

Queensland



COOPERATIVE AND OTHER SOCIETIES ACT 1967

**Reprinted as in force on 17 January 1997
(includes amendments up to Act No. 79 of 1996)**

Warning—see last endnote for uncommenced amendments

Reprint No. 1A

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Information about this reprint

This Act is reprinted as at 17 January 1997. The reprint shows the law as amended by all amendments that commenced on or before that day (Reprints Act 1992 s 5(c)).

The reprint includes a reference to the law by which each amendment was made—see list of legislation and list of annotations in endnotes.

This page is specific to this reprint. See previous reprint for information about earlier changes made under the Reprints Act 1992. A table of earlier reprints is included in the endnotes.

Also see endnotes for information about—

- **when provisions commenced**
- **provisions that have not commenced and are not incorporated in the reprint**
- **editorial changes made in earlier reprints.**

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COOPERATIVE AND OTHER SOCIETIES ACT 1967

[as amended by all amendments that commenced on or before 17 January 1997]

**An Act to consolidate and amend the law relating to societies
employing the principle of cooperation and for other purposes**

PART 1—PRELIMINARY

Short title

1. This Act may be cited as the *Cooperative and Other Societies Act 1967*.

Construction

3. This Act shall be read and construed so as not to limit the operation and effect of—

- (a) the *Primary Producers' Cooperative Associations Act 1923*;
- (b) the *Cooperative Housing Societies Act 1958*;

save that the provisions of the *Primary Producers' Cooperative Associations Act 1923*, sections 22 and 23 shall not apply to or in respect of a society registered under this Act.

Definitions

5. In this Act—

“approved form” see section 119A.¹

¹ Section 119A (Approval of forms)

“**board**” means the board of directors of a society.

“**court**” means the Supreme Court of Queensland or a judge thereof.

“**Crown law officer**” means the Attorney-General, Minister or Solicitor-General.

“**model rules**” means the model rules prescribed pursuant to this Act and in relation to any society means the model rules prescribed for the class of society within which that society falls.

“**officer**” includes director, secretary or other person empowered under the rules to act or give directions in regard to the business or affairs of a society.

“**primary producers’ association**” means an association registered under the *Primary Producers’ Cooperative Associations Act 1923*.

“**registrar**” means the registrar of cooperative and other societies.

“**repealed Act**” means the *Co-operative Societies Act 1946*.

“**rules**” means the rules of a society for the time being in force.

“**society**” means a society formed and registered or deemed to be formed and registered, under this Act.

PART 2—ADMINISTRATION

Registrar

6.(1) There is a registrar of cooperative and other societies.

(2) The registrar has a seal of office.

(3) The registrar is to be employed under the *Public Service Act 1996*.

Delegation by registrar

7. The registrar may delegate the registrar’s powers under this Act to an officer or employee of the department.

Annual report by registrar

8.(1) As soon as practicable after the completion of each financial year the registrar shall furnish to the Minister a report of the administration by the registrar of this Act in respect of that year.

(2) The Minister shall lay a copy of every such report before the Legislative Assembly.

PART 3—OBJECTS AND POWERS OF SOCIETIES*Division 1—Societies generally***General objects of societies**

9. A society may be formed for—

- (a) rendering services to;
- (b) promoting the economic or social interests of;

its members.

Classes of societies

9A. Save a society which has been declared to be a mutual buying group society, a society shall fall within one of the following classes—

- (a) a trading society;
- (b) an investment society;
- (d) a community settlement society;
- (e) a community advancement society;
- (f) a mutual buying group society;
- (g) a federation or league of societies and primary producers associations.

*Division 2—Trading societies***Objects of trading society**

10.(1) A trading society may be formed for all or any of the following objects—

- (a) to carry on any business, trade, or industry specified in or authorised by its rules, whether of a wholesale or retail nature;
- (b) to acquire and distribute information as to the markets of the world, and as to cooperative trading in general;
- (c) to establish agencies in this State and elsewhere for the purpose of furthering the objects of the society;
- (d) to do such other things, calculated to promote the economic interests of the members of the society in relation to the objects hereinbefore specified, as may be prescribed.

(2) In subsection (1)—

“business, trade, or industry” includes, for example, the rendering of services, the buying and selling of, and dealings of any other kind whatsoever with land, the working of mines and quarries, timber-getting, fishing, hunting, any manufacturing industry, the production or distribution of foodstuffs, commodities, chattels, or things whatsoever or both such production and distribution.

Powers of society

11. A trading society shall have and may exercise such powers incidental to its objects as are conferred from time to time by its rules and, without limiting the powers which may be so conferred, the rules may confer all or any of the following powers—

- (a) to raise money on loan for any objects of the society;
- (b) to receive money on deposit;
- (c) to acquire by purchase or otherwise shares in any society, primary producers association, company or other body corporate;
- (d) to lend money to any primary producers association or any

company within the meaning of the Companies (Queensland) Code;

- (e) to make advances to its members against products delivered to the society.

Division 3—Investment societies

Objects of investment society

12.(1) An investment society may be formed for all or any of the following objects—

- (a) to acquire shares in or bonds of any society specified in or authorised by the rules of the investment society;
- (b) to acquire shares in or debentures of any incorporated company specified in or authorised by the rules of the investment society;
- (c) to invest in securities authorised by law for the investment of trust funds;
- (d) to do such other things, calculated to promote the mutual benefit and advantage of the members of the society in relation to the objects hereinbefore specified, as may be prescribed.

(2) An investment society shall not acquire shares in any society or incorporated company with unlimited liability.

(3) In this section—

“incorporated company” includes any incorporated company carrying on business in this State whether incorporated in this State or elsewhere.

Powers of society

13.(1) An investment society shall have and may exercise such powers, incidental to its objects, as are conferred from time to time by its rules and, without limiting the powers which may be so conferred, the rules may confer all or any of the following powers—

- (a) to vary any investment made by it;
- (b) to appoint from time to time 2 or more of its members to be

trustees for the society;

- (c) to remove all or any trustees so appointed;
- (d) authorise the trustees to hold shares, debentures or securities on trust for the society.

(2) The trustees for the time being shall comply in every respect with the directions given from time to time by the society in relation to the shares, debentures or securities held by the trustees for the society.

(3) When all the trustees for the time being are removed by the society, such trustees shall execute all such conveyances and documents and do all such things as are in the opinion of the society necessary to vest absolutely in the society all shares, debentures and securities held by such trustees in trust for the society, free from such trusts.

Division 5—Community settlement societies

Object of community settlement society

17. A community settlement society may be formed for the object of acquiring land in order to settle or retain people thereon, and of providing any community service or benefit.

Powers of society

18. A community settlement society shall have and may exercise such powers, incidental to its objects, as are conferred from time to time by its rules and, without limiting the powers which may be so conferred, the rules may confer all or any of the following powers—

- (a) to prepare land for settlement and do anything thereon or in connection therewith in order to fit such land for convenient and profitable use and to improve the conditions of rural life;
- (b) to subdivide land, make and maintain private ways, bridges, culverts, and drains, and make, open and dedicate roads;
- (c) to erect and maintain buildings;
- (d) to provide wells, dams, irrigation and flood works;

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- (e) to set apart land and buildings for any community service or benefit;
- (f) to sell or let land to its members or to any society, primary producers association or person;
- (g) to enter into sharefarming or other agreements with its members;
- (h) to make or arrange loans to its members for any of the following purposes, that is to say—
 - (i) purchasing land;
 - (ii) making improvements;
 - (iii) carrying on farming operations;
 - (iv) conserving fodder;
 - (v) procuring agricultural implements and machinery, livestock, fodder, seeds, fruit trees, fertiliser and other farming requisites;
 - (vi) doing anything that may increase agricultural production;
 - (vii) paying any debt or liability incurred by a member in respect of any of the purposes specified in this paragraph (h);
- (i) to provide and carry on any community service including transport and the supply of water, gas and electricity;
- (j) to do anything that a community advancement society may do;
- (k) to issue bonds to the vendor or any other person in respect of, or to finance the purchase of, any land acquired by the society;
- (l) to raise money on loan for any objects of the society;
- (m) to receive money on deposit;
- (n) to acquire by purchase or otherwise shares in any society or primary producers association;
- (o) to purchase or otherwise acquire goods, and sell products, on behalf of its members;
- (p) to arrange insurance on behalf of its members;

- (q) to do such other things, calculated to promote the economic interests of the members of the society in relation to the objects hereinbefore specified, as may be prescribed.

Division 6—Community advancement societies

Objects of community advancement society

19. A community advancement society may be formed for the object of providing any community service or benefit.

Powers of society

20. A community advancement society shall have and may exercise such powers, incidental to its objects, as are conferred from time to time by its rules and, without limiting the powers which may be so conferred, the rules may confer all or any of the following powers—

- (a) to provide and carry on any community service including transport and the supply of water, gas and electricity;
- (b) to provide and install plant fittings and requisites in connection with any community service and to do anything necessary or convenient therefor;
- (c) to provide, maintain, and operate factories, mills, ginneries, silos, drying and packing sheds, cold stores, abattoirs, saleyards, drafting yards, motor garages, and machinery repair shops;
- (d) to undertake farming operations and purchase or otherwise acquire agricultural machinery implements and requisites on behalf of its members;
- (e) to erect dwellings and buildings either on behalf of or for sale or letting to its members;
- (f) to acquire land on which dwellings or buildings are being or have been erected and sell or let such land to its members;
- (g) to sell or let land to its members or to any society or primary producers association;

- (h) to subdivide land, make and maintain private ways, bridges, culverts, and drains, and make, open and dedicate roads;
- (i) to provide and maintain buildings and grounds for education, recreation, or other community purpose, or operate, maintain or carry on any club, or promote or assist clubs, for any such purpose;
- (j) to promote and carry out any charitable undertaking;
- (k) to raise money on loan for any objects of the society;
- (l) to acquire by purchase or otherwise shares in any society or primary producers association;
- (m) to do such other things, calculated to improve the conditions of urban or rural life in relation to the objects hereinbefore specified, as may be prescribed.

Division 7—Mutual buying group societies

Meaning of expression

21. In this division—

“**mutual buying**”, in relation to a society, means the buying by the society of items to meet the subsisting orders of its members and of selling such items to such members to meet whose orders the items were expressly purchased by the society.

Declaration of society as mutual buying group society

22.(1) Where the registrar is satisfied that the principal business of a society (including a society registered prior to the passing of this Act) is that of mutual buying the registrar may by notice call upon the society to show cause within the time specified in the notice why the society should not be declared a mutual buying group society.

(1A) Where the society fails to show cause within the time specified in the notice or within any extension of time which the registrar may allow, the registrar may declare the society (in this section the “**declared society**”) a mutual buying group society.

(1B) The registrar may revoke a declaration made in respect of any society and shall give such directions as are necessary to effect such revocation.

(2) Upon the making of a declaration under subsection (1A) the registrar shall—

- (a) change the name of the declared society appearing in the register by omitting the word ‘cooperative’ and inserting in its stead the words ‘mutual buying group’;
- (b) notify the declared society of the making of the declaration and the registration of the change in name in accordance with paragraph (a);
- (c) request the society to advertise the change of name in the form and manner specified in the request;
- (d) request the declared society to surrender the certificate of incorporation of the society.

(2A) The registrar at his or her discretion shall either note the change in name on the certificate of incorporation or issue a new certificate in the approved form and stating the prescribed particulars.

(2B) Section 34(6), (7) and (8) shall apply in relation to the change of name of a declared society as if the change of name were registered pursuant to section 34(4).

(3) A declared society shall not apply for a change of its name where such application if registered would have the effect of—

- (a) omitting the word ‘mutual buying group’ from;
- (b) inserting the word ‘cooperative’ or any abbreviation thereof in;

its name.

Division 8—Federations and leagues

Formation of federations and leagues

23. A federation or league may be formed comprising any number of societies and primary producers associations.

Objects of federations and leagues

24.(1) A federation or league may be formed for all or any of the objects for which a component member of such federation or league may be formed, and for all or any of the following objects, that is to say—

- (a) to supervise the affairs of its component members;
- (b) to render services to and act on behalf of its component members in such manner as may be specified by its rules or as may be prescribed.

(2) Subsection (1) shall be construed so as not to derogate in any way from the rights, duties and obligations of or in relation to a component member conferred or imposed under this Act and from the rights, powers and duties of or in relation to the Minister, the registrar and other officers or persons appointed under this Act or from the provisions of any Act.

Powers of federations and leagues

25.(1) A federation or league shall have and may exercise such powers, incidental to its objects, as are conferred from time to time by its rules and, without limiting the powers which may be so conferred, the rules may confer all or any of the following powers—

- (a) to exercise powers similar to the powers that may be exercised by a component member thereof;
- (b) to raise money on loan for any objects of the federation or league;
- (c) to receive money on deposit;
- (d) to make advances to its component members.

(2) Where a federation or league raises money on loan for any objects of the federation or league and a guarantee is given by any person in respect of the repayment of the loan the component members of the federation or league or any 1 or more of them may, jointly with the federation or league, enter into an agreement to indemnify the guarantor against any liability which may arise under or in respect of the guarantee.

PART 4—INCORPORATION OF SOCIETIES

Division 1—Registration

Limited liability

26. A society may only be formed with limited liability.

Formation of societies

27.(1) Subject to this Act any 25 or more persons (in this part the “**minimum number**”) may form a society.

(2) A society shall be formed in the following manner—

- (a) the minimum number of persons shall be present at a meeting called for the purpose of forming the society and at every subsequent and adjourned meeting called or adjourned for that purpose;
- (b) at that meeting or at any such subsequent or adjourned meeting there shall be presented—
 - (i) a written statement in the approved form showing the objects of the society, the ways and means proposed to be adopted to finance the society, and the reasons for believing that, when registered, it will be able to carry out its objects successfully;
 - (ii) a copy of the model rules and any alterations to the model rules which it is proposed to tender to the registrar;
- (c) where the persons present at that meeting or at any such subsequent or adjourned meeting—
 - (i) approve the alteration of the model rules presented, with or without amendment; and
 - (ii) sign an application for membership of the society, which application shall state the respective names, addresses and occupations and the number of shares for which each will respectively subscribe;

such persons shall proceed to elect the first directors in accordance with the rules so approved.

Application for registration

28.(1) An application for registration of a society shall be made in the prescribed manner within 2 months after the election of the directors pursuant to section 27.

(2) The application shall be accompanied by—

- (a) the prescribed fee; and
- (b) a statutory declaration from the chairperson and secretary of the meeting as to the compliance with the requirements of section 27; and
- (c) a copy of the written statement presented to the meeting pursuant to section 27(2)(b) signed by the chairperson and secretary of the meeting; and
- (d) 2 copies of any proposed alterations to the model rules signed by not less than 25 applicants for membership of the society each of whose signatures shall be attested by a witness; and
- (e) a list containing the full name and the occupation and address of each director; and
- (f) a list containing the full name and the occupation and address of each applicant for membership and the number of shares subscribed for by the applicant; and
- (g) such other particulars as may be prescribed.

Formation of society of 2 or more societies

29.(1) A society may be formed of any 2 or more societies.

(1A) The societies concerned shall prior to making application for registration do and perform all such acts and things as are prescribed.

(2) The application for registration shall be made in the prescribed manner and shall be accompanied by—

- (a) the prescribed fee; and

- (b) a statutory declaration from a director and the secretary of each society concerned as to the compliance with the requirements of subsection (1); and
- (c) 2 copies of any proposed alterations to the model rules signed by a director and the secretary of each society concerned; and
- (d) such other particulars as may be prescribed.

Amalgamation

30.(1) Any 2 or more societies may, by special resolution of all the societies concerned, amalgamate and apply to be registered under this Act as a society, with or without any winding-up or any division of the funds of the societies or any of them.

(2) The application shall be in the approved form and shall be accompanied by—

- (a) the prescribed fee; and
- (b) 2 copies of any proposed alteration to the model rules of the amalgamated society; and
- (c) such other particulars as may be prescribed.

(3) The amalgamation shall not prejudice any right of a creditor of any society which is a party to the amalgamation.

Registration of society

31.(1) If the registrar is satisfied—

- (a) that the society has complied with the provisions of this Act; and
- (b) that there is sufficient reason for the alteration of the model rules in the manner proposed and the registrar approves of the alterations; and
- (c) that there are reasonable grounds for believing that the society, if registered, will be able to carry out its objects successfully;

the registrar shall register the society and shall issue a certificate of incorporation in the approved form to the effect that the society is registered under this Act on and from the date specified in the certificate.

(2) The statutory declaration mentioned in section 28(2) or 29(2) may be accepted by the registrar as sufficient evidence of compliance with the requirements of this Act.

(3) The model rules together with any alterations approved by the registrar shall be the rules of the society.

(4) The expenses of and incidental to the formation of a society may be paid either out of capital or income.

Effect of incorporation

32.(1) A certificate of incorporation under this Act shall be conclusive evidence that all the requirements of this Act in respect of registration and matters precedent or incidental thereto have been complied with.

(2) From the date of registration specified in the certificate of incorporation the society shall be a body corporate by the name under which it is registered, with perpetual succession and a common seal, and shall be capable in law of suing and being sued in its corporate name and of acquiring, holding, leasing and disposing of property and of doing and suffering all such other things as are necessary for the purposes of its constitution.

Names of societies

33.(1) Except with the consent of the Crown law officer, a society shall not be registered by a name that, in the opinion of the registrar is undesirable or is a name, or a name of a kind, that the Crown law officer has, by gazette notice, directed the registrar not to accept for registration.

(3) Subject to the provisions of section 22, the name of a society shall include the word 'Cooperative' and shall use the word 'Limited' as the last word thereof.

(4) No description of a society shall be deemed inadequate or incorrect by reason of the use of—

- (a) the abbreviation 'Ltd' in lieu of the word 'Limited' contained in the name of a society; or
- (b) the word 'Limited' in lieu of the abbreviation 'Ltd' contained in the name of a society.

Change of name

34.(1) A society may by special resolution and with the approval of the registrar change its name to a name by which the society could be registered without contravention of section 33(1).

(2) If the name of a society is (whether through inadvertence or otherwise and whether originally or by change of name) a name by which the society could not be registered without contravention of section 33(1) the society may by special resolution change its name to a name by which the society could be registered without contravention of that subsection and, if the registrar so directs, shall so change it within 6 weeks after the date of direction or such longer period as the registrar allows unless the Crown law officer by written notice annuls such direction.

(2A) A society must comply with a direction given by the registrar under subsection (2).

Maximum penalty—4 penalty units.

(3) Notice in writing of any change of name, together with the certificate of incorporation, shall be sent to the registrar within such time after the passing of the special resolution as is prescribed.

(4) Subject to this section the registrar shall register the change of name and shall at the registrar's discretion either note the change on the certificate of incorporation or issue a new certificate of incorporation in the approved form and stating the prescribed particulars.

(5) The change of name shall be advertised as prescribed.

(6) The change of name shall not affect the identity of the society or any rights or obligations of the society or of any member or other person, or render defective any legal proceedings by or against the society.

(7) Any legal proceedings that might have been continued or commenced by or against the society by its former name may be continued or commenced by or against it by its new name.

(8) Any reference in any share certificate, mortgage, lien, security, bond, debenture, agreement, contract, deed, or other document, instrument or writing whatsoever to the society by its former name shall, on and from the date of the noting of the change in the certificate of incorporation or, as the case may be, issue of the new certificate of incorporation be read and construed as a reference to the society by its new name.

Appeal

35.(1) If the registrar refuses to register a society as applied for, the applicants for registration may appeal to a judge of a District Court.

(1A) An appeal shall be made in the manner and within the time prescribed.

(2) A judge may by his or her decision, according as the judge deems just confirm the refusal or direct that registration be granted and make any further order, including with respect to costs as the judge thinks fit and the judge's decision in the appeal shall be final and conclusive and shall be given effect to by the registrar and all persons concerned.

Cooperation with primary producers associations

36.(1) A primary producers association may become a member of any society registered or proposed to be registered under this Act for objects which include 1 or more of the objects for which such association was formed.

(2) A society registered under this Act may become a member of any primary producers association formed or proposed to be formed for objects which include any 1 or more of the objects for which such society was formed.

(3) Any 1 or more primary producers associations and any 1 or more societies may, by special resolution of both or all of them, apply to be registered under this Act as a society for such objects as are objects for which any society may be registered under this Act and any primary producers association may be registered under the *Primary Producers' Cooperative Associations Act 1923* and for all or any of the objects set out in this Act.

Conversion of primary producers association into society

36A.(1) A primary producers association may by special resolution determine to apply to be registered under this Act as a society for such objects as are objects for which any society may be registered under this Act, and for the purpose of conversion into a society may, in any case where the nominal value of its shares held by any member who is a natural

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person exceeds \$2 000, by such resolution provide for the conversion of the excess of such share capital over \$2 000 into a transferable loan stock, bearing such rate of interest as may thereby be fixed, and repayable on such conditions only as are in such resolution determined.

(2) The application shall not be made unless—

- (a) the association first seeks the consent of the Governor in Council to the application; and
- (b) the Governor in Council consents thereto.

(3) The Governor in Council may—

- (a) consent to the application, either unconditionally or subject to such conditions as the Governor in Council thinks fit; or
- (b) refuse consent thereto.

(4) The association shall prior to making application for registration do all such acts and things as may be prescribed in relation thereto.

(5) The application for registration as a society shall be made in the prescribed manner to the registrar and shall be accompanied by—

- (a) the prescribed fee;
- (b) where any act or thing is prescribed to be done prior to making application for registration—the statutory declaration of a director and the secretary of the association as to the doing of such act or thing;
- (c) 2 copies of any proposed alterations to the model rules signed by a director and the secretary of the association;
- (d) a statement showing the objects of the society proposed;
- (e) 2 copies of the special resolution referred to in subsection (1);
- (g) such other matters or particulars as may be prescribed.

(6) The association shall forward a copy of the special resolution referred to in subsection (1) to the registrar of primary producers cooperative associations at a time not later than the time of the making of the application referred to in subsection (5).

(7) The registrar may require alteration of the proposed alterations of the model rules if the registrar is not satisfied that there is sufficient reason for

the alterations in the manner proposed.

(7A) The association, as part of its special resolution referred to in subsection (1), may appoint 25 persons, members of the association, who may be authorised to accept any alterations required by the registrar to be made to the proposed alterations of the model rules without further consulting the association.

(8) If the registrar is satisfied—

- (a) that the provisions of this Act have been complied with; and
- (b) that there is sufficient reason for the alteration of the model rules in the manner proposed and the registrar approves of the alterations; and
- (c) that there are reasonable grounds for believing that the applicant association, if registered as a society, will be able to carry out its objects successfully;

the registrar shall register the society and issue a certificate of incorporation in the approved form to the effect that the society is registered under this Act on and from the date specified in the certificate.

(9) The model rules, subject to any alterations approved by the registrar, shall be the rules of the society.

(10) Upon registration of the applicant association as a society—

- (a) it thereupon ceases to be registered as a primary producers association;
- (b) the registrar shall give notice of the registration to the registrar of primary producers cooperative associations who shall thereupon remove the name of the association in question from the register kept pursuant to the *Primary Producers' Cooperative Associations Act 1923*;
- (c) all persons who were members of the association become members of the society, and their names shall be entered in the register of members of the society;
- (d) the body corporate constituted by the society as so registered shall for all purposes be deemed to be the same entity as the body corporate constituted by the association.

(11) Nothing contained in the *Primary Producers' Cooperative Associations Act 1923*, section 15(11) and (12) or in any rule made pursuant thereto shall be construed as limiting in any way the making by a primary producers association of an application to be registered as a society or the registration of any such association as a society in accordance with the provisions of this section.

Amalgamation of primary producers associations and societies

36B.(1) Any 1 or more primary producers associations and any 1 or more societies may, by special resolution of both or all of them, determine to amalgamate as 1 society and to apply to be registered under this Act as a society for such objects as are objects for which any society may be registered under this Act, and for the purpose of such amalgamation any association as aforesaid may, in any case where the nominal value of its shares held by any member who is a natural person exceeds \$2 000, by its said resolution provide for the conversion of the excess of such share capital over \$2 000 into a transferable loan stock, bearing such rate of interest as may thereby be fixed, and repayable on such conditions only as are in such resolution determined.

(2) The application shall not be made unless—

- (a) the association or associations and the society or societies first seek the consent of the Governor in Council to the application; and
- (b) the Governor in Council consents thereto with respect to each applicant.

(3) The Governor in Council may—

- (a) consent to the application, either unconditionally or subject to such conditions as the Governor in Council thinks fit; or
- (b) refuse consent thereto.

(4) The association or associations and the society or societies shall prior to making application for registration do all such acts and things as may be prescribed in relation thereto.

(5) The application for registration as a society shall be made in the prescribed manner to the registrar and shall be accompanied by—

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- (a) the prescribed fee;
- (b) where any act or thing is prescribed to be done prior to making application for registration—the statutory declaration of a director and the secretary of each applicant association or society to which such prescription applies as to the doing of such act or thing;
- (c) 2 copies of any proposed alterations to the model rules signed by a director and the secretary of each applicant association and society;
- (d) a statement showing the objects of the society proposed;
- (e) 2 copies of each of the special resolutions as referred to in subsection (1);
- (g) such other matters or particulars as may be prescribed.

(6) A copy of each special resolution referred to in subsection (1) that is passed by an association shall be forwarded by the association in question to the registrar of primary producers cooperative associations at a time not later than the time of the making of the application referred to in subsection (5).

(7) The registrar may require alteration of the proposed alterations of the model rules if the registrar is not satisfied that there is sufficient reason for the alterations in the manner proposed.

(7A) Any applicant association or society, as part of its special resolution referred to in subsection (1), may appoint 25 persons, members of the association or society, who may be authorised to accept any alterations required by the registrar to be made to the proposed alterations of the model rules without further consulting the association or society in question.

(8) If the registrar is satisfied—

- (a) that the provisions of this Act have been complied with; and
- (b) that there is sufficient reason for the alteration of the model rules in the manner proposed and the registrar approves of the alterations; and
- (c) that there are reasonable grounds for believing that the proposed society will be able to carry out its objects successfully;

the registrar shall register the society and issue a certificate of incorporation

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in the approved form to the effect that the society is registered under this Act on and from the date specified in the certificate.

(9) The model rules, subject to any alterations approved by the registrar, shall be the rules of the society.

(10) Upon registration of the society—

- (a) the primary producers association or associations participating in the amalgamation shall cease to be registered as a primary producers association or, as the case may be, primary producers associations and the society or societies participating in the amalgamation shall cease to be registered as a society or, as the case may be, societies;
- (b) the registrar shall give notice of the registration to the registrar of primary producers cooperative associations who shall thereupon remove the name or names of the association or associations in question from the register kept pursuant to the *Primary Producers' Cooperative Associations Act 1923* and the registrar shall cancel the registration of the society or societies in question;
- (c) all persons who were members of the amalgamating association or associations and society or societies become members of the society, and their names shall be entered in the register of members of the society.

(11) Nothing contained in the *Primary Producers' Cooperative Associations Act 1923*, section 15(11) and (12) or in any rule made pursuant thereto shall be construed as limiting in any way, in the case of a primary producers association referred to in subsection (1), the determining to amalgamate and applying to be registered with other applicants as one society or the registration with other applicants as a society in accordance with the provisions of this section, and nothing contained in section 61 of this Act or in any rule made pursuant thereto shall be construed as limiting in any way, in the case of a society referred to in subsection (1), the determining to amalgamate and applying to be registered with other applicants as one society or the registration with other applicants as a society in accordance with the provisions of this section.

Vesting of property and preservation of rights etc.

36C.(1) In this section—

“amalgamated bodies” means any primary producers association or associations and any society or societies that have amalgamated as one society registered pursuant to section 36B.

(2) Nothing contained in this section derogates from or limits the generality of the provisions of section 36A(10)(d).

(3) Upon registration of a society pursuant to section 36A or 36B—

- (a) all real and personal property, and every right, title, estate or interest therein and all management and control of any matter or thing that immediately before such registration was vested in or belonged to the primary producers association or any of the amalgamated bodies, as the case may be, shall, without any transfer, assignment or notice other than this Act, vest in and belong to the society in question;
- (b) all moneys and liquidated and unliquidated claims that immediately before such registration were payable to or recoverable by the primary producers association or any of the amalgamated bodies, as the case may be, shall be moneys and liquidated and unliquidated claims payable to or recoverable by the society in question;
- (c) all suits, actions and proceedings and all causes of action pending or existing immediately before such registration by or against the primary producers association or any of the amalgamated bodies, as the case may be, may be carried on and prosecuted by or against the society in question, and no such suit, action or proceeding shall abate or be prejudicially affected by this Act;
- (d) all contracts, agreements and undertakings entered into with, and all securities lawfully given to or by, the primary producers association or any of the amalgamated bodies, as the case may be, existing at the time of such registration shall be deemed to be contracts, agreements and undertakings entered into with, and securities given to or by, the society in question, and may be enforced by or against such society accordingly;
- (e) all debts due and moneys payable by the primary producers

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association or any of the amalgamated bodies, as the case may be, and all claims liquidated or unliquidated recoverable against the association or any of the amalgamated bodies, as the case may be, shall be debts due and moneys payable by and claims recoverable against the society in question.

(4) Neither the registration of a society pursuant to section 36A or 36B nor any provision of this Act prejudicially affects any security, rights, powers, authorities and remedies of any holder of a bond, debenture, mortgage, deed, charge, lien or other security given by the primary producers association or any of the amalgamated bodies, as the case may be, before such registration, but every such holder shall have and continue to have during the currency of the holder's bond, debenture, mortgage, deed, charge, lien or other security the same rights, powers and remedies in respect of the assets of the society in question and the revenue therefrom as if the bond, debenture, mortgage, deed, charge, lien or other security had been given by the society in question instead of by the association or the particular amalgamated body, as the case may be.

(5) Upon registration of a society pursuant to section 36A or 36B, any security as defined in the *Primary Producers' Cooperative Associations Act 1923*, section 27 issued or granted by the primary producers association, or any of the amalgamating bodies that is a primary producers association, as the case may be, before such registration and that is registered under the said Act and not satisfied upon the registration of the society in question shall, without limiting the provisions of subsections (3) and (4), be deemed to be a charge created by the society in question at the time of its registration as aforesaid for the unsatisfied amount secured by such security and shall have force and effect as such accordingly; and the provisions of this Act shall apply with respect thereto.

(6) In the case of—

- (a) lands subject to the provisions of the *Land Title Act 1994* and securities in or over such lands and dealings therewith, the registrar of titles;
- (b) lands not subject to the provisions of the *Land Title Act 1994*, the person or authority charged with registering instruments of title to those lands or securities therein or thereover or dealings therewith;

- (c) securities (other than those referred to in paragraph (a) or (b)) or dealings therewith, the person or authority charged with the registration thereof;

has power and authority to make or cause to be made, and shall at the written request of the society in question make or cause to be made, any necessary recordings entries or endorsements in the appropriate register or other record of titles, securities or dealings and to do and execute all such other acts, matters and things as may be necessary and proper to give full effect to the vesting by virtue of this section of the lands and securities in question in the society in question.

Conversion of company into society

37.(1) A company within the meaning of the Companies (Queensland) Code may, by a special resolution, determine to convert itself into a society, and for this purpose, in any case where the nominal value of its shares held by any member other than a society exceeds \$2 000, may by such resolution provide for the conversion of the excess of such share capital over \$2 000 into a transferable loan stock, bearing such rate of interest as may thereby be fixed, and repayable on such conditions only as are in such resolution determined.

(2) A resolution for the conversion of a company into a society shall be accompanied by 2 copies of any proposed alterations to the model rules of the society therein referred to, and shall appoint 25 persons, members of the company, who, together with the secretary, shall sign such alterations, and who may either be authorised to accept any alterations made by the registrar therein without further consulting the company, or may be required to lay all such alterations before the company in general meeting for acceptance, as the resolution may direct.

(3) Two copies of the special resolution for conversion of the company into a society shall together with any proposed alteration to the model rules be sent to the registrar, who, upon the registration of the society, shall give to it, in addition to the certificate of incorporation, a certificate similarly sealed or signed that the rules of the society referred to in the resolution have been registered, but in the registered name of the company as a society the word 'company' shall not be used.

(4) A copy of the resolution for the conversion of the company into a

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society under the seal of the company, together with the certificate so issued by the registrar, shall be sent to the office of the Commissioner for Corporate Affairs for registration under the Companies (Queensland) Code, and upon the registration of such resolution and certificate the conversion shall take effect.

(5) Upon the conversion of a company into a society the company shall cease to be a company within the meaning of the Companies (Queensland) Code.

(5A) The registration of a company as a society shall not affect any right or claim for the time being subsisting against the company, or any penalty for the time being incurred by such company.

(5B) For the purpose of enforcing any such right, claim, or penalty the company may be sued and proceeded against in the same manner as if it had not become registered as a society.

(5C) Every such right or claim, and the liability to such penalty, shall have priority as against the property of such society over all other rights or claims against or liabilities of the society.

(6) If any security issued or granted by a company is not satisfied upon the date upon which such company is registered under this Act as a society, such security shall—

- (a) be deemed to be a security for the unsatisfied amount secured thereby issued or granted by the society formed by such company upon the date upon which it was registered as such society; and
- (b) subject to paragraph (c), have the same force and effect as it would have if it were issued or granted by the society formed by such company under and in accordance with the provisions of this Act; and
- (c) if required to be registered in accordance with the provisions of this Act—be registered by the society formed by such company under and in accordance with such provisions.

(7) In subsection (6) and section 38(4)—

“**security**” includes a mortgage, encumbrance, charge, lien, bond, debenture, debenture stock, floating charge, bill of sale or other written instrument duly issued or granted as or by way of security.

Conversion of society into company

38.(1) A society may by special resolution determine to convert itself into a company within the meaning of the Companies (Queensland) Code or to amalgamate with any such company.

(2) If a special resolution for converting a society into a company contains the particulars required by the Companies (Queensland) Code to be contained in the memorandum of association of a company and a copy thereof has been registered at the office of the Commissioner for Corporate Affairs under the provisions of that Code it shall have the same effect as a memorandum of association duly signed and attested under that Code.

(3) If a society is registered as, or amalgamates with a company, the registration of such society under this Act shall thereupon become void, and the same shall be cancelled by the registrar.

(3A) The registration of a society as a company shall not affect any right or claim for the time being subsisting against such society, or any penalty for the time being incurred by such society.

(3B) For the purpose of enforcing any such right, claim, or penalty, the society may be sued and proceeded against in the same manner as if it had not become registered as a company.

(3C) Every such right or claim, or the liability to such penalty, shall have priority, as against the property of such company, over all other rights or claims against or liabilities of the company.

(3D) Upon the registration of a society as a company, that company shall send to the registrar a certified copy of the certificate of incorporation thereof given under the Companies (Queensland) Code.

(4) Every security issued or granted by a society and registered under this Act and not satisfied upon the date upon which such society becomes a company within the meaning of the Companies (Queensland) Code shall, subject to that Code—

- (a) be deemed to be a security for the unsatisfied amount secured thereby issued or granted by the company formed by such society on the date upon which it was registered as such company; and
- (b) subject to paragraph (c), have the same force and effect as it would have if it were issued or granted by the company formed by such society upon such date; and

- (c) if required to be registered in accordance with the provisions of the Companies (Queensland) Code—be registered by the company formed by such society under and in accordance with such provisions.

Division 2—Members and funds

Members

39.(1) The members of a society which is formed under this Act shall be the persons who sign the application for membership on the formation of the society, and any other persons who are admitted to membership in accordance with this Act and the rules of the society.

(2) Unless otherwise provided by the rules, any person who is of the age of 18 years and over shall subject to this Act be eligible to be a member of a society.

(5) The members of a society formed of 2 or more societies shall be the component societies which formed such society and any other society which is admitted to membership in accordance with its rules.

(6) The members of a company which is registered as a society under this Act shall be the persons who at the date of the registration were members of the company, and any other persons who are admitted to membership in accordance with the rules of the society.

(7) When a society appoints any member to represent the society in respect of any share held by it in any other society, the person so appointed shall during the continuance of the person's appointment be deemed to be a member of that society and as holding the share for all purposes except—

- (a) the liability in respect of the share;
- (b) the transfer thereof;
- (c) the giving of receipts for any dividend thereon.

(8) No rights of membership shall be exercised unless or until the member has made such payment to the society in respect of membership or acquired such share or interest as may be provided in the rules of the society.

Cessation of membership

40.(1) A person shall cease to be a member of a society in any of the following circumstances—

- (a) where the person's share is or, where more than 1 share is held, all such shares, are transferred to another person or persons in accordance with the rules of the society and the transferee or transferees is or are registered in the person's place;
- (b) where the person's share is or, where more than 1 share is held, all such shares, are forfeited in accordance with the rules of the society;
- (c) where the person's share is or, where more than 1 share is held, all such shares, are sold by the society under a power conferred by the rules of the society and the purchaser or purchasers is or are registered in the person's place;
- (d) where the person becomes bankrupt or insolvent under any law relating to bankruptcy or insolvency and the trustee or assignee disclaims in accordance with the provisions of such law;
- (e) on death.

However, the estate of the deceased person shall remain liable and the person's executor or administrator shall be, and may be registered as, the holder of the share or shares as such executor or administrator (whether eligible to be a member of the society or not) until some eligible person is registered as the holder of the share or shares by transfer from the executor or administrator or until the share or shares are withdrawn or discharged in accordance with this Act and the rules of the society.

While any such executor or administrator is so registered the executor or administrator shall be deemed to be and shall have the rights and obligations of a member of the society for all purposes;

- (f) where the person's share, or, where more than 1 share is held, all such shares are purchased by the society in accordance with the provisions of this Act;
- (g) where the person ceases to be a member in accordance with the rules of the society;

- (h) where the amount paid-up on the person's share or, where more than 1 share is held, each such share is repaid to the person in accordance with the rules of the society;
- (i) where the contract of membership is rescinded on the ground of misrepresentation or mistake.

(2) Where a share or shares is or are held by the executor or administrator of a deceased member, the board may in its discretion by notice in writing to the executor or administrator call upon the executor or administrator to transfer the shares to an eligible person or to withdraw or discharge the shares within 6 months after receipt of the notice or within such further time as the board may in any particular case allow, and unless the share or shares is or are so transferred, withdrawn or discharged they may at the discretion of the board be forfeited and dealt with as forfeited shares in accordance with this Act and the rules of the society.

Liability of members

41. Each member shall be liable to the society for the amount unpaid on the shares held by the member, together with any charges and other moneys payable by the member to the society as prescribed by this Act or the rules of the society.

Capital

42.(1) The capital of a society shall vary in amount according to the nominal value of shares from time to time subscribed.

(2) The capital shall be divided into shares of a fixed amount or amounts which shall be specified in the rules.

(3) Except as otherwise provided in this section, the shares shall be of one class all ranking equally.

(4) The shares may be classified as shares with and shares without a contingent liability attached thereto, and each class of shares shall have such rights as may be specified in the rules of the society.

(4A) Shares with a contingent liability attached thereto may be issued with such maximum amount of the contingent liability and upon such conditions as may be specified in the rules of the society.

(5) No share shall be allotted unless one-tenth of the nominal value thereof has been paid.

(5A) Any balance unpaid in respect of shares at the time of allotment shall be paid by periodic subscriptions or in such manner as may be specified in the rules of the society.

(6) A member who is a natural person shall not hold shares of a nominal value greater than \$2 000 or such less nominal value as may be specified in the rules.

(6A) However, where the Governor in Council (having regard to the objects for which a society has been or is proposed to be formed) is satisfied that members of that society who are natural persons should be permitted to hold shares therein of a greater nominal value than \$2 000 the Governor in Council may, under a regulation, declare that a natural person may hold shares in that society either of an unlimited nominal value or of a specified nominal value (being greater in value than \$2 000) and any member who is a natural person may thereupon hold shares in the society of a nominal value according to such declaration.

(7) A member shall subscribe for such minimum number of shares as may be prescribed by the rules, and the minimum number may be prescribed with reference to the use made by the member of the society or in any manner specified in the rules.

(8) Any dividend, bonus or rebate to a member shall be applied to paying off any subscriptions or calls on shares which may at the time when the dividend, bonus, or rebate becomes payable or allowable be due by the member and unpaid.

(9) A share may be held by 2 or more persons jointly, and, in such case, notices shall be given to each joint holder.

(10) A share may not be sold or transferred without the consent of the board.

(11) The shares of a society shall not be quoted for sale or purchase at any stock exchange or in any other public manner whatever.

Purchase of shares

43.(1) Subject to this section a society may, if authorised by its rules,

purchase any share of a member in the society.

(2) A society shall not in any year purchase any share (in this section “**the firstmentioned share**”) of a member where—

- (a) the paid-up value of the firstmentioned share; or
- (b) where another share or shares have been purchased by the society from members in that year—the aggregate of—
 - (i) the paid-up value of that share or shares; and
 - (ii) the paid-up value of the firstmentioned share;

exceeds one-twentieth of the paid-up capital of the society.

Cancellation and reissue of shares

44. A society may cancel or sell and reissue any share purchased by or forfeited to the society in accordance with the provisions of this Act or its rules.

Charge and set off of any society

45. A society shall have a charge upon the share or interest in the capital and on the credit balance of a member or past member and upon any dividend, bonus or rebate payable to a member or past member in respect of any debt due from the member or past member to the society, and may set off any sum credited or payable to a member or past member in or towards payment of the debt.

Expulsion of member

46.(1) Where a member has been expelled from a society in accordance with the rules of the society, the society shall repay to the member the amount paid-up on the shares held by the member at the date of the member’s expulsion, less any amount owing by the member to the society at the date of the member’s expulsion under the rules of the society or any contract or otherwise.

(2) Where the balance sheet of the society last issued before the date of expulsion of any member of the society disclosed a loss or deficiency there

shall be deducted from the capital to be repaid to the member an amount that bears to the amount of such loss or deficiency the same proportion as the number of shares held by such member bore to the total number of shares held by all members of the society as at the date of the expulsion of such member.

(3) Payment of any amount due to a member pursuant to this section shall be made at such time as may be determined by the board of the society but not later than 12 months after the date of expulsion.

(4) The shares in respect of which the capital has been so repaid shall be cancelled.

Limit of dividends

47.(1) The maximum amount which may be paid to a member by way of dividend in respect of any share held by the member shall be a rate per centum per annum on the amount paid-up on the share equivalent to the Commonwealth loan interest plus 2% pa.

(2) In this section—

“**Commonwealth loan interest**” means the highest annual rate of interest per annum payable in respect of the issue last preceding the determination of the amount of the dividend of a cash or conversion loan issued by the Commonwealth.

Capital reserve fund

48.(1) A society shall transfer 5% of the surplus arising in any year from the business of a society to a capital reserve fund.

(2) Except in the event of a winding-up the capital reserve fund shall not be distributed amongst the members of the society.

(3) The capital reserve fund may be used by the society for any purpose for which the capital of the society may be used.

Distribution of surplus

49.(1) Subject to section 48, a society may, if authorised by its rules from its surplus arising in any year from the business of the society—

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- (a) pay to each member an amount by way of dividend in respect of the shares held by the member;
- (b) pay or credit to each member an amount by way of bonus or rebate on the basis of business completed by the member with the society;
- (c) pay an amount to be applied in paying up unissued shares of the society to be issued to a member as fully paid shares by way of bonus on the basis of business completed by the member with the society;
- (d) credit to any person who is not a member but is qualified to be a member, an amount by way of bonus or rebate on the basis of business completed by the member with the society;
- (e) pay or credit to any employee an amount by way of bonus in proportion to the employee's salary or wages.

(2) Subject to section 48 where the whole or a part of the surplus arising in any year from the business of a society is derived from any class, department or section of such business, the society may if authorised by its rules pay from such whole or part of its surplus to any member or to any person who is not a member but who is qualified to be a member an amount by way of bonus or rebate on the basis of business completed by the member with the society in relation to such class, department or section of its business.

(3) A bonus or rebate shall only be credited to an employee or person who is not a member, until the amount credited is equal to the nominal value of the minimum number of shares for which a member is required by the rules to subscribe whereupon the society on receiving an application for membership in accordance with the rules shall apply such amount in and towards payment for such minimum number of shares to be issued to such employee or person.

(4) This section shall not be construed so as to prevent the payment of a bonus to an employee in accordance with the terms of the employee's employment.

(5) A society may if authorised by its rules retain the amount of any dividend, bonus or rebate payable to a member, in which event such amount shall be deemed to be a loan by the member to the society.

(5A) Such a loan shall be credited to a fund to be called the ‘members loan fund’ and such fund shall at any time be applicable to any purpose to which the capital of the society is applicable.

(5B) Any rule or rules authorising a society to act pursuant to subsection (5) shall make provision satisfactory to the registrar with respect to the rights of members in relation to such loans including the period and manner of redemption thereof.

(6) In this section—

“**surplus**” means the surplus after making proper allowance for depreciation in value of the property of the society and for contingent liability for loss.

Dealing between society and members

50.(1) A society may, if authorised by its rules, make a contract with a member requiring the member to have any specified dealings with the society for a fixed period, and in particular requiring the member to sell products through or to the society or to obtain supplies or services through or from the society, with provision for the payment by the member to the society of specified sums by way of damages for the breach of any term of the contract.

(1A) A sum so specified in such a contract shall not be held to be unreasonable or extravagant but shall be deemed to be by way of liquidated damages and the parties to the contract shall be deemed to have intended accordingly.

(2) Any payment due by a member to the society as a result of the breach by that member of a term of the contract shall be a debt due from the member to the society for the purposes of section 45.

(3) A contract made pursuant to this section shall not be invalid by reason of its being or tending to be in restraint of trade.

(4) In this section—

“**member**” includes, unless the rules otherwise provide, a person who applies to be and is qualified to be a member.

Division 3—Rights and duties**Registered office**

51.(1) Every society shall have a registered office, the address of which shall be notified to the registrar when application is made for the registration of the society.

(2) A society shall notify the registrar in the prescribed manner every change in the address of the registered office within 14 days after such change has occurred.

Publication of name of society

52. Every society shall—

- (a) paint or affix, and keep painted or affixed, its registered name on the outside of every office or place in which the business of the society is carried on, in a conspicuous position in letters easily legible; and
- (b) have its registered name inscribed in legible characters on its seal; and
- (c) have its registered name stated in legible characters in all notices, advertisements, and other official publications of the society and in all bills of exchange, cheques, promissory notes, endorsements, orders for money or goods, waybills, invoices, receipts, and documents used in the business of the society.

Society using other than registered name

53.(1) A society must not use a name other than its registered name.

Maximum penalty—20 penalty units.

(2) If an officer of a society or a person on its behalf—

- (a) issues or authorises the issue of any notice, advertisement or other official publication of the society; or
- (b) signs or authorises to be signed on behalf of the society any bill of exchange, cheque, promissory note, endorsement, order for

money or goods, waybill, invoice, receipt or document used in the business of the society; or

- (c) uses any seal purporting to be the seal of the society;

wherein the name of the society does not appear in legible characters, the officer shall be guilty of an offence.

Maximum penalty—2 penalty units.

Registers and accounts

54.(1) A society shall keep—

- (a) a register of the directors, members and shares; and
- (b) a register of any loans raised and securities given by the society; and
- (c) a register of any advances made or guaranteed by the society and of any securities taken by the society; and
- (d) such other registers as from time to time prescribed; and
- (e) such accounts as from time to time prescribed.

(2) The registers and accounts required to be kept by a society shall be kept in the manner and shall contain the particulars as prescribed.

(3) No notice of any trust, expressed, implied or constructive shall be entered in any register or be received by the society.

Inspection by members etc. of registers etc.

55.(1) A society shall have at its office and open at all reasonable hours to inspection by any member without fee—

- (a) a copy of this Act and the regulations; and
- (b) a copy of the rules of the society; and
- (c) a copy of the last audited balance sheet and profit and loss accounts, together with the report of the auditor; and
- (d) the register of directors, members and shares; and
- (e) the register of loans raised and securities given by the society.

(2) A member may inspect the member's own account in the books of the society at any reasonable time on payment of a fee not exceeding 20c.

Returns

56.(1) A society shall, within 14 days after any change in the membership of the board or in the office of secretary, lodge with, or send by prepaid registered post to, the registrar information of the change.

(2) A society shall in each year, within 3 months after the close of its financial year or within such further time as the registrar may authorise (the registrar being hereby empowered in any case to so authorise notwithstanding that the period of 3 months has expired) lodge with, or send by prepaid registered post to, the registrar the following returns, that is to say—

- (a) a list of the directors for the period then current;
- (b) statements, certified by the auditor, of the trading account, profit and loss account, reserve account and balance sheet of the society for and at the close of that financial year;
- (c) such other returns as are prescribed.

(3) Any reference anywhere in this Act to the 'final accounts' of a society shall refer to the statements specified in subsection (2)(b) last certified by the auditor.

(4) A society shall, when so required by notice in writing by the registrar, furnish to the registrar within the time specified in that behalf in the notice—

- (a) a full list in the approved form of all of its members as at the end of the financial year then last past; or
- (b) such other particulars with respect to the membership of the society as are specified in the notice.

Borrowing powers

57.(1) Where a society is expressly authorised by its rules to raise money on loan the society may raise the money in such manner as it thinks fit.

(2) Without limiting in any way the manner in which the society may so raise money, money may be raised by legal or equitable mortgage charged

upon the undertaking of the society or upon all or any part of the property and rights (both present and future) of the society including its uncalled or unpaid capital, subscriptions, loan payments and other moneys, or by the issue of bonds.

Loans and deposits

58.(1) Where a society is authorised by its rules to raise money on loan or to receive money on deposit the society may subject to this section raise loans or receive deposits at interest from its members or other persons to be applied to the purposes of the society.

(2) A society shall not raise money on loan where it would at any one time have on loan more than the aggregate amount specified in its rules.

(2A) Where a society does not in its rules specify an amount in the aggregate the society shall not raise money on loan where it would at any one time have on loan an aggregate amount exceeding \$2 000.

(3) A society shall not accept money on deposit except upon the terms that not less than 1 months notice may be required by the board before repayment.

(4) Every deposit book and every acknowledgment or security of any kind given by a society for a loan or deposit shall have printed or written therein or thereon a statement that the society is only entitled to receive loans or deposits subject to this section and every deposit book or other form of acknowledgment of a deposit shall have printed or written therein or thereon a statement that the society is not entitled to accept money on deposit except upon the term that not less than 1 months notice may be required by the board before repayment.

(5) No member or other person lending money to or depositing money with a society shall be bound to see to the application thereof or be in any way affected or prejudiced by the fact that such society, in borrowing such money or receiving such deposit, has contravened the provisions of this or any other section or the rules of the society.

Application of Companies (Queensland) Code in relation to shares etc.

59.(1) The provisions of the Companies (Queensland) Code, part 4 (other than divisions 2 and 3) shall with all necessary adaptations and with such modifications as may be prescribed extend to a society.

(3) For the purpose of any such extension, a reference in any of those provisions to the commission shall be construed as a reference to the registrar appointed under this Act.

Investment

60.(1) A society may, if authorised by its rules, invest any of its funds—

- (a) in an authorised investment under the *Trusts Act 1973*, section 21; or
- (aa) on the security of a building society approved for the *Trusts Act 1973*, section 21(1)(k); or
- (ab) in the shares or on the security of, or on the deposit of an amount with, a building society (other than a building society approved for the *Trusts Act 1973*, section 21(1)(k)); or
- (ac) in the withdrawable shares of, or on the deposit of an amount with, a credit union; or
- (b) in the shares or on the security of—
 - (i) any society or primary producers association;
 - (iii) a company within the meaning of the Companies (Queensland) Code or incorporated by Act of Parliament or by charter;
with limited liability; or
- (c) in any other manner from time to time prescribed.

(2) A society may if authorised by its rules make advances to members on the security of property.

(3) Any property to which a society may become absolutely entitled by foreclosure, surrender, or other extinguishment of the right of redemption

shall as soon afterwards as may be reasonably and conveniently practicable (regard being had to its fair market value) be sold or converted into money.

Prohibition of sale of property

61.(1) A society may by its rules prohibit its directors from selling or otherwise disposing of or its members by resolution, whether an ordinary or a special resolution, from authorising, justifying or excusing the sale or disposal otherwise of (except, in the case of either the directors or members, in respect of amalgamation with a society or primary producers association) its business or any part, of or exceeding in value an amount specified in the rules, or any of its assets of or exceeding in value an amount specified in the rules (but not including any primary produce or other thing ordinarily sold or otherwise disposed of by the society in the course of its business) unless and until its members have by postal ballot approved of such sale or disposal.

(2) The rules may provide for, regulate and control the holding of such a postal ballot, and may require the approval of the members to be given by a specified majority, greater than a simple majority, of the members voting, or by not less than a specified number of votes, but unless the rules otherwise require the decision shall be by simple majority of the members voting.

Contracts by society

62.(1) Contracts on behalf of a society may be made, varied or discharged as provided in this section.

(2) Any contract which, if made between private persons, would be by law required to be in writing and under seal, may be made on behalf of the society in writing under the common seal of the society, and the contract may in the same manner be varied or discharged.

(3) Any contract which, if made between private persons, would be by law required to be in writing and signed by the party to be charged therewith, may be made on behalf of the society in writing, signed by any person acting under the express or implied authority of the society, and the contract may in the same manner be varied or discharged.

(4) Any contract which, if made between private persons, would by law

be valid, although made by parol only and not reduced into writing may be made by parol on behalf of the society by any person acting under the express or implied authority of the society, and the contract may in the same way be varied or discharged.

(5) Any contract made according to the provisions of this section shall be effectual in law and shall be binding upon the society and all other parties thereto.

Special resolution

63.(1) For the purposes of this Act a special resolution shall mean a resolution which is passed by a majority of not less than three-fourths of such members of the society as, being entitled so to do, vote in person or, where proxies are allowed, by proxy, at any general meeting of which not less than 21 days notice, specifying the intention to propose the resolution as a special resolution has been duly given according to the rules.

(2) At any meeting mentioned in this section, unless a poll is demanded, a declaration by the chairperson that the resolution has been carried shall be conclusive evidence of the fact.

(3) A copy of the special resolution, signed by the chairperson of the meeting and countersigned by the secretary, shall be sent to the registrar within 14 days of the passing of the special resolution and registered by the registrar and until the copy is so registered the special resolution shall not take effect.

(4) A certificate of registration of any special resolution or of any alteration of the rules of a society given by the registrar shall, in favour of any person lending money to the society on the faith of such certificate, or in favour of any guarantor of any such loan, be conclusive evidence that such resolution was duly passed or as the case may be such alteration in the rules was duly made.

Charges by a society

64.(1) A society shall furnish to any person intending to become a member a list of the charges payable under the rules by a member to the society.

(2) A person who becomes a member of the society shall be liable to pay only the charges mentioned in the list and any charges which may be imposed by any subsequent alteration of the rules.

(3) Subject to this Act, the charges payable under the rules may be altered by special resolution.

Fines

65.(1) A society may impose a fine on a member for any infringement of its rules, provided that a fine exceeding \$5 shall not be imposed until written notice of intention to impose the fine and of the reasons therefor has been transmitted to the member, and the member has had an opportunity of—

- (a) appearing before the board in person with or without witnesses;
or
- (b) sending to the board a written statement;

for the purpose of showing cause against the imposition of the fine.

(2) A fine imposed on a member shall be a debt due from the member to the society for the purposes of section 46.

PART 5—RULES

Model rules

66.(1) Model rules shall be prescribed for each class of society.

(2) No alteration of the model rules shall apply to any society which is registered before the regulations prescribing the alteration comes into operation, unless the society by special resolution adopts the alteration in its rules.

(3) A society registered under the repealed Act may adopt the model rules.

Subject matter of rules

67.(1) The model rules shall be divided into paragraphs numbered consecutively and shall set forth each and every matter which this Act requires to be contained therein.

(2) The rules of a society shall set forth—

- (a) the name of the society;
- (b) where the office of the society is to be situated;
- (c) the objects of the society;
- (d) the manner in which the capital of the society is to be raised;
- (e) the nominal value of each share in the society;
- (f) the maximum proportion of the shares which may be held by a member, not exceeding the proportion prescribed by this Act;
- (g) whether the shares are to be of 1 or more classes within the limits allowed by this Act, and if so, what rights each class is to have;
- (h) the amount of the contingent liability (if any) attaching to shares;
- (i) the terms upon which shares, including any shares with contingent liability attached, are to be issued;
- (j) the periodic subscriptions by which or the manner in which shares are to be paid for and the penalties for late payment;
- (k) the minimum number of shares or of each class of shares to be subscribed for by a member;
- (l) the manner in which shares may be transferred;
- (m) the manner in which the funds of the society are to be managed, and in particular, the mode of drawing and signing cheques, drafts, bills of exchange, promissory notes and other documents for and on behalf of the society;
- (n) the purposes to which the funds of the society are to be applied, and the manner in which they are to be invested;
- (o) in the case of any society which is authorised to make an advance, the manner in which an application for an advance is to be made, the conditions with which an applicant is to comply, the manner in which an advance is to be made and repaid, the deduction (if

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- any) for premium, the condition upon which a borrower may redeem the amount due from the applicant before the expiration of the period for which the advance is made and the terms upon which a security may be redeemed;
- (p) the manner in which any gain or surplus which may result from the transactions of the society is to be distributed amongst members;
 - (q) the manner in which any loss which may result from the transactions of the society is to be provided for;
 - (r) the mode and conditions of admission to membership, and the payment to be made or the share or interest to be acquired before the exercise of the rights of membership;
 - (s) the rights and liabilities of members;
 - (t) the manner in which the value of shares is to be ascertained for repayment;
 - (u) the circumstances in which members may be expelled, and the rights and liabilities of expelled members;
 - (v) the number of directors, the qualification of directors, and the manner of electing, remunerating and removing directors and filling a vacancy, whether directors are to be elected annually or half-yearly, the period for which directors are to hold office, and whether directors are to retire by rotation or otherwise;
 - (w) the powers and duties of the board, the requisite notice of meetings, the quorum for meetings, and the procedure at meetings of the board;
 - (x) the intervals between general meetings of the society, the manner of calling general and special meetings, the requisite notices of meetings, and the quorum for meetings, of the society;
 - (y) the procedure at meetings of the society, including the rights of members in voting thereat, and the manner of voting;
 - (z) the manner of appointing, remunerating and removing officers of the society (other than directors), the powers and duties of such officers, and the security to be given by any such officer having the receipt or charge of any moneys belonging to the society;

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- (za) whether the accounts of the society are to be audited annually or more frequently;
- (zb) the manner of appointing, remunerating and removing auditors, the powers and duties of auditors, and in particular their powers and duties with respect to the inspection of securities belonging to the society;
- (zc) provision for the custody of securities belonging to the society;
- (zd) the charges, including any charges on admission or for management expenses or otherwise, which are to be payable by a member to the society;
- (ze) the circumstances in which fines and forfeitures may be imposed on members of the society, and the amount of the fines not exceeding the maximum prescribed;
- (zf) whether disputes between the society and any of its members, or any person, claiming by or through any member, under the rules, are to be settled by reference to arbitration or how otherwise;
- (zg) the manner of altering and rescinding the rules, and of making additional rules;
- (zh) provision for the custody and use of the seal of the society;
- (zi) the manner in which the society may be wound-up;
- (zj) such other matters as may be prescribed.

(3) The model rules for an investment society shall, in addition to the matters mentioned in subsection (2), set forth—

- (a) the manner in which the value of shares is to be ascertained for repayment, or for allotment of shares, debentures or securities belonging to the society in satisfaction or on account of shares;
- (b) the manner in which the value of shares, debentures or securities belonging to the society is to be ascertained for allotment in satisfaction or on account of shares;
- (c) the manner in which the amount (if any) by which the value of shares debentures or securities allotted in satisfaction or on account of the shares of a member exceeds the value of those shares, together with interest at a specified rate on such amount, is

to be secured to the society.

(4) Any person shall be entitled to obtain from a society a copy of its rules on payment of a sum not exceeding the sum prescribed or where there is no sum prescribed, the sum of 50c.

(5) If there is an inconsistency between a rule of a society and a regulation, the regulation prevails and the rule is invalid to the extent of the inconsistency.

Member and society bound by rules

68. The rules of a society shall bind the society and all members thereof and all persons claiming through them respectively to the same extent as if each member had subscribed the member's name and affixed the member's seal thereto, and there were contained in the rules a covenant on the part of each member and the member's legal representatives to observe all the provisions of the rules, subject to the provisions of this Act.

When member not bound by amendment

69. A member shall not be bound by an amendment of a rule of a society made after the date upon which he or she became a member if and so far as such amendment requires the member to take or subscribe for more shares than the number held by the member at the date on which the amendment is made or which in any way increases the member's liability as at that date to contribute to the share capital of the society unless the member has agreed in writing, whether before or after the amendment is made, to be bound by such amendment.

Alteration of rules

70.(1) Subject to subsection (7) the rules of a society shall not be altered unless the alteration has been approved by a special resolution.

(2) The society shall within the prescribed time and in the prescribed manner and on payment of the prescribed fee apply to the registrar to have the alteration registered.

(3) If the registrar is satisfied that—

- (a) in respect of a society registered under the repealed Act which has not adopted the model rules, the alteration is not contrary to this Act and is such as may reasonably be approved by the registrar and that there is no reasonable cause why the alteration should not be registered;
- (b) in respect of any other society, that there is sufficient reason for the alteration of the model rules in the manner proposed and the registrar approves of the alterations;

the registrar shall register and certify the alteration as prescribed.

(3A) Until the alteration is so registered and certified the alteration shall not take effect.

(4) The rules of the society shall be read subject to any alteration so registered and certified.

(5) The registrar may require the revision or alteration of any rule or proposed alteration of a rule, whether registered or submitted for registration, which in the registrar's opinion contains provisions not in conformity with this Act.

(6) For the purposes of this Act, alteration of the rules includes addition to and rescission of a rule.

(7) Upon a change in name being registered pursuant to this Act, the registrar shall alter the rule containing the name of the society in accordance with such change and the rules of the society shall to that extent be altered accordingly.

PART 6—MANAGEMENT

Board of directors

71.(1) Subject to this Act and the rules of the society, the business and operations of a society shall be controlled by a board of directors.

(2) Every director acting in the business or operations of the society pursuant to the rules or to a resolution duly passed by the board shall be

deemed to be the agent of the society for all purposes within the objects of the society.

Election of directors

72.(1) The directors shall be elected at a general meeting of the society in accordance with the rules of the society:

(2) However, the first directors shall be elected at the meeting for the formation of the society.

Meetings of board

73. Meetings of the board shall be held so often as may be necessary for properly conducting the business and operations of the society, but shall be held at least once in every 2 calendar months, and a quorum of a meeting of the board shall be prescribed by the rules of the society but shall not in any case be less than half the number of directors.

Chairperson and tenure of directors

74.(1) The chairperson of the board shall be elected by the board in accordance with the rules of the society, and shall hold office and retire, and may be removed from office, as prescribed by the rules of the society.

(2) The directors shall hold office and retire, and may be removed from office as prescribed by the rules of the society.

Removal from office etc.

75.(1) The office of a director shall be vacated in such circumstances (if any) as may be prescribed by the rules of the society, and in any of the following circumstances, that is to say—

- (a) if the director becomes bankrupt or insolvent or assigns his or her estate for the benefit of or compounds with his or her creditors;
- (b) if the director becomes a patient within the meaning of the *Mental Health Act 1974*;
- (c) if the director is convicted of any offence under this Act, or if the

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director is convicted of any indictable offence or of any offence punishable on summary conviction for which the director is sentenced to imprisonment otherwise than in default of payment of a fine;

- (d) if the director absents himself or herself from 3 consecutive ordinary meetings of the board without its leave;
- (e) if the director does not within 2 months after any subscriptions and charges become due by the director to the society on account of the director's membership, pay the same;
- (f) if the director ceases to be a member of the society;
- (g) if by notice in writing to the board the director resigns;
- (h) if the director is removed from office by resolution of a general meeting of the society;
- (i) subject to subsection (2)—if the director has, or the director's spouse living with him or her has, or is partner of, or in the employment of, or the employer of any other person who has a direct or indirect pecuniary interest in any agreement with the society otherwise than as a member of, and in common with the other members of a company or corporate body consisting of more than 20 persons.

(2) The provisions of subsection (1)(i) shall not extend or apply to any loan to the director, or other person referred to in that paragraph, as the case may be, made or guaranteed by the society in accordance with a special resolution, or to any purchase by the director or such other person from the society in accordance with a special resolution, or to any of the following dealings, if made in good faith, in the ordinary course of business of the society, and on such terms as are usual and proper in similar dealings between the society and its members, that is to say—

- (a) a purchase of any goods by the director, or such other person, from the society;
- (b) a sale of any agricultural products or live stock by the director, or such other person, to the society;
- (c) a loan, whether by deposit or otherwise, by the director, or such other person to the society;

- (d) any loan made to a society and in which a director's or such other person's pecuniary interest consists in the director having guaranteed or joined in guaranteeing the repayment of the loan or any part thereof;
- (e) any other dealing between the society and a director, or any such other person, which under its objects the society may have with its members;
- (f) such other dealings as may be prescribed.

(3) A director shall not vote upon any question in which the director or any other person referred to in subsection (1)(i) has any direct or indirect pecuniary interest otherwise than as a member and in common with the other members of the society, and if the director votes his or her vote shall not be counted.

(3A) Subsection (3) shall not extend or apply to a vote in connection with any dealing referred to in subsection (2)(a), (b), (c), (d), (e) or (f).

(4) Any vacancy occurring on the board shall be filled as prescribed by the rules of the society.

Power to restrain certain persons from managing societies

77.(1) Where a person is convicted whether within or without the State—

- (a) on indictment of any offence in connection with the promotion or management of a corporation; or
- (b) of any offence involving fraud or dishonesty punishable on conviction with imprisonment for 3 months or more; or
- (c) of any offence under section 81 of this Act or under the *Companies Act 1961*, section 124 or under the *Companies (Queensland) Code*, section 229 or in respect of a conviction without the State, under any provision corresponding to such sections;

and that person, within a period of 5 years after the person's conviction or, if the person is sentenced to imprisonment, after the person's release from prison, without the leave of the court is a director of or is in any way whether directly or indirectly concerned or takes part in the management of

a society the person shall be guilty of an offence against this Act.

Maximum penalty—8 penalty units or imprisonment for 6 months.

(2) A person intending to apply for the leave of the court under this section shall give to the Crown law officer not less than 10 days notice of the person's intention so to apply.

(3) On the hearing of any application under this section the Crown law officer may be represented at the hearing of and may oppose the granting of the application.

Acting as director after office vacated

78. Any person who knowingly continues to exercise the powers of a director of a society after the person's office as director has been vacated and any director of a society who knowingly permits or suffers any such person to exercise the powers of a director shall be guilty of an offence against this Act.

Maximum penalty—4 penalty units.

Director's fees

79. A director may be paid such fees as are fixed by a general meeting of the society.

Secretary and other officers

80.(1) A society shall appoint a secretary who shall be a natural person and who ordinarily resides in the State.

(2) Anything required or authorised to be done by or in relation to the secretary may, if the office is vacant or for any other reason the secretary is not capable of acting, be done by or in relation to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or in relation to any officer of the society authorised generally or specially in that behalf by the directors.

(3) A provision requiring or authorising a thing to be done by or in relation to a director and the secretary shall not be satisfied by its being done by or in relation to the same person acting both as director and as, or in

place of, the secretary.

(4) A society may appoint such other officers and employees as it considers necessary for the effectual carrying on of its business.

As to the duty and liability of officers

81.(1) A director shall at all times act honestly and use reasonable diligence in the discharge of the duties of the director's office.

Maximum penalty—20 penalty units.

(2) An officer of a society shall not make use of any information acquired by virtue of the officer's position as an officer to gain directly or indirectly an improper advantage for himself or herself or to cause detriment to the society.

Maximum penalty—20 penalty units.

(3) An officer who commits a breach of any of the provisions of this section shall be liable to the society for any profit made by the officer or for any damage suffered by the society as a result of the breach of any of those provisions.

(4) This section is in addition to and not in derogation of any other enactment or rule of law relating to the duty or liability of directors or officers of a society.

Annual and special meetings

82.(1) A general meeting of the society shall be held once at least in every period of 12 months, within 3 months after the close of the society's financial year (or within such further time as the registrar at the registrar's discretion may allow) and shall be called the annual general meeting.

(2) Special meetings of the society shall be held or may be called as prescribed by the rules of the society.

(3) At any meeting of the society no item of business shall be transacted unless a quorum of members entitled under the rules to vote is present during the time when the meeting is considering that item.

(4) The quorum shall be as prescribed by the rules of the society but shall not in any case be less than—

- (a) in the case of a society, the number of members whereof for the time being is 30 members or less—50% of such members; and
- (b) in the case of a society, the number of members whereof for the time being is greater than 30 but less than 300—15; and
- (c) in the case of a society, the number of members whereof for the time being is 300 at least—30.

Voting by members

83.(1) Except as is otherwise provided in this Act or by the rules of the society, every question for decision by a meeting of the society shall be determined by a majority of the members present in person thereat who are entitled under the rules to vote, and unless a poll is demanded by at least 5 such members the question shall be determined on a show of hands.

(2) Every member of a society entitled under the rules to vote shall, irrespective of the number of shares held by the member, have 1 vote.

(3) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to an additional or casting vote.

Minutes of meeting

84.(1) Every society shall record in books kept for the purpose minutes of every meeting of members of the society, of the board, and of every committee kept pursuant to the rules.

(2) The minutes of the business transacted at a meeting of a society, or of the board, or of any committee shall be confirmed and when signed by the chairperson at a subsequent meeting, shall be prima facie evidence that the business as therein recorded was transacted at the meeting and that the meeting was duly convened and held.

(3) An entry in the minutes of a meeting of a society to the effect that a resolution was carried, or was lost, shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded for or against the resolution.

Financial year

85.(1) The financial year of a society shall end on such day in each calendar year as is provided for by the rules.

(2) The first financial year of a society may extend with the approval of the registrar from the date of its registration to a date not later than 18 months from the date of its registration.

(3) Upon an alteration of the rules of a society altering its financial year, the alteration may provide either that the financial year current at the date of alteration shall be extended for a period not exceeding 6 months or that the financial year next following the financial year that is then current shall be a period exceeding 12 months but not exceeding 18 months.

Audit

86.(1) The accounts of a society shall be audited annually or more frequently as may be prescribed by the rules.

(2) An auditor shall be—

(a) a person who is a member of—

(i) the Institute of Chartered Accountants in Australia; or

(ii) the Australian Society of Certified Practising Accountants;
or

(b) a person approved by the registrar;

but an officer or servant of the society is not capable of being appointed its auditor.

(3) A person shall not be capable of being appointed auditor of a society at a meeting of the society unless the person held office as auditor of the society immediately before the meeting or notice of the person's nomination as auditor was given to the society by a member of the society not less than 14 days before the meeting.

(4) Where notice of nomination of a person as an auditor of a society is received by the society, the society shall, not less than 7 days before the meeting concerned, send a copy of the notice to—

(a) the person nominated;

- (b) each auditor (if any) of the society;
- (c) each person entitled to receive notice of that meeting of the society.

Duties of auditors

87.(1) Every auditor shall make a report to the members on the accounts examined by the auditor and on the register of members and other records which the society is required to keep by law or by its rules, and on every balance sheet and every profit and loss account laid before the society in general meeting during the auditor's tenure of office, and shall state in the report whether, in the auditor's opinion—

- (a) the balance sheet and profit and loss account are properly drawn up in accordance with the provisions of this Act and so as to give a true and fair view of the state of the society's affairs; and
- (b) the register of members and other records which the society is required to keep by or under this Act or by its rules, have been properly kept in accordance with the Act and rules.

(2) Every auditor shall state in his or her report—

- (a) if the auditor has not obtained all the information and explanations that the auditor required;
- (b) if, in the auditor's opinion, proper books of account have been kept by the society;
- (c) if, in the auditor's opinion, the returns as submitted from branches not visited by the auditor are inadequate;
- (d) if, in the auditor's opinion, the society's balance sheet and profit and loss account dealt with by the report are in agreement with the books of account and returns;
- (e) if, in the auditor's opinion, and to the best of the auditor's information and according to the explanation given to the auditor, the said accounts give the information required by or under this Act in the manner so required and give a true and fair view—
 - (i) in the case of the balance sheet—of the state of the society's affairs as at the end of the financial year; and

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- (ii) in the case of the profit and loss account—of the profit or loss for its financial year;
- (f) if, in the auditor's opinion, the register of members and other records which the society is required to keep by or under this Act or by its rules have been properly kept;
- (g) if, in the auditor's opinion, the rules relating to the administration of the funds of the society have been observed.

(3) Every auditor shall have a right of access at all times to the books, accounts, vouchers, securities and documents of the society, and shall be entitled to require from the directors and other officers of the society such information and explanation as the auditor thinks necessary for the performance of the audit.

(4) The auditors of a society shall be entitled to attend any general meeting of the society and to receive all notices of and other communications relating to any general meeting which any member of the society is entitled to receive and to be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as auditors.

(5) A copy of the balance sheet and profit and loss account duly audited, together with a copy of the auditor's report to the members of the society, shall be transmitted by the society to each member with the notice of the annual general meeting, or in the alternative, if the rules of the society so provide the notice of the annual general meeting may include a notice that the balance sheet and profit and loss account and auditor's report may be inspected by members at the office of the society for such period before the meeting as may be prescribed by the rules.

(6) Any director or officer of a society who refuses or fails without lawful excuse to allow any auditor access to any books, accounts, vouchers, securities and documents of the society in the director's or officer's custody or power or to give any information possessed by the director or officer as and when required or who otherwise hinders, obstructs or delays an auditor in the performance of the auditor's duties or the exercise of the auditor's powers shall be guilty of an offence against this Act.

(7) Every auditor shall, within 7 days after furnishing the society with a report pursuant to subsection (1), forward or lodge with the registrar a copy of such report.

Auditor-general may audit accounts

88. The Minister may at any time require and authorise the auditor-general to audit the accounts of any society and, when so required and authorised, the auditor-general shall have in respect of such accounts all the powers conferred on the auditor-general by any law relating to the audit of public accounts, and shall at the completion of any such audit report thereon to the Minister.

Officer to give security

89. Every officer having the receipt or charge of money of the society shall give security as prescribed for rendering a just and true account of all moneys received and paid by the officer for the society, and for payment of all money due from the officer to the society.

PART 8—WINDING-UP AND CANCELLATION**Methods of winding-up**

91. A society may be wound-up voluntarily or by or subject to the supervision of the court or upon a certificate of the registrar.

Winding-up voluntarily or subject to court

92.(1) In the case of a winding-up either voluntarily or by or subject to the supervision of the court, the society may be wound-up in the same manner and in the same circumstances in which a company formed or registered under the Companies (Queensland) Code may be wound-up and the provisions of that Code relating to such a winding-up shall apply to and in respect of the winding-up of the society with and subject to all necessary adaptations and in particular so that—

- (a) any reference in that Code to a special resolution shall be deemed to be a reference to a special resolution as defined in this Act; and
- (b) any reference in that Code to the commission shall be deemed to

be a reference to the registrar appointed under this Act.

(2) Where a society is being wound-up voluntarily and a vacancy occurs in the office of liquidator which in the opinion of the registrar is unlikely to be filled in the manner provided in the Companies (Queensland) Code, the registrar may appoint a person to be liquidator.

Winding-up on certificate of registrar

93.(1) In the case of a winding-up upon a certificate of the registrar the society may be wound-up if the registrar certifies that any of the following events has occurred, that is to say—

- (a) that the number of members is—
 - (i) in the case of a society formed and registered under the repealed Act—reduced to less than 7 members; or
 - (ii) in the case of a society formed and registered under this Act—reduced to less than 25 members; or
 - (iii) in the case of a federation or league—reduced to less than 2;
- (b) that the society has not commenced business within a year of registration or has suspended business for a period of more than 6 months;
- (c) that the period (if any) fixed for the duration of the society by its rules has expired;
- (d) that an event (to be specified in the certificate) has occurred upon the occurrence of which this Act or the rules provide that the society is to be wound-up;
- (e) that the registration of the society has been obtained by mistake or fraud;
- (f) that the society exists for an illegal purpose;
- (g) that the society has wilfully and after notice from the registrar violated the provisions of this Act or of the rules of the society;
- (h) that there are, and have been for a period of 1 month immediately before the date of the certificate, insufficient directors of the society to constitute a quorum as provided by the rules of the society;

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- (i) that, as a result of an inquiry pursuant to the provisions of this Act into the affairs of a society or the working and financial provisions of a society, it is in the interests of members or creditors of the society that the society be wound-up.

(2) The registrar shall not so certify unless—

- (a) the event has been proved to the registrar's satisfaction; and
- (b) in the case of any of the events referred to in subsection (1)(e), (f), (g), (h) and (i), the Minister consents to the issue of the certificate by the registrar.

(3) Where the registrar so certifies, the registrar may appoint a person to be the liquidator of the society, and the liquidator shall give such security and be entitled to receive such fees as are prescribed.

(3A) The liquidator shall, within 10 days after the liquidator's appointment, give notice thereof by advertisement in the gazette, and in a newspaper circulating in the district in which the office of the society is registered.

(4) Where the registrar has so certified and a liquidator has been appointed the provisions of the Companies (Queensland) Code relating to a member's voluntary winding-up of a company formed or registered under that code shall apply to and with respect to the winding-up of the society with and subject to all necessary adaptations including the adaptations referred to in section 92(1).

(5) However—

- (a) any vacancy occurring in the office of liquidator shall be filled by the appointment by the registrar; and
- (b) the winding-up shall be deemed to commence at the date of the certificate of the registrar.

Liability etc. of members on winding-up

94.(1) In a winding-up of a society the provisions of the Companies (Queensland) Code shall be applied subject to this section.

(2) No contribution shall be required from any member of the society exceeding the amount (if any) on the shares in respect of which the member

is liable as a past or present member, together with any charges payable by the member to the society in accordance with the rules.

(3) Any sum due to a member of a society in the member's capacity as a member by way of dividends, profits or otherwise shall be deemed not to be a debt of the society payable to the member in a case of competition between himself or herself and any other creditor not being a member to whom any sum within such description is due, but any such sum may be taken into account for the purpose of the final adjustment of the rights of contributors amongst themselves.

Dissolution and cancellation

95.(1) A society shall not be dissolved nor the registration of the society cancelled until—

- (a) an account made up and signed by the liquidator showing the assets and liabilities of the society at the commencement of the winding-up and the mode in which those assets and liabilities have been applied and discharged; and
- (b) a certificate signed by the liquidator, or by the secretary or some other officer of the society approved by the registrar that all property vested in the society has been duly conveyed or transferred by the society to the persons entitled;

have been lodged with, or sent by prepaid registered post to the registrar.

(2) As soon as is practicable after the society is dissolved, the registrar shall register the dissolution and cancel the registration of the society.

Application of provisions relating to defunct societies and avoiding dissolution etc.

96. Without derogating from the generality of the provisions of sections 92 and 94 of this Act the provisions of Companies (Queensland) Code, part 12, division 4, subdivision F shall apply to and with respect to societies registered under this Act with and subject to all necessary adaptations including the adaptations referred to in section 92(1) of this Act.

PART 10—MISCELLANEOUS

Power of registrar to require evidence

100.(1) On any application for registration of a society or of any rule or document under this Act the registrar may require from the applicant such information and evidence as is reasonable in order to show that the application should be granted.

(2) The registrar may require from any society such information and evidence as is reasonable in order to show that the society is bona fide carrying on business in accordance with the provisions of this Act.

(3) The registrar may require from a society such evidence as the registrar thinks proper of all matters required to be done and of the particulars in any document required to be lodged with, or delivered or sent to, the registrar under this Act.

Inspection of books

101.(1) The registrar or any inspector may inspect, or, with the approval of the Minister, any officer of the public service or any accountant may inspect any minutes, registers, books and documents of any society.

(2) The registrar, inspector, public service officer or accountant may require any of the following persons to give to the registrar the minutes, registers, books or documents of the society—

- (a) the director, or an officer, of the society;
- (b) someone else the registrar reasonably believes has custody or control of the society's minutes, registers, books or documents.

(2A) A person required to give something to the registrar under subsection (2) must comply with the requirement, unless the person has a reasonable excuse.

Maximum penalty—4 penalty units.

(3) Any bank in which a society keeps an account shall, when so required in writing by the registrar, furnish to the registrar a statement of such account and any other particulars required by the registrar to be so furnished and no bank shall incur any liability whether in respect of any

breach of trust or otherwise, by reason only of the furnishing of any statement or particulars pursuant to this section.

Special meeting and inquiry on application of board or members

102.(1) The registrar shall on the application of a majority of the board or of not less than one-tenth of the members of any society—

- (a) call a special general meeting of the society; or
- (b) hold an inquiry into the affairs of the society.

(2) The application shall be supported by such evidence as the registrar directs for the purpose of showing that the applicants have good reason for requiring the meeting or inquiry, and that the application is made bona fide.

(3) Such notice of the application shall be given to the society as the registrar directs.

(4) The applicants shall give such security for the expenses of the meeting or inquiry as the registrar directs.

(5) The registrar may direct at what time and place any such meeting is to be held and what matters are to be discussed and determined at the meeting, and shall give such notice to members of the holding of such meeting as the registrar deems fit notwithstanding any provision in the rules of the society as to the giving of such notice.

(6) The meeting shall have all the powers of a meeting called in accordance with the rules of the society, and shall have power to appoint its own chairperson, notwithstanding any rule of the society to the contrary.

(7) The registrar may appoint a person to be an inspector to hold the inquiry.

(7A) A person (other than a public service officer) appointed as an inspector is to be employed under this Act, and not under the *Public Service Act 1996*.

(8) All expenses of and incidental to the meeting or inquiry shall be defrayed by the applicants or out of the funds of the society or by any officer or member or former officer or member of the society as the registrar directs, or in any 2 or more of such ways in such proportions as the registrar directs, and any amount thereof not paid as directed by the

registrar may be recovered by the registrar by action as for a debt in any court of competent jurisdiction.

Inquiry by registrar or inspector

103.(1) The registrar may, on the registrar's own initiative, hold an inquiry or appoint a person to be an inspector to hold an inquiry into the affairs of a society.

(1B) A person (other than a public service officer) appointed as an inspector is to be employed under this Act, and not under the *Public Service Act 1996*.

(2) Upon the completion of any inquiry under this section or section 102 the registrar may if the registrar thinks fit call a special general meeting of the society.

(3) The provisions of section 102(5), (6) and (8) shall so far as applicable apply to and with respect to any such meeting.

Powers of registrar etc. on inquiry

104. In holding any inquiry in accordance with this Act the registrar or inspector concerned (including a person appointed by the registrar to be an inspector pursuant to section 102 or 103) shall have and may exercise all the powers, authorities, protection and jurisdiction of a commission under the *Commissions of Inquiry Act 1950*, except such as are limited to a chairperson of such a commission who is a judge of the Supreme Court.

Inspection of documents at registry

105. Any person may on payment of the prescribed fee—

- (a) inspect at the office of the registrar the rules of and the documents relating to the registration of any society;
- (b) obtain from the registrar a certificate of the registration of any society and a certified copy of the rules or of any part of the rules of any society;
- (c) with the permission of the registrar, inspect at the registrar's office and obtain from the registrar a certified copy of any other

registered document, or of any part thereof;

- (d) inspect at the office of the registrar any final accounts of any society;
- (e) inspect at the office of the registrar any list of the directors of any society.

Certificates etc.

106.(1) Every certificate of incorporation or other official document relating to a society signed by or bearing the seal of the registrar shall be received in evidence without further proof.

(2) Anything purporting to be a duplicate original or copy of a certificate of incorporation of a society and certified as such by the registrar shall be received in evidence as if it were the original certificate.

(3) Judicial notice shall be taken of the signature and seal of any person who holds or has held the office of registrar, if the signature or seal purports to be attached to any certificate or other official document.

(4) The provisions of this section shall extend to any copy of the rules of a society certified by the registrar to be a true copy of its registered rules.

Rules

107. A copy of the rules of a society purporting to be certified by the secretary of the society to be a true copy of its registered rules shall be prima facie evidence of the rules.

Register

108. The register of directors, members and shares of a society shall be prima facie evidence of the particulars directed or authorised by or under this Act to be inserted therein, and a copy of any entry in that register shall, if certified by the registrar to be a true copy of the entry in question, be prima facie evidence of the particulars to which the entry relates.

Entries in books

109. A copy of any entry in a book of a society regularly kept in the course of business shall, if certified by statutory declaration of the secretary to be a true copy of the entry, be received in evidence in any case where and to the same extent as the original entry itself is admissible.

Saving

110. Sections 100 to 109 shall be read and construed as in aid of and not in derogation from any other Act or law relating to evidence, judicial notice, or the proof of documents.

False copies of rules

111. If any person gives to any member of a society or to any person intending or applying to become a member of a society, a copy of any rules or any alterations of the same other than those which have been duly registered representing that the same are binding on the members of the society, or if any person makes any alteration in any of the rules of the society after they have been registered, and circulates the same representing that they have been duly registered, when they have not been so registered, the person shall, without prejudice to proceedings for any other offence for which the person may be liable, be guilty of an offence against this Act.

Maximum penalty—4 penalty units.

False entries

112. If any person wilfully makes, orders, or allows to be made any entry or erasure in, or omission from, any balance sheet or account of a society or any book, register, return or document required to be kept, lodged, sent, delivered, or produced for any purpose of this Act, with intent to falsify the same, or to evade any of the provisions of this Act, the person shall, without prejudice to proceedings for any other offence for which the person may be liable, be guilty of an offence against this Act.

Maximum penalty—4 penalty units.

Imposition and misapplication of moneys etc.

113. If any person, by false representation or imposition, obtains possession of any property of a society, or having the same in the person's possession, withholds or misapplies the same or wilfully applies any part thereof to purposes other than those specified or authorised by the rules of the society or by this Act, the person shall, without prejudice to proceedings for any other offence for which the person may be liable, be guilty of an offence.

Maximum penalty—4 penalty units.

Failure to comply with lawful requirements etc.

114. Every person who—

- (a) being required under this Act to supply any information, produce any record, or lodge any return, fails, without reasonable excuse the proof whereof shall lie upon the person, to supply that information, produce that record, or lodge that return, as the case may be, in accordance with that requirement;
- (b) being required under this Act to answer any question, fails without reasonable excuse the proof whereof shall lie upon the person to answer that question or gives an answer which the person knows to be false;
- (c) assaults, resists, or obstructs any person in the exercise of the person's powers or in the discharge of the person's duties under this Act, or attempts so to do;

shall be guilty of an offence against this Act.

Maximum penalty—6 penalty units.

Liability for offences by corporations etc.

115.(1) Except where otherwise expressly provided in this Act, where a society or other corporate body offends against this Act each and every one of the following persons shall be deemed to have committed the offence, and shall be liable to be proceeded against and punished accordingly, namely—

- (a) the managing director, manager, or other governing officer, by whatever name called, and every member of the governing body, by whatever name called, thereof; and
- (b) every person who in Queensland manages or acts or takes part in the management, administration, or government of the business in Queensland of the society or other corporate body.

(1A) Subsection (1) applies so as not to limit or affect howsoever the liability of a society or other corporate body to be proceeded against and punished for an offence against this Act committed by it.

(2) Except where otherwise expressly provided in this Act, where any member of an unincorporated body or association of persons commits an offence against this Act, the other member or members, as the case requires, of that body or association shall be deemed to have also committed the offence and shall be liable to be proceeded against and punished accordingly.

(3) No person who is proceeded against pursuant to this section shall be convicted if the court is satisfied that the offence was committed without the person's consent or connivance and that the person exercised all such diligence to prevent the commission of the offence as the person ought to have exercised having regard to all the circumstances.

Self incrimination

116. Nothing in this Act compels a person to answer a question if answering the question might tend to incriminate the person.

Protection from liability

117.(1) In this section—

“official” means—

- (a) a Crown law officer; or
- (b) the registrar; or
- (c) a person (other than the registrar) who is—
 - (i) a public service officer or accountant acting with the

Minister's approval under section 101;² or

- (ii) an employee of the department; or
- (d) an inspector.

(2) An official does not incur civil liability for an act done, or omission made, honestly and without negligence under this Act.

(3) If subsection (2) prevents a civil liability attaching to an official, the liability attaches instead to the State.

Forms

118. The chief executive may approve forms for use under this Act.

Regulation making power

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

(2) A regulation may—

- (a) impose fees; or
- (b) create offences and prescribe penalties of not more than 2 penalty units for each offence.

Approval of forms

119A. The chief executive may approve forms for use under this Act.

PART 11—TRANSITIONAL

References to Co-operative and Other Societies Act 1967 etc.

121.(1) In an Act or document, a reference to the *Co-operative and*

² Section 101 (Inspection of books)

Cooperative and Other Societies Act 1967

Other Societies Act 1967 is a reference to this Act.

(2) In an Act or document, a reference to the *Co-operative Societies Act 1946* may, if the context permits, be taken to be a reference to this Act.

ENDNOTES**1 Index to endnotes**

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2 Date to which amendments incorporated

This is the reprint date mentioned in the Reprints Act 1992, section 5(c). Accordingly, this reprint includes all amendments that commenced operation on or before 17 January 1997. Future amendments of the Cooperative and Other Societies Act 1967 may be made in accordance with this reprint under the Reprints Act 1992, section 49.

3 Key

Key to abbreviations in list of legislation and annotations

AIA	=	Acts Interpretation Act 1954	(prev)	=	previously
amd	=	amended	proc	=	proclamation
ch	=	chapter	prov	=	provision
def	=	definition	pt	=	part
div	=	division	pubd	=	published
exp	=	expires/expired	R[X]	=	Reprint No.
gaz	=	gazette	RA	=	Reprints Act 1992
hdg	=	heading	reloc	=	relocated
ins	=	inserted	renum	=	renumbered
lap	=	lapsed	rep	=	repealed
notfd	=	notified	s	=	section
om	=	omitted	sch	=	schedule
o in c	=	order in council	sdiv	=	subdivision
p	=	page	SIA	=	Statutory Instruments Act 1992
para	=	paragraph	SL	=	subordinate legislation
prec	=	preceding	sub	=	substituted
pres	=	present	unnum	=	unnumbered
prev	=	previous			

4 Table of earlier reprints

TABLE OF EARLIER REPRINTS

[If a reprint number includes an arabic letter, the reprint was released in unauthorised, electronic form only.]

Reprint No.	Amendments included	Reprint date
1	to Act No. 57 of 1995	16 January 1996

5 Tables in earlier reprints

TABLES IN EARLIER REPRINTS

Name of table	Reprint No.
Changed citations and remade laws	1
Changed names and titles	1
Corrected minor errors	1
Obsolete and redundant provisions	1

6 List of legislation**Cooperative and Other Societies Act 1967 No. 46 (prev Co-operative and Other Societies Act 1967)**

date of assent 19 December 1967

commenced 1 January 1968 (proc pubd gaz 23 December 1967 p 1565)

as amended by—

Age of Majority Act 1974 No. 57 s 8 sch

date of assent 27 September 1974

commenced 1 March 1975 (proc pubd gaz 16 November 1974 p 1083)

Co-operative and Other Societies Act Amendment Act 1976 No. 52

date of assent 1 October 1976

commenced on date of assent

Co-operative and Other Societies Act and Another Act Amendment Act 1978 No. 1 pts 1–2

date of assent 28 April 1978

commenced 11 May 1978 (proc pubd gaz 11 May 1978 p 271)

Companies (Consequential Amendments) Act 1981 No. 111 pts 1, 6 sch

date of assent 16 December 1981

ss 1–2 commenced on date of assent

remaining provisions commenced 1 July 1982 (see s 2(4) and proc pubd gaz 29 June 1982 p 2102)

Credit Societies Act 1986 No. 19 ss 1–2, 246

date of assent 8 April 1986

ss 1–2 commenced on date of assent

remaining provision commenced 1 July 1986 (proc pubd gaz 28 June 1986 p 1777)

Real Property Acts and Other Acts Amendment Act 1986 No. 26 ss 1–2, 4 sch

date of assent 8 April 1986

commenced on date of assent

Public Service (Administrative Arrangements) Act 1990 (No. 2) No. 80 s 3 sch 6

date of assent 14 November 1990

commenced on date of assent

Public Accountants Registration (Repeal and Consequential Amendments) Act 1990 No. 85 ss 1–2, 5 sch 2

date of assent 29 November 1990

ss 1–2 commenced on date of assent

remaining provisions commenced 1 January 1991 (see s 2(3))

Treasury Legislation Amendment Act 1995 No. 15 pts 1, 3 sch 2

date of assent 11 April 1995

ss 1–2 commenced on date of assent

remaining provision commenced 1 July 1995 (see s 2)

Statute Law Revision Act 1995 No. 57 ss 1–2, 4 sch 1 (as amd by Act 1995 No. 58 ss 1–2, 4 sch 1)

date of assent 28 November 1995

commenced on date of assent

Public Service Act 1996 No. 37 ss 1–2, 147 sch 2

date of assent 22 October 1996

ss 1–2 commenced on date of assent

remaining provisions commenced 1 December 1996 (1996 SL No. 361)

Consumer Law and Other Justice Legislation (Miscellaneous Provisions) Act 1996 No. 56 pts 1, 8

date of assent 20 November 1996

commenced on date of assent

Justice Legislation (Miscellaneous Provisions) Act 1996 No. 79 pts 1–2

date of assent 12 December 1996

pt 1 commenced on date of assent

remaining provisions not yet proclaimed into force

7 List of annotations

Short title

s 1 sub 1995 No. 57 s 4 sch 1

Division of Acts 2 amd 1986 No. 19 s 246(1)
om R1 (see RA s 36)**Repeals and savings**

s 4 om 1995 No. 15 s 10 sch

Definitions

prov hdg sub 1995 No. 15 s 11(1)

s 5 def “**approved form**” ins 1995 No. 57 s 4 sch 1
def “**Companies Act**” om 1981 No. 111 s 23 sch
def “**Crown Law Officer**” amd 1990 No. 80 s 3 sch 6
def “**Minister**” ins 1990 No. 80 s 3 sch 6
om 1995 No. 15 s 11(2)
def “**Part**” om 1995 No. 15 s 11(2)
def “**registrar**” sub 1995 No. 15 s 11(2)–(3); 1995 No. 57 s 4 sch 1
def “**repealed Act**” ins 1995 No. 15 s 11(3)**Registrar**s 6 sub 1995 No. 15 s 12
amd 1996 No. 37 s 147 sch 2**Delegation by registrar**

s 7 sub 1995 No. 15 s 12

Annual report by registrars 8 sub 1996 No. 79 s 4

General objects of societies

s 9 amd 1986 No. 19 s 246(1)
(2) renum as s 9A 1995 No. 57 s 4 sch 1

Classes of societies

s 9A (prev s 9(2)) renum 1995 No. 57 s 4 sch 1

Objects of trading society

s 10 amd 1995 No. 57 s 4 sch 1

Powers of society

s 11 amd 1981 No. 111 s 23 sch

Division 4—Credit Unions

div hdg om 1986 No. 19 s 246(1)

Objects of credit union

s 14 om 1986 No. 19 s 246(1)

Powers of credit union

s 15 om 1986 No. 19 s 246(1)

Business of credit union

s 16 om 1986 No. 19 s 246(1)

Meaning of expression

s 21 amd R1 (see RA s 37)

Declaration of society as mutual buying group society

s 22 amd 1995 No. 15 s 10 sch

Formation of societies

s 27 amd 1995 No. 15 s 10 sch

Amalgamation

s 30 amd 1978 No. 1 s 5; 1995 No. 15 s 10 sch

Registration of society

s 31 amd 1995 No. 15 s 10 sch

Effect of incorporation

prov hdg sub 1995 No. 57 s 4 sch 1

s 32 amd 1995 No. 57 s 4 sch 1

Names of societies

s 33 amd 1986 No. 19 s 246(1); 1995 No. 15 s 10 sch

Change of name

s 34 amd 1986 No. 19 s 246(1); 1995 No. 15 s 10 sch; 1995 No. 57 s 4 sch 1

Appeal

s 35 amd 1995 No. 57 s 4 sch 1

Conversion of primary producers association into society

s 36A ins 1978 No. 1 s 6
amd 1995 No. 15 s 10 sch

Amalgamation of primary producers associations and societies

s 36B ins 1978 No. 1 s 7
amd 1995 No. 15 s 10 sch

Vesting of property and preservation of rights etc.

s 36C ins 1978 No. 1 s 8
amd 1986 No. 26 s 4 sch

Conversion of company into society

s 37 amd 1981 No. 111 s 23 sch

Conversion of society into company

s 38 amd 1981 No. 111 s 23 sch

Members

s 39 amd 1974 No. 57 s 8 sch

Capital

s 42 amd 1995 No. 15 s 10 sch

Publication of name of society

s 52 amd 1995 No. 15 s 10 sch

Society using other than registered name

s 53 amd 1995 No. 15 s 10 sch

Returns

s 56 amd 1995 No. 15 s 10 sch

Application of Companies (Queensland) Code in relation to shares etc.

prov hdg amd 1986 No. 111 s 23 sch
s 59 amd 1981 No. 111 s 23 sch; 1986 No. 19 s 246(1)

Investment

s 60 amd 1981 No. 111 s 23 sch; 1995 No. 15 s 13

Model rules

s 66 amd 1995 No. 15 s 10 sch

Subject matter of rules

s 67 amd 1995 No. 15 s 10 sch

Alteration of rules

s 70 amd 1995 No. 15 s 10 sch

Board of directors

s 71 amd 1995 No. 15 s 10 sch

Age limit for directors

s 76 om 1996 No. 56 s 108

Power to restrain certain persons from managing societies

s 77 amd 1981 No. 111 s 23 sch; 1995 No. 15 s 10 sch

Acting as director after office vacated

s 78 amd 1995 No. 15 s 10 sch

Secretary and other officers

s 80 amd 1995 No. 57 s 4 sch 1

As to the duty and liability of officers

s 81 amd 1995 No. 15 s 10 sch

Audit

s 86 amd 1990 No. 85 s 5 sch 2

PART 7—OFFICIAL MANAGEMENT

pt hdg om 1995 No. 15 s 14

Official managements 90 amd 1981 No. 111 s 23 sch
om 1995 No. 15 s 14**Winding-up voluntarily or subject to court**

s 92 amd 1981 No. 111 s 23 sch; 1995 No. 57 s 4 sch 1

Winding-up on certificate of registrar

s 93 amd 1981 No. 111 s 23 sch; 1995 No. 15 s 10 sch

Liability etc. of members on winding-up

s 94 amd 1981 No. 111 s 23 sch

Application of provisions relating to defunct societies and avoiding dissolution etc.

s 96 amd 1981 No. 111 s 23 sch

PART 9—ADVISORY COUNCIL

pt 9 (ss 97–99) om 1995 No. 15 s 15

Inspection of books

s 101 amd 1996 No. 56 s 109

Special meeting and inquiry on application of board or members

s 102 amd 1976 No. 52 s 2; 1995 No. 15 s 16; 1996 No. 37 s 147 sch 2

Inquiry by registrar or inspector

s 103 amd 1976 No. 52 s 3; 1995 No. 15 s 17; 1996 No. 37 s 147 sch 2

Powers of registrar etc. on inquiry

s 104 amd 1976 No. 52 s 4

False copies of rules

s 111 amd 1995 No. 15 s 10 sch

False entries

s 112 amd 1995 No. 15 s 10 sch

Imposition and misapplication of moneys etc.

s 113 amd 1995 No. 15 s 10 sch

Failure to comply with lawful requirements etc.

s 114 amd 1995 No. 15 s 10 sch

Self incrimination

s 116 sub 1995 No. 15 s 18

Protection from liability

- s 117** amd 1976 No. 52 s 5
 sub 1995 No. 15 s 18
 amd 1996 No. 56 s 110

Forms

- s 118** sub 1995 No. 15 s 18

Regulation making power

- s 119** sub 1995 No. 15 s 18

Approval of forms

- s 119A** ins 1995 No. 57 s 4 sch 1

Approved forms

- s 119B** ins 1995 No. 57 s 4 sch 1
 exp 28 February 1996 (see s 119B(3))

PART 11—TRANSITIONAL

- pt hdg** ins 1995 No. 15 s 18

References in rules of societies registered under the repealed Act

- s 120** ins 1995 No. 15 s 18
 exp 1 July 1995 (see s 120(3))
 AIA s 20A applies (see s 120(2))

References to Co-operative and Other Societies Act 1967 etc.

- s 121** ins 1995 No. 57 s 4 sch 1

SCHEDULE—RELATING TO THE MEMBERS, PROCEEDINGS AND BUSINESS OF A CREDIT UNION

- om 1986 No. 19 s 246(1)

8 Provisions that have not commenced and are not incorporated into reprint

The following provisions are not incorporated in this reprint because they had not commenced before the reprint date (see Reprints Act 1992, s 5(c)).

Justice Legislation (Miscellaneous Provisions) Act 1996 No. 79, pt 2 reads as follows—

PART 2—AMENDMENT OF COOPERATIVE AND OTHER SOCIETIES ACT 1967

Act amended in pt 2

3. This part amends the *Cooperative and Other Societies Act 1967*.

Replacement of s 8 (Annual report by registrar)

4. Section 8—

omit, insert—

‘Annual report on operation of Act

‘8. The department’s annual report for a financial year must include a report on the operation of this Act during the year.’.