



Commonwealth Serum Laboratories (Conversion into Public Company) Act 1990

No. 77 of 1990

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CONSEQUENTIAL AMENDMENTS OF OTHER ACTS



Commonwealth Serum Laboratories (Conversion into Public Company) Act 1990

No. 77 of 1990

An Act to amend the *Commonwealth Serum Laboratories Act 1961* to convert the Commonwealth Serum Laboratories Commission into a public company, and for related purposes

[Assented to 22 October 1990]

BE IT ENACTED by the Queen, and the Senate and the House of Representatives of the Commonwealth of Australia, as follows:

PART 1—PRELIMINARY

Short title

1. This Act may be cited as the *Commonwealth Serum Laboratories (Conversion into Public Company) Act 1990*.

Commencement

2. (1) Subject to this section, this Act commences on the day on which it receives the Royal Assent.

(2) Subsection 9 (2) commences immediately after subsection 44B (3) of the Principal Act as amended by this Act is complied with.

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(3) Subject to subsection (4), section 12 commences on a day to be fixed by Proclamation for the purposes of this subsection.

(4) If section 12 does not commence under subsection (3) within the period of 4 months beginning on the day on which this Act receives the Royal Assent, it commences on the first day after the end of that period.

(5) Subject to subsection (6), sections 6, 10, 13 and 17 commence on a day to be fixed by Proclamation for the purposes of this subsection.

(6) If the provisions referred to in subsection (5) do not commence under that subsection within the period of 6 months beginning on the day on which this Act receives the Royal Assent, they commence on the first day after the end of that period.

(7) Section 11 commences immediately after section 13.

(8) Section 16 commences immediately after section 11.

PART 2—AMENDMENTS OF THE COMMONWEALTH SERUM LABORATORIES ACT 1961

Principal Act

3. In this Part, “**Principal Act**” means the *Commonwealth Serum Laboratories Act 1961*¹.

Title

4. The title of the Principal Act is repealed and the following title is substituted:

“An Act relating to the constitution of CSL as a public company, and for other purposes”.

5. After section 2 of the Principal Act the following sections are inserted:

Interpretation

“3. In this Act, unless the contrary intention appears:

‘**articles**’ means articles of association;

‘**CSL**’ means the body corporate that, at the commencement of this section, exists, because of this Act, under the name ‘Commonwealth Serum Laboratories Commission’;

‘**employment**’, in relation to a staff member, means employment by, or service with, CSL;

‘**group company**’ means:

(a) CSL; or

(b) a wholly-owned subsidiary of CSL;

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- ‘member’**, in relation to CSL at any time before the transition, includes a Commissioner and the Managing Director;
- ‘memorandum’** means memorandum of association;
- ‘operate’**, in relation to a name, has the meaning given by section 3A;
- ‘protected body’** means a group company that is a trading corporation, or a financial corporation, within the meaning of paragraph 51 (20) of the Constitution;
- ‘protected business name’** means any of the following names:
- (a) ‘CSL’;
 - (b) ‘Commonwealth Serum Laboratories’;
 - (c) such other names as are prescribed for the purposes of this definition;
- ‘protected company name’** means any of the following names:
- (a) ‘Commonwealth Serum Laboratories Limited’;
 - (b) such other names as are prescribed for the purposes of this definition;
- ‘protected name’** means a protected business name or a protected company name;
- ‘protection time’**, in relation to a protected name, means the time immediately before:
- (a) in the case of a name prescribed for the purposes of the definition of ‘protected business name’ or ‘protected company name’—the name first becoming prescribed; or
 - (b) in any other case—the commencement of section 14 of the *Commonwealth Serum Laboratories (Conversion into Public Company) Act 1990*;
- ‘registered’**, in relation to a name, includes reserved;
- ‘share’**, in relation to CSL, means a share in the share capital of CSL;
- ‘staff member’** means a person who, immediately before the transition is:
- (a) the Managing Director of CSL; or
 - (b) an officer or employee of CSL;
- ‘subsidiary’** has the meaning given by section 3B;
- ‘transferring asset’** means an asset to which a determination under paragraph 31A (1) (a) applies;
- ‘transferring liability’** means a liability to which a determination under paragraph 31A (1) (b) applies;
- ‘transition’** means the commencement of Part IIB, being the Part inserted by section 13 of the *Commonwealth Serum Laboratories (Conversion into Public Company) Act 1990*;

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‘wholly-owned subsidiary’, in relation to CSL, means a body corporate:

- (a) that is a subsidiary of CSL; and
- (b) none of whose members is a person other than:
 - (i) CSL; or
 - (ii) a body corporate that is, under any other application or applications of this definition, a wholly-owned subsidiary of CSL; or
 - (iii) a nominee of CSL or of a body of a kind referred to in subparagraph (ii); and
- (c) no share in which is beneficially owned by a person other than:
 - (i) CSL; or
 - (ii) a body of a kind referred to in subparagraph (b) (ii).

Operating under a name

“3A. A reference in this Act to a protected body operating in a State or Territory under a particular name includes a reference to the body engaging in conduct that, for the purposes of a law in force in the State or Territory, constitutes:

- (a) in any case—using the name in the State or Territory; or
- (b) if the name is the body’s name—establishing a place of business or carrying on business under the name in the State or Territory; or
- (c) if paragraph (b) does not apply—carrying on business under the name in the State or Territory.

Subsidiaries

“3B. For the purposes of this Act, the question whether a body corporate is a subsidiary of another body corporate shall be determined in the same way as the question whether a corporation is a subsidiary of another corporation is determined under the *Companies Act 1981*.

Operation of Act

“3C. This Act applies both within and outside Australia.

Extension to external Territories

“3D. This Act extends to all external Territories.”.

Repeal of sections 4, 5 and 6

6. Sections 4, 5 and 6 of the Principal Act are repealed.

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Establishment of Commission

7. Section 7 of the Principal Act is amended by omitting subsection (3).

8. After section 31 of the Principal Act the following section is inserted:

Transfer to CSL of additional assets etc.

“31A. (1) The Minister may determine:

- (a) that a specified asset owned by the Commonwealth and held or used in connection with, or arising from, the business of CSL is a transferring asset; and
- (b) that a specified liability of the Commonwealth related to a transferring asset is a transferring liability.

“(2) A transferring asset or transferring liability ceases to be an asset or liability of the Commonwealth and becomes an asset or liability of CSL on a day determined, in relation to that asset or liability, by the Minister.

“(3) Where:

- (a) land or an interest in land becomes, under this section, land or an interest in land of CSL; and
- (b) a certificate that:
 - (i) is signed by the Minister; and
 - (ii) identifies the land or interest, whether by reference to a map or otherwise; and
 - (iii) states that the land or interest has, under this section, become land or an interest in land of CSL;is lodged with the Registrar of Titles or other proper officer of the State or Territory in which the land is situated;

the officer with whom the certificate is lodged may:

- (c) register the matter in like manner to the manner in which dealings in land or interests in land of that kind are registered; and
- (d) deal with, and give effect to, the certificate.

“(4) CSL must, in relation to each transferring liability, indemnify the Commonwealth against all costs and expenses incurred in relation to the liability on or after the day determined by the Minister under subsection (2) in relation to that liability.

“(5) In this section:

‘asset’ means property of any kind, and includes:

- (a) any legal or equitable estate or interest (whether present

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- or future, vested or contingent, tangible or intangible, in real or personal property of any description; and
- (b) any chose in action; and
 - (c) any right, interest or claim of any kind in or in relation to property (whether arising under an instrument or otherwise and whether liquidated or unliquidated, certain or contingent, accrued or accruing); and
 - (d) any asset within the meaning of Part IIIA of the *Income Tax Assessment Act 1936*.”.

Capital of the Commission etc.

9. (1) Section 32 of the Principal Act is amended:
- (a) by omitting from paragraph (1) (a) “the last preceding section” and substituting “section 31”;
 - (b) by inserting after paragraph (1) (a) the following paragraph:
“(aa) the net value, as determined by the Minister and notified to CSL, of the assets transferred to CSL under section 31A;”.

- (2) Section 32 of the Principal Act is repealed.

Repeal of Divisions 2 to 6 (inclusive) of Part II

10. Divisions 2 to 6 (inclusive) of Part II of the Principal Act are repealed.

Repeal of Part II

11. Part II of the Principal Act is repealed.
12. After Part II of the Principal Act the following Part is inserted:

**“PART IIA—CREATION OF CAPITAL STRUCTURE AND
OTHER STEPS PRIOR TO CONVERSION OF CSL INTO A
PUBLIC COMPANY**

Share capital of CSL

“44A. (1) As from the commencement of this Part, CSL is to have a share capital.

“(2) The amount of the share capital must be equal to the amount that subsection 44B (1) requires to be applied as mentioned in that subsection.

“(3) The share capital must be divided into shares of \$1 each.

“(4) The share capital may be divided into classes of shares.

“(5) As from the transition, this section has effect subject to the *Companies Act 1981*.

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Issue of shares in CSL

“44B. (1) As soon as practicable after the commencement of this Part, CSL must apply the capital that it has at that commencement in paying up, in full, shares in CSL.

“(2) If the amount of the capital is not a multiple of \$1, subsection (1) applies as if the amount were reduced to the nearest multiple of \$1.

“(3) As soon as practicable after complying with subsection (1), CSL shall issue the shares paid up under that subsection:

- (a) to the Commonwealth; or
 - (b) to nominees of the Commonwealth;
- as the Minister directs in writing.

“(4) Rights may be attached to shares included in a class of shares.

“(5) The issue of shares under subsection (3) discharges in full CSL’s obligations to repay the capital to the Commonwealth.

“(6) The shares issued under subsection (3) are to be taken to have been issued for valuable consideration other than cash, being the discharge effected by subsection (5).

“(7) A person is not a member of CSL at any time before the transition merely because the person holds shares in CSL.

CSL to apply to be registered as company etc.

“44C. (1) CSL must, before the transition:

- (a) apply to the National Companies and Securities Commission under subsection 85 (1) of the *Companies Act 1981* to be registered as a company limited by shares within the meaning of that Act; and
- (b) apply to the National Companies and Securities Commission under subsection 55 (1) of the *Companies Act 1981* for the reservation of the name “Commonwealth Serum Laboratories Limited”; and
- (c) lodge with the National Companies and Securities Commission a proposed memorandum, and proposed articles, for CSL; and
- (d) if the rights attached to shares included in a class of shares under subsection 44B (4) are not provided for in the memorandum or articles, lodge with the National Companies and Securities Commission the statement referred to in subsection 124 (1) of the *Companies Act 1981*.

“(2) Subject to the regulations, the application mentioned in paragraph (1) (a) must be accompanied by the documents required by subsection 85 (4) of the *Companies Act 1981* to accompany such an application.

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“(3) The applications mentioned in paragraphs (1) (a) and (b) must be made to the National Companies and Securities Commission by delivering them to the office of the Corporate Affairs Commission for the Australian Capital Territory and the documents mentioned in paragraphs (1) (c) and (d) and subsection (2) must be lodged with the National Companies and Securities Commission by lodging them at that office.

“(4) CSL is to be taken to be entitled to make the applications referred to in paragraphs (1) (a) and (b), and to lodge the documents mentioned in paragraph (1) (c) and subsection (2).

“(5) The National Companies and Securities Commission is to be taken:

- (a) to have been required to reserve the name ‘Commonwealth Serum Laboratories Limited’ under subsection 55 (2) of the *Companies Act 1981*; and
- (b) to have so reserved that name immediately after the making of the application mentioned in paragraph (1) (b).

New name of CSL

“44D. (1) On the day immediately before the transition, CSL’s name is, by force of this subsection, changed to ‘Commonwealth Serum Laboratories Limited’.

“(2) Subsection 65 (5) of the *Companies Act 1981* applies in relation to the change of name made by subsection (1) as if:

- (a) CSL was a company, within the meaning of that Act, when the change was made; and
- (b) the change was made under that Act.

“(3) This section has effect in spite of anything in the *Companies Act 1981*, but nothing in this section prevents:

- (a) CSL from later changing its name under section 65 of that Act; or
- (b) the cancellation, under Division 2 of Part III of that Act, of the registration of a name.”.

13. After Part IIA of the Principal Act the following Part is inserted:

“PART IIB—CONVERSION OF CSL INTO A PUBLIC COMPANY

Effect of Part—summary

“44E. After the commencement of this Part:

- (a) CSL is a company registered under the *Companies Act 1981*; and

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- (b) CSL's name is "Commonwealth Serum Laboratories Limited"; and
- (c) CSL is a public company, and a company limited by shares, within the meaning of that Act; and
- (d) that Act applies, subject to this Act, in relation to CSL.

CSL taken to be registered under Companies Act

"44F. (1) The National Companies and Securities Commission is to be taken:

- (a) to have been required to grant the application mentioned in paragraph 44C (1) (a) and to register CSL as a company under subsection 86 (2) of the *Companies Act 1981*; and
- (b) to have granted the application at the commencement of this Part; and
- (c) to have so registered CSL, at the commencement of this Part:
 - (i) by the name 'Commonwealth Serum Laboratories Limited'; and
 - (ii) in accordance with subsections 86 (3) and (4) of the *Companies Act 1981*, as a public company, and as a company limited by shares, within the meaning of that Act; and
- (d) to have registered the name 'Commonwealth Serum Laboratories Limited' in relation to CSL at the commencement of this Part, under subsection 55 (4) of the *Companies Act 1981*.

"(2) The date of commencement of CSL's registration as a company under Division 4 of Part III of the *Companies Act 1981* is to be taken to be the day of commencement of this Part.

"(3) For the purposes of Division 4 of Part III of the *Companies Act 1981*, CSL shall be taken to have been on the day before the commencement of this Part, and to be at that commencement, a corporation within the meaning of that Act.

Memorandum and Articles of CSL

"44G. (1) As from the commencement of this Part, the proposed memorandum, and the proposed articles, lodged under paragraph 44C (1) (c):

- (a) are respectively the memorandum, and the articles, of CSL; and
- (b) bind CSL and its members accordingly.

"(2) As from the commencement of this Part, the *Companies Act 1981* applies in relation to CSL's memorandum and articles as if they had been registered as such under that Act.

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Membership of CSL

“44H. (1) A person who immediately before the commencement of this Part was, or was acting as, a member of CSL, ceases at that commencement to be, or to act as, such a member.

“(2) Each person who holds shares in CSL at the commencement of this Part becomes, by force of this subsection, a member of CSL at that commencement.

“(3) A person referred to in subsection (2) is, in relation to membership of CSL, entitled to the same rights, privileges and benefits, and is subject to the same duties, liabilities and obligations, as if the person had become a member of CSL under CSL’s memorandum and articles.

Application of certain provisions of Companies Act

“44J. (1) Where all the shares in CSL are beneficially owned by the Commonwealth, subsection 82 (1) and paragraph 364 (1) (d) of the *Companies Act 1981* do not apply in relation to CSL and subsection 244 (6) of that Act applies as if:

- (a) the Commonwealth were a holding company, within the meaning of that subsection, of CSL; and
- (b) the Commonwealth held the whole of the issued shares in CSL; and
- (c) the Minister were a representative of the Commonwealth authorised under subsection 244 (3) of that Act.

“(2) Paragraph 86 (6) (b) and subsections 87 (4) and 90 (5) of the *Companies Act 1981* do not apply in relation to CSL.

“(3) For the purposes of section 360 of the *Companies Act 1981*, a person is not a past member of CSL merely because he or she was a member of the CSL Commission, or acted as a member of the Commission, before the commencement of this Part.

Accounting Records

“44K. For the purposes of the *Companies Act 1981*, accounts and records kept under section 63F of the *Audit Act 1901* (as that section applied to CSL because of this Act) are to be taken to be accounting records kept by CSL under a provision of a previous law of the Australian Capital Territory, being a provision corresponding to section 267 of the *Companies Act 1981*.

Accounts

“44L. (1) This section has effect for the purposes of:

- (a) the *Companies Act 1981*; and
- (b) the *Companies (Transitional Provisions) Act 1981* as it applies

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in relation to, and in relation to persons and matters associated with CSL because of subsection 90 (6) of the *Companies Act 1981*.

“(2) A report and financial statements that were prepared under section 63H of the *Audit Act 1901* (as that section applied to CSL because of this Act) in relation to a period and furnished to the Minister on a particular day is to be taken to be a profit and loss account of CSL that was:

- (a) made out in relation to that period; and
- (b) laid before CSL at an annual general meeting of CSL held on that day.

Operation of section 25B of Acts Interpretation Act

“44M. Nothing in this Act or in the *Companies Act 1981* affects, or is affected by, section 25B of the *Acts Interpretation Act 1901* as that section applies in relation to CSL.”.

14. Part III of the Principal Act is repealed and the following Parts are substituted:

“PART III—USE OF CERTAIN NAMES

Protected body may operate under protected company name

“45. A protected body whose name is a protected company name may operate under the name in a State or Territory even if the name is not registered in relation to the body under a particular law, or any law, in force in the State or Territory.

Protected body may operate under protected business name

“46. (1) A protected body may operate under a protected business name in a State or Territory even if the name is not registered in relation to the body under a particular law, or any law, in force in the State or Territory.

“(2) Nothing in this section permits more than one body to operate under the same name at the same time in the same State or Territory.

Other persons not to use protected names

“47. (1) Except with the consent in writing of CSL, a person other than a protected body must not:

- (a) use in relation to a business, trade, profession or occupation; or
- (b) use as the name, or as part of the name, of any firm, body corporate, institution, premises, vehicle, ship or craft (including aircraft); or

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- (c) apply, as a trade mark or otherwise, to goods imported, manufactured, produced, sold, offered for sale or let for hire; or
 - (d) use in relation to:
 - (i) goods or services; or
 - (ii) the promotion, by any means, of the supply or use of goods or services;
- a protected name, or a name so closely resembling a protected name as to be likely to be mistaken for it.

Penalty: \$3,000.

“(2) Nothing in subsection (1) limits anything else in that subsection.

Exceptions for pre-existing rights

“48. (1) Nothing in section 47, so far as it applies in relation to a particular protected name, affects rights conferred by law on a person in relation to:

- (a) a trade mark that is registered under the *Trade Marks Act 1955*; or
- (b) a design that is registered under the *Designs Act 1906*; and was so registered at the protection time in relation to the name.

“(2) Nothing in section 47, so far as it applies in relation to a particular protected name, affects the use, or rights conferred by law relating to the use, of a name (in this subsection called the ‘**relevant name**’) by a person in a particular manner if, at the protection time in relation to the protected name, the person:

- (a) was using the relevant name in good faith in that manner; or
- (b) would have been entitled to prevent another person from passing off, by means of the use of the relevant name or a similar name, goods or services as the goods or services of the first-mentioned person.

Use of other names by protected bodies

“49. This Part does not prevent a protected body from operating in a State or Territory under a name other than a protected name.

Effect on State and Territory laws

“50. This Part does not prevent a protected body from registering a name under a law of a State or Territory.

“PART IV—STAFF MATTERS

Employment of staff members continues after transition

“51. Subject to this Part, each staff member continues, at and after the transition to be employed by CSL on the terms and conditions on which he or she was employed by CSL immediately before the transition.

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Act not to affect certain matters relating to staff members

“52. (1) This section has effect for the purposes of the application, at any time at or after the transition, of a law, award, determination or agreement in relation to the employment of a staff member.

“(2) Neither his or her contract of employment, nor his or her period of employment, shall be taken to have been broken by the operation of this Act.

“(3) Without limiting section 51 or subsection (2) of this section, this Act does not affect any accrued rights that the staff member had immediately before the transition in relation to any kind of leave.

“(4) Where:

(a) if the staff member had, immediately before the transition, ceased to be employed by CSL, it would have been necessary to take into account a period during which the staff member was employed by CSL or any other person to determine:

(i) an amount payable to the staff member; or

(ii) a benefit to which the staff member would have been entitled;

because of his or her so ceasing; and

(b) but for this subsection, some or all of that period would not have to be taken into account as a period during which the staff member was employed by CSL;

CSL shall treat the whole of the first-mentioned period as a period during which the staff member was employed by it.

Effect of sections 51 and 52

“53. Sections 51 and 52 are enacted only for the avoidance of doubt and, in particular, do not limit subsection 65 (5) or 87 (2) of the *Companies Act 1981*.

Variation of terms and conditions of employment

“54. (1) It is a term of each staff member’s employment after the transition that the terms and conditions of that employment may be varied to the extent to which, and in the manner in which, the terms and conditions of his or her employment could, immediately before the transition, be varied under this Act.

“(2) Nothing in this Part prevents the terms and conditions of a staff member’s employment after the transition from being varied:

(a) in accordance with those terms and conditions; or

(b) by or under a law, award, determination or agreement.

“(3) In this section:

‘**terms and conditions**’ includes a term or condition existing because of subsection (1);

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‘vary’, in relation to terms and conditions, includes vary by way of:

- (a) omitting any of those terms and conditions; or
- (b) adding to those terms and conditions; or
- (c) substituting new terms or conditions for any of those terms and conditions.

Application of Part IV of Public Service Act

“55. For the purposes of the application of Part IV of the *Public Service Act 1922* in relation to a staff member, CSL shall be taken to be, at and after the transition, a Commonwealth authority for the purposes of that Part.

“PART V—TAXATION MATTERS

Interpretation

“56. In this Part:

‘exempt matter’ means:

- (a) a transfer of assets or liabilities under section 31A; or
- (b) an issue of shares under subsection 44B (3); or
- (c) the reservation of name made by subsection 44C (5); or
- (d) the change of name made by subsection 44D (1); or
- (e) CSL’s registration as a company by force of this Act; or
- (f) the operation of the *Commonwealth Serum Laboratories (Conversion into Public Company) Act 1990*; or
- (g) giving effect to a matter referred to in another paragraph of this definition or giving effect to the *Commonwealth Serum Laboratories (Conversion into Public Company) Act 1990*;

‘tax’ includes:

- (a) sales tax; and
- (b) tax imposed by the *Debits Tax Act 1982*; and
- (c) fees payable under the *Companies (Fees) Act 1981*; and
- (d) stamp duty; and
- (e) any other tax, fee, duty, levy or charge;

but does not include income tax imposed as such by a law of the Commonwealth.

Exemptions relating to exempt matters

“57. Tax under a law of the Commonwealth or a State or Territory is not payable in relation to:

- (a) an exempt matter; or
- (b) anything done (including a transaction entered into or an instrument or document made, executed, lodged or given) because of, or for a purpose connected with or arising out of, an exempt matter.

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Minister may certify in relation to exemptions

“58. (1) The Minister may, by signed writing, certify that:

- (a) a specified matter or thing is an exempt matter; or
- (b) a specified thing was done (including a transaction entered into or an instrument or document made, executed, lodged or given) because of, or for a purpose connected with or arising out of, a specified exempt matter.

“(2) For all purposes and in all proceedings, a certificate under subsection (1) is conclusive evidence of the matters certified unless the contrary is established.

CSL taken to have had share capital for purposes of Income Tax Assessment Act

“59. For the purposes of the *Income Tax Assessment Act 1936*, CSL shall be taken to have had, at all times before it complied with subsection 44B (3) of this Act, a share capital all the issued shares in which were, at all such times, beneficially owned by the Commonwealth.

Treatment of acquisitions of transferring assets for purposes of Income Tax Assessment Act

“60. For the purposes of the *Income Tax Assessment Act 1936* after the commencement of this Part:

- (a) CSL is to be taken to have acquired a transferring asset on the day on which that asset was acquired by the Commonwealth; and
- (b) CSL is to be taken to have paid or given, in relation to its acquisition of a transferring asset, the consideration paid or given by the Commonwealth in relation to the acquisition of that asset by the Commonwealth and to have done so when the Commonwealth paid or gave the consideration; and
- (c) CSL is to be taken to have incurred, in relation to its acquisition of a transferring asset, the liability to pay or give consideration incurred by the Commonwealth in relation to the acquisition of that asset by the Commonwealth and to have done so when the Commonwealth incurred the liability; and
- (d) CSL is to be taken to have incurred, in relation to a transferring asset, costs and expenditure of the kinds referred to in paragraph 160ZH (1) (b), (c), (d) or (e) of the *Income Tax Assessment Act 1936* incurred by the Commonwealth in relation to the asset and to have done so when the Commonwealth incurred the costs or expenditure.

“PART VI—MISCELLANEOUS

CSL not public authority etc.

“61. CSL, as it exists after the transition, shall be taken for the purposes of a law of the Commonwealth or a State or Territory:

- (a) not to have been incorporated or established for a public purpose or for a purpose of the Commonwealth; and
- (b) not to be a public authority or an instrumentality or agency of the Crown:

except so far as express provision is made by a law of the Commonwealth, State or Territory, as the case may be.

Judicial notice of CSL’s seal

“62. (1) All courts, judges and persons acting judicially shall take judicial notice of the imprint of the seal of CSL appearing on a document and shall presume that it was duly affixed.

“(2) Subsection (1) applies only in relation to an imprint that was affixed, or appears to have been affixed, before the transition.

Compensation for acquisition of property

“63. (1) Where, but for this section, the operation of this Act would result in the acquisition of property from a person otherwise than on just terms, there is payable to the person by CSL such reasonable amount of compensation as is agreed on between the person and CSL or, failing agreement, as is determined by a court of competent jurisdiction.

“(2) Any damages or compensation recovered or other remedy given in proceedings that are instituted otherwise than under this section shall be taken into account in assessing compensation payable in proceedings that are instituted under this section and that arise out of the same event or transaction.

“(3) In this section:

‘acquisition of property’ and ‘just terms’ have the same respective meanings as in paragraph 51 (31) of the Constitution.

Additional powers and functions under State or Territory laws

“64. (1) It is the intention of the Parliament that CSL should have such additional powers and functions as are conferred on it by or under a law of a State or Territory.

“(2) Subsection (1) has effect subject to the regulations.

Annual return

“65. (1) Where CSL:

- (a) lodges an annual return in accordance with section 263 of the *Companies Act 1981*; or

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- (b) lodges a similar annual return in accordance with another law of the Commonwealth;

CSL must, as soon as practicable after doing so, give the Minister a copy of the return together with a copy of each document (if any) lodged with the return.

“(2) The Minister is to cause a copy of the return and of each of the documents to be laid before each House of the Parliament within 15 sitting days of that House after their receipt.

Delegations

“66. The Minister may by signed writing delegate to an officer of the Department all or any of the powers and functions of the Minister under this Act.

Regulations

“67. (1) The Governor-General may make regulations not inconsistent with this Act, prescribing matters:

- (a) required or permitted by this Act to be prescribed; or
- (b) necessary or convenient to be prescribed for carrying out or giving effect to this Act.

“(2) A name is not to be prescribed for the purposes of the definition of ‘protected business name’ or ‘protected company name’ in section 3 later than 6 months after the day on which section 13 of the *Commonwealth Serum Laboratories (Conversion into Public Company) Act 1990* commences.”.

Saving of regulations

15. Regulations made under the Principal Act and in force immediately before the commencement of section 67 of the Principal Act as amended by this Act continue in force as if made under that section.

Renumbering of the Principal Act

16. (1) In this section:

“amended Act” means the *Commonwealth Serum Laboratories Act 1961* as amended by the provisions of this Part (other than this section).

(2) The amended Act is further amended as provided by this section.

(3) The several Parts of the amended Act are renumbered in a single series so that they bear consecutive Arabic numerals.

(4) The several sections of the amended Act are renumbered in a single series so that they bear consecutive Arabic numerals.

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(5) Any provision of the amended Act that refers to a section of that Act that has been renumbered under this section is amended by omitting the reference and substituting a reference to the section as so renumbered.

(6) A reference in a provision of a law of the Commonwealth or of a Territory enacted before the commencement of this section (whether or not that provision has come into operation), or in any instrument or document, to a section of the amended Act that has been renumbered under this section shall be construed as a reference to that section as so renumbered.

PART 3—CONSEQUENTIAL AMENDMENTS OF OTHER ACTS

Consequential amendments

17. The Acts specified in the Schedule are amended as set out in the Schedule.

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SCHEDULE

Section 17

CONSEQUENTIAL AMENDMENTS OF OTHER ACTS

Administrative Decisions (Judicial Review) Act 1977

Schedule 2 (paragraph (k)):

Omit “Commonwealth Serum Laboratories Commission”.

Commonwealth Borrowing Levy Act 1987

Schedule (item 12):

Omit “Commonwealth Serum Laboratories Commission”, substitute “Commonwealth Serum Laboratories Limited”.

Commonwealth Guarantees (Charges) Act 1987

Schedule (Part A):

Omit item 10.

Freedom of Information Act 1982

Part I of Schedule 2:

Omit “Commonwealth Serum Laboratories Commission”.

Sales Tax Assessment Act (No. 1) 1930

Schedule 2:

Omit “Commonwealth Serum Laboratories”.

NOTE

1. No. 38, 1961, as amended. For previous amendments, see No. 93, 1966; No. 42, 1970; No. 216, 1973; No. 37, 1976; No. 36, 1978; No. 7, 1980; Nos. 65 and 167, 1985; No. 94, 1986; and No. 155, 1988.

[Minister's second reading speech made in—
House of Representatives on 23 August 1990
Senate on 9 October 1990]