agreement.
- (2) For the purposes of this Agreement the Minister responsible for consumer affairs or fair trading of each Party is a member of the MCCA and remains a member only while the Party appointing that member remains a Party to this Agreement.
17. (1) A Minister who is acting for a Minister who is a member of the MCCA may act as a member of the MCCA in place of the member.
- (2) A member of the MCCA may appoint a delegate to act as a member of the MCCA in place of the member. Such an appointment may be limited to a particular meeting or meetings or to a particular period or particular periods, and may be revoked at any time.
- (3) In this Agreement -
  - (a) "**acting member**" means a person who under either sub-clause (1) or sub-clause (2) of this clause 17, acts in the place of a member; and
  - (b) a reference to a member includes an acting member.
- (4) Without limitation, an acting member may in that capacity:
  - (a) attend and participate in meetings of the MCCA in place of the member concerned (including meetings referred to in clause 19(3)); and
  - (b) exercise the voting rights of the member concerned (including voting rights under clause 23).
- (5) If a member of the MCCA does not have responsibility for the administration of laws in relation to co-operatives, the member:
  - (a) shall consult with the relevant responsible Minister in that member's jurisdiction in relation to all matters arising in connection with this Agreement; and
  - (b) if practicable, arrange for the substitution of the relevant responsible Minister as acting member in any MCCA meeting dealing with matters arising in connection with this Agreement.
18. (1) The MCCA may, by unanimous resolution, and on such terms as it thinks fit, confer non-voting observer status on a representative of a government that is not a party to this Agreement.
- (2) The representative's observer status ceases when a member of the MCCA notifies the Chairperson of the MCCA that the member does not support continuation of that status.
19. (1) At least one meeting of the MCCA to consider co-operative law matters shall be held in each year.

- (2) A meeting of the MCCA may be convened by at least one third of the members by notice of fourteen (14) days or of such other period as may be accepted by all members for the purpose of the meeting.
  - (3) A meeting of the MCCA may be held wholly or partly if all members so agree, by means of telephone, television or some other mode of communication (electronic or otherwise) approved for the purposes of this sub-clause by the MCCA.
  - (4) Members of the MCCA who take part in a meeting specified in sub-clause (3) of this clause 19 are taken to have been present at the meeting although they were not all present at the same place at the time when the meeting was so held.
  - (5) Clause 18 extends to a meeting referred to in sub-clause (3) of this clause 19 and references in clause 18 to observing a meeting of the MCCA extend to observing the meeting in whatever way the meeting is held.
  - (6) The MCCA may determine, in so far as it is not already provided for in this Agreement:
    - (a) the notice of meeting to be given to its members and the manner of giving notice; and
    - (b) the procedure at its meetings; and
    - (c) the manner in which and by whom its decisions are recorded and the procedure for confirmation of the correctness of the record.
20. (1) The quorum for a meeting of the MCCA shall be two thirds of the members.
- (2) A unanimous resolution of the MCCA shall not be taken to have been passed unless all members of the MCCA were present and voted in favour of the resolution.
21. The Chairperson of a meeting of the MCCA shall be decided by the MCCA prior to or, if not previously decided, at the meeting.
22. (1) Each member of the MCCA shall have one vote.
- (2) The Chairperson shall not have a casting vote.
23. (1) A member may cast a vote in respect of a matter referred to all members of the MCCA even though the MCCA is not then in session and whether or not the resolution has been considered at a meeting of the MCCA.
- (2) For the purposes of sub-clause (1) of this clause 23, a vote may be cast by communicating by facsimile transmission, or by any other mode of communication approved by the MCCA, to the person or persons carrying out the secretariat functions for the MCCA as determined under clause 24 or other recipient approved by the MCCA.
- (3) Clause 18 extends to voting referred to in this clause, and references in clause 18 to observing a meeting of the Council extend to observing the business of the MCCA in whatever way it is conducted.
24. The secretariat functions for the MCCA will be carried out by such person or persons as the MCCA may from time to time determine.

## **Part IX — Administration**

25. (1) Each Party which enacts either the Initial Legislation or Application of Laws Legislation shall use its best endeavours to ensure that as far as is reasonably possible the administration of the Co-operative Legislation is uniform.
- (2) Each Party which enacts Alternative Consistent Legislation shall use its best endeavours to ensure that as far as is reasonably possible the administration of such legislation remains consistent with the administration of the Initial Legislation and otherwise uniform with the Scheme.

## **Part X — Withdrawal**

26. (1) A Party may at any time by notice in writing to the MCCA withdraw from this Agreement and shall cease to be a Party when the notice of withdrawal takes effect.
- (2) A notice of withdrawal under this clause 26 shall take effect on a date to be specified in the notice which is not less than one year from the date on which the notice is given.

## **Part XI – Option to Repeal Alternative Consistent Legislation and Pass Initial Legislation**

27. (1) The Parliament of any State or Territory which in the first instance has not passed the Co-operative Legislation but which has passed Alternative Consistent Legislation may repeal its existing Alternative Consistent Legislation at any time by submitting to its Parliament Application of Laws Legislation which has been unanimously approved by a resolution of the MCCA repealing the Alternative Consistent Legislation and complementing, adopting or applying the Initial Legislation (as amended) in its respective State or Territory.
- (2) The clauses of this Agreement relating to the Parties to this Agreement which have passed the Co-operative Legislation, will thereafter apply to a State or Territory referred to in clause 27(1).

**IN WITNESS WHEREOF** this Agreement has been signed for and on behalf of the parties hereto respectively at the date and year first above written.

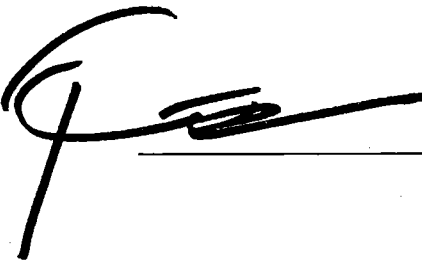
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STATE OF NEW SOUTH WALES  
by



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SIGNED for and on behalf of the  
STATE OF VICTORIA  
by



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SIGNED for and on behalf of the  
STATE OF QUEENSLAND  
by



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SIGNED for and on behalf of the  
STATE OF SOUTH AUSTRALIA  
by



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SIGNED for and on behalf of the  
STATE OF NEW SOUTH WALES  
by



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SIGNED for and on behalf of the  
STATE OF VICTORIA  
by



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SIGNED for and on behalf of the  
STATE OF QUEENSLAND  
by




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STATE OF SOUTH AUSTRALIA  
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SIGNED for and on behalf of the  
STATE OF TASMANIA  
by

  
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SIGNED for and on behalf of the  
NORTHERN TERRITORY OF AUSTRALIA  
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SIGNED for and on behalf of the  
AUSTRALIAN CAPITAL TERRITORY  
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SIGNED for and on behalf of the  
STATE OF WESTERN AUSTRALIA  
by



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SIGNED for and on behalf of the  
STATE OF TASMANIA  
by



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SIGNED for and on behalf of the  
NORTHERN TERRITORY OF AUSTRALIA  
by



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SIGNED for and on behalf of the  
AUSTRALIAN CAPITAL TERRITORY  
by



SIGNED for and on behalf of the  
STATE OF WESTERN AUSTRALIA  
by



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SIGNED for and on behalf of the  
STATE OF TASMANIA  
by



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SIGNED for and on behalf of the  
NORTHERN TERRITORY OF AUSTRALIA  
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SIGNED for and on behalf of the  
AUSTRALIAN CAPITAL TERRITORY  
by






SIGNED for and on behalf of the  
STATE OF WESTERN AUSTRALIA  
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SIGNED for and on behalf of the  
STATE OF TASMANIA  
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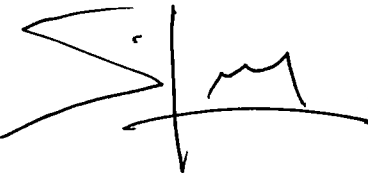
SIGNED for and on behalf of the  
NORTHERN TERRITORY OF AUSTRALIA  
by



  
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SIGNED for and on behalf of the  
AUSTRALIAN CAPITAL TERRITORY  
by



  
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