

Queensland



ASSOCIATIONS INCORPORATION ACT 1981

**Reprinted as in force on 4 September 1998
(includes amendments up to Act No. 83 of 1997)**

Reprint No. 3

**This reprint is prepared by
the Office of the Queensland Parliamentary Counsel
Warning—This reprint is not an authorised copy**

Information about this reprint

This Act is reprinted as at 4 September 1998. The reprint—

- shows the law as amended by all amendments that commenced on or before that day (Reprints Act 1992 s 5(c))
- incorporates all necessary consequential amendments, whether of punctuation, numbering or another kind (Reprints Act 1992 s 5(d)).

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

Minor editorial changes allowed under the provisions of the Reprints Act 1992 mentioned in the following list have also been made to—

- correct spelling and use different spelling consistent with current drafting practice (s 26(1))
- use aspects of format and printing style consistent with current drafting practice (s 35).

This page is specific to this reprint. See previous reprints 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**
- **editorial changes made in earlier reprints.**

Queensland



ASSOCIATIONS INCORPORATION ACT 1981

TABLE OF PROVISIONS

Section		Page
PART 1—PRELIMINARY		
<i>Division 1—Introductory provisions</i>		
1	Short title	9
<i>Division 2—Interpretation</i>		
2	Definitions	9
<i>Division 3—General provisions</i>		
3	Special resolutions	12
4	Whether association is formed or carried on for the purpose of financial gain for its members	13
PART 2—INCORPORATION OF ASSOCIATION		
<i>Division 1—Preliminary</i>		
5	Eligibility for incorporation	14
6	Association may resolve to incorporate and adopt proposed rules	16
7	Appointment of person to apply for incorporation	16
8	Interim officers	16
<i>Division 2—Incorporation</i>		
9	Form of application etc.	17
10	Giving notice of application etc.	17
11	Objections to applications for incorporation	18
12	Chief executive to make decision about application	18
13	Chief executive to advise association and objectors of decision	18
14	Registration of association	19
15	Certificate of incorporation	19

Division 3—Miscellaneous

16	Register of incorporated associations	19
17	Registered office	20
18	Person may inspect register etc.	20
19	False or misleading information	20
20	False, misleading or incomplete documents	21

PART 3—EFFECTS OF INCORPORATION***Division 1—General***

21	Incorporated associations are bodies corporate	22
----	--	----

Division 2—Transition from unincorporated to incorporated association

22	Property for an association	22
23	Transfer of other assets, rights and liabilities	23
24	Duty to notify registrar of titles of land or interest in land etc.	23

Division 3—Powers of incorporated associations

25	General powers	24
26	Ultra vires transactions	24
27	Liability of members	25
28	Contracts	25

PART 4—NAME OF INCORPORATED ASSOCIATION***Division 1—Preliminary***

29	Name of incorporated association to include ‘incorporated’ etc.	26
30	Use of ‘incorporated’ as part of name etc.	26
31	Name on seal	27
32	Name of incorporated association to appear on documents	27

Division 2—Exemption from use of ‘incorporated’

33	Incorporated association may be exempted from using word ‘incorporated’	27
----	---	----

Division 3—Change of name

34	Definitions for division	28
35	Incorporated association may apply to change its name	28
36	Giving notice of application to change name	29
37	Objections to application for change of name	29

Associations Incorporation Act 1981

38	Chief executive to advise association and objectors of decision	30
39	Notice of decision	30
40	Registration of new name	30
41	New certificate of incorporation	30
42	Change of name does not affect legal personality	31
	<i>Division 4—Undesirable names</i>	
43	Association must not have undesirable name	31
44	Notice to associations having or proposing to have undesirable name	32
45	Associations may be allowed to have undesirable names	32
	PART 5—RULES	
	<i>Division 1—Registration of rules</i>	
46	Registration of incorporated association’s rules	33
47	Matters not provided for in rules provided for in model rules	34
	<i>Division 2—Amending rules</i>	
48	Application to register amendment of rules	34
49	Registration of amendment	35
50	Effect of amended rules	35
51	Effect of amendment of model rules	36
52	Chief executive may ask for copy of complete rules	36
	<i>Division 3—Miscellaneous</i>	
53	Secretary must make rules available to members if asked	36
54	Form in which rules must be kept	37
	PART 6—GENERAL OPERATION OF INCORPORATED ASSOCIATION	
	<i>Division 1—Meetings</i>	
55	First annual general meeting	37
56	Subsequent annual general meetings	37
57	General meetings	37
	<i>Division 2—Audits</i>	
58	Audit of newly formed incorporated association	38
59	Audit and statement	38
	PART 7—MANAGEMENT COMMITTEE	
60	Management committee	41

Associations Incorporation Act 1981

61	Membership of management committee	41
61A	Eligibility for election to a management committee	41
62	Election of management committee	42
63	Meetings of management committee	42
64	Tenure of members of management committee	42
65	When secretary must be elected or appointed	43
66	Management committee to ensure association has appropriate individual as secretary	44
67	Secretary may be appointed or removed at any time	44
68	Notification of certain office holders	44
69	Office of secretary	45
70	Insurance	46
PART 8—RIGHTS AND OBLIGATIONS OF MEMBERS		
71	Rights of members	46
72	Enforcement of rights and obligations	47
73	Powers of Supreme Court	47
PART 9—INCORPORATION OF BRANCHES AND AMALGAMATION OF INCORPORATED ASSOCIATIONS		
<i>Division 1—Incorporation of branches</i>		
74	Members of branch may resolve to incorporate	48
75	Powers of appointed person	48
76	Modified application of Act	49
77	Obligations of branch	49
78	Branch must have word ‘branch’ in its name etc.	49
<i>Division 2—Amalgamation of incorporated associations</i>		
79	Definitions for division	50
80	Members may resolve to amalgamate	50
81	Applicant incorporated associations must have agreed rules	50
82	Appointment of appointed person to make application	51
83	Chief executive may require notices to be sent to creditors	51
84	Modified application of Act	52
85	Certificate of incorporation	52
86	Effect of incorporation	52

87	Duty to notify registrar of titles of land or interest in land etc.	52
88	Amalgamation does not affect certain rights and obligations	53

PART 10—WINDING-UP

89	Voluntary winding-up	53
90	Winding-up by the Supreme Court	54
91	Application of Corporations Law to winding-up	55
92	Distribution of surplus assets	55
93	Cancellation of incorporation	56
94	Vesting of property on cancellation	57

**PART 11—CHANGE IN STATUS OF INCORPORATED
ASSOCIATIONS AND OTHER ENTITIES**

Division 1—Interpretation

95	Purpose of part	58
96	Definitions	58

Division 2—Incorporation of certain eligible friendly societies

97	Notice about special resolutions	59
97A	Society to have president and treasurer before applying for transfer of incorporation	59
98	Application	59
99	Incorporation	60
100	Chief executive must give registrar copy of certificate of incorporation . .	61
101	Matters happening on transfer day	61
102	Duty to notify registrar of titles	61
103	Directors of former society become members of management committee of incorporated association	62
104	Office holders of former society become office holders of incorporated association	62
105	Rules	62

Division 3—Incorporation of cooperatives

105A	Application of division	63
105B	Notice of cooperative's proposal to become incorporated association	63
105C	Application for incorporation of cooperative as association	64
105D	Incorporation	64
105E	Chief executive must inform registrar of incorporation	65

Associations Incorporation Act 1981

105F	Registrar to give records to chief executive	65
105G	Recording of interests in land	65
105H	Directors of former cooperative	66
105I	Office holders of former cooperative become office holders of incorporated association	66
105J	Rules	66
	<i>Division 4—Registration of incorporated associations as cooperatives</i>	
105K	Application of division	66
105L	Chief executive’s consent needed to proposed registration as cooperative	67
105M	Consent to proposed registration as cooperative	67
105N	Cancellation of registration and incorporation	68
	<i>Division 5—General</i>	
106	Financial year	68
107	False or misleading information	68
108	False, misleading or incomplete documents	69
	PART 12—REVIEWS AND APPEALS	
	<i>Division 1—Review of decisions</i>	
109	Affected person may apply for review	69
110	Applying for review	70
111	Stay of operation of decision	70
112	Decision on reconsideration	71
	<i>Division 2—Appeals against reconsidered decisions</i>	
113	Who may make an appeal?	71
114	Making appeals	71
115	Starting appeals	72
116	Stay of operation of decision	72
117	Powers of District Court on appeal	72
118	Effect of court’s decision on appeal	73
	PART 13—MISCELLANEOUS	
119	Special investigations	73
120	Protection from liability	73
121	Extension of time	74

Associations Incorporation Act 1981

122	Punishment of fraud or misappropriation	74
123	Officers deemed servants	75
124	Penalty for falsification	75
125	Proof of compliance with formal requirements	75
126	Evidence	76
127	Evidentiary provisions	76
128	Dispositions of property	77
129	Delegation	77
130	Approval of forms	78
131	Recall of letters patent	78
132	Exemption from certain provisions of Act	78
133	Irregularities in proceedings	78
134	Regulation making power	80
135	Regulations about fees and charges	80
136	Penalties under regulations to be limited	80
137	Other matters for regulations	80

PART 15—SAVINGS

144	Saving of letters patent	81
-----	------------------------------------	----

ENDNOTES

1	Index to endnotes	82
2	Date to which amendments incorporated	82
3	Key	83
4	Table of earlier reprints	83
5	Tables in earlier reprints	84
6	List of legislation	84
7	List of annotations	86
8	Table of renumbered provisions	100

ASSOCIATIONS INCORPORATION ACT 1981

[as amended by all amendments that commenced on or before 4 September 1998]

An Act to provide for the incorporation of certain associations, for the regulations of the affairs of incorporated associations, and for connected purposes

PART 1—PRELIMINARY

Division 1—Introductory provisions

Short title

1. This Act may be cited as the *Associations Incorporation Act 1981*.

Division 2—Interpretation

Definitions

2. In this Act—

“**application notice**” see—

- (a) for an application for incorporation—section 10(1)(b); or
- (b) for an application to change a name—section 36(1)(b).

“**appointed person**” see—

- (a) for part 2—section 7(1); or
- (b) for part 9, division 1—section 75(1); or
- (c) for part 9, division 2—section 82(1).

Associations Incorporation Act 1981

“approved form” see section 130.¹

“association” means an association, society, body or other entity formed, or carried on, for a lawful purpose.

“branch”, in relation to an incorporated association, means any number of members of an incorporated association controlled by a central entity who have a separate fund administered by themselves or by a committee or officers appointed by themselves.

“committee”, in relation to an association which is not an incorporated association, means the committee of the association or, if there is no committee thereof, the persons, however styled, having the management of the affairs of the association, and a committee shall consist of not less than 3 persons.

“cooperative” means a cooperative under the Cooperatives Act.

“Cooperatives Act” means the *Cooperatives Act 1997*.

“incorporated association” means an association incorporated under this Act.

“incorporation resolutions”, for an association, see section 6(1).

“interim officers” see section 8.

“legal practitioner” means a duly qualified barrister or solicitor of the Supreme Court of this State.

“legal proceeding” means any civil or criminal proceeding or inquiry in which evidence is or may be given, and includes an arbitration.

“management committee” of an incorporated association means the association’s management committee formed under this Act.

“model rules”, for an association, means the model rules prescribed under the regulations.

“objection notice” see—

- (a) for an application for incorporation—section 10(2); or
- (b) for an application by an association to change its name—section 36(2).

¹ Section 130 (Approval of forms)

Associations Incorporation Act 1981

“objector” see—

- (a) for an application for incorporation—section 11; or
- (b) for an application to change an incorporated association’s name—section 37.

“officer” of an incorporated association means the following individuals—

- (a) the association’s president;
- (b) the association’s secretary;
- (c) the association’s treasurer;
- (d) a member of the association’s management committee;
- (e) a manager appointed by the management committee for the association.

“own rules” of an association means any of the association’s rules that are not the model rules.

“parent association”, of a branch, means the central entity of the branch if the entity is—

- (a) formed or carried on for a purpose other than providing financial gain for its members; and
- (b) incorporated under—
 - (i) this or another Act; or
 - (ii) a Commonwealth law or another State’s law; or
 - (iii) royal charter.

“president” of an incorporated association means the member of the association’s management committee who usually presides at management committee meetings, whatever the person’s position is called.

“proposed rules” for an association means the rules the association proposes will become its rules on its incorporation under this Act.

“public trustee” means the public trustee within the meaning of the *Public Trustee Act 1978*.

“register” of incorporated associations means the register of incorporated associations kept by the chief executive under section 16.

Associations Incorporation Act 1981

“repealed Acts” means the Acts specified in the schedule repealed by section 4(1) as in force immediately before the commencement of the amendments of this Act made by the *Statute Law (Miscellaneous Provisions) Act (No. 2) 1993*.

“rules” of an incorporated association include its constitution and regulations.

“secretary” of an incorporated association means the person elected or appointed as the association’s secretary under this Act.

“special resolution” of an association means a resolution passed at a general meeting of the association by the votes of $\frac{3}{4}$ of the members who are present and entitled to vote on the resolution.

“treasurer” of an incorporated association means the member of the association’s management committee responsible for the finances of the association, whatever the person’s position is called.

Division 3—General provisions

Special resolutions

3.(1) Written notice of a proposed special resolution, and of the time and place of the general meeting at which it is proposed to move the resolution, must be given personally or by post, as required under the association’s rules, before the general meeting to each member of the association who has a right to vote on the resolution.

(2) The notice must state the terms of the proposed special resolution.

(3) A special resolution about which notice has not been given under this section has no effect.

(4) A declaration by the person presiding at a general meeting that a resolution has been passed at the meeting by the votes of $\frac{3}{4}$ of the members who are present and entitled to vote on the resolution is conclusive evidence of the fact, unless a poll is demanded at the meeting.

Whether association is formed or carried on for the purpose of financial gain for its members

4.(1) An association is not formed or carried on for the purpose of financial gain for its members merely because 1 or more of the following circumstances apply to it²—

- (a) the association makes a financial gain, but no part of the gain is divided among, or received by, any of the association's members;
- (b) the association is established to protect or regulate a trade, business, industry or calling (the “**pursuit**”) engaged in by its members, or in which they are interested, but the association does not itself engage or take part in the pursuit;
- (c) the association provides its members with facilities or services;
- (d) the association trades with its members, but the trade is ancillary to its principal purpose;
- (e) the association trades with the public, but the trade is ancillary to the association's principal purpose and is not substantial when compared with its other activities;
- (f) the association makes a financial gain from—
 - (i) trading to which paragraph (d) or (e) applies; or
 - (ii) charging admission fees to displays, exhibitions, contests, sporting fixtures or other occasions conducted to promote its objects; or
 - (iii) charging subscriptions to further its objects; or
 - (iv) receiving donations to further its objects;
- (g) the members of the association are entitled to divide the property of the association between them on its dissolution;
- (h) a member of the association—
 - (i) receives a salary as an employee or officer of the association; or

² An association is not eligible for incorporation if it has a purpose of providing financial gain for its members—see section 5(1)(c) (Eligibility for incorporation).

Associations Incorporation Act 1981

- (ii) makes a financial gain from the association to which a non-member, acting instead of the member, would equally be entitled; or
- (iii) receives a trophy or prize (other than money) from the association because of a competition; or
- (iv) receives temporary assistance because of illness, injury or bereavement or other financial hardship suffered by the member.

(2) If a person receives a financial gain from an association because of the membership of the association of someone else (the “**member**”), the financial gain is taken to have been received by the member.

(3) In subsection (1)(b)—

“**association**” includes a branch or part of the association.

PART 2—INCORPORATION OF ASSOCIATION

Division 1—Preliminary

Eligibility for incorporation

5.(1) An association is not eligible for incorporation under this Act if the association—

- (a) has less than 7 members; or
- (b) is—
 - (i) a corporation; or
 - (ii) a partnership under the *Partnership Act 1891*; or
 - (iii) a friendly society under the *Friendly Societies Act 1991*³ or an entity that should be registered under that Act; or

³ Now see the *Acts Interpretation Act 1954*, s 14H and *Friendly Societies (Queensland) Act 1997*.

Associations Incorporation Act 1981

- (iv) an industrial organisation within the meaning of the *Industrial Relations Act 1990*;⁴ or
- (v) a school council or parents and citizens association under the *Education (General Provisions) Act 1989*; or
- (c) is formed or carried on for the purpose of providing financial gain for its members;⁵ or
- (d) is provided for in a special Act that—
 - (i) incorporates—
 - (A) the association's governing body; or
 - (B) the trustees holding property for the association; or
 - (ii) provides the association may sue or be sued, or hold property, in the name of the association or an officer of the association; or
 - (iii) specially regulates its affairs; or
- (e) has as its main purpose the holding of property—
 - (i) in which its members have a disposable interest; or
 - (ii) that the members have a right to divide between all or some of them; or
 - (iii) for use by some or all of its members or among persons claiming through, or nominated by, some or all of its members; or
 - (iv) for distribution of the property, or income from the property, among some or all of its members or among persons claiming through, or nominated by, some or all of its members; or
- (f) has an object of raising a fund by subscription of its members to make loans to them.

⁴ Now see *Acts Interpretation Act 1954*, s 14H and *Industrial Organisations Act 1997*, section 4 (Dictionary) and schedule 3.

⁵ Whether an association has the purpose of providing financial gain for its members see section 4 (Whether association is formed or carried on for the purpose of financial gain for its members).

(2) However, subsection (1)(e)(iv) does not make an association ineligible for incorporation if the chief executive is satisfied the association has as its main purpose the holding of property for meeting the medical, hospital, nursing and rehabilitation costs (the “**medical costs**”), and similar and related costs, of an individual who is suffering from a serious medical condition or injury.

Association may resolve to incorporate and adopt proposed rules

6.(1) An association may, by special resolution (the “**incorporation resolutions**”)—

- (a) decide to incorporate under this Act; and
- (b) adopt proposed rules for the incorporated association.

(2) The proposed rules may be the model rules or its own rules.

Appointment of person to apply for incorporation

7.(1) After passing the incorporation resolutions, the association must, by resolution of its members, appoint an individual (the “**appointed person**”) to prepare and make an application for the association to be incorporated under this Act.

(2) The appointed person may do anything necessary or desirable to obtain the incorporation of the association.

(3) Subsection (2) has effect despite anything in the association’s rules.

Interim officers

8.(1) After passing the incorporation resolutions, the association must also elect interim officers for the incorporated association.

(2) The interim officers must include a president and treasurer for the incorporated association.

(3) The interim officers may include a secretary and other officers for the

incorporated association.⁶

(4) The interim officers are taken to hold the offices for which they are elected—

- (a) on the association becoming incorporated; and
- (b) until office holders are elected or appointed to office by the incorporated association.

Division 2—Incorporation

Form of application etc.

9.(1) An application for incorporation of an association may be made to the chief executive in the approved form.

(2) The application must be accompanied by the information, documents and fees required under the regulations.

(3) The application must—

- (a) if the association's proposed rules are the model rules—state that fact and include a copy of the objects proposed for the incorporated association; and
- (b) if the association's proposed rules are not the model rules—be accompanied by a copy of the proposed rules and a statutory declaration by the appointed person stating that the rules comply with this Act.⁷

Giving notice of application etc.

10.(1) On receiving the association's application for incorporation, the chief executive may require the association to—

- (a) give further relevant information or documents to the chief

⁶ For the qualifications required for the secretary of an incorporated association see section 66 (Management committee to ensure association has appropriate individual as secretary).

⁷ Under the *Acts Interpretation Act 1954*, section 7 'Act' includes statutory instruments made or in force under the Act.

executive about the application; and

(b) publish a notice about the application (the “**application notice**”).

(2) The chief executive may require the association to include in the application notice a statement that a person may object to the association’s incorporation by giving the chief executive a written notice (an “**objection notice**”) clearly stating the objector’s reasons for objecting within 14 days after the notice is published.

(3) The chief executive may require the association to publish the application notice by public advertisement and other ways the chief executive considers appropriate.

(4) The chief executive may also require the association to give notice of the application in other ways, and to other persons, the chief executive considers appropriate.

Objections to applications for incorporation

11. A person (an “**objector**”) may object to the association’s application for incorporation by giving the chief executive an objection notice within 14 days after the application notice is published.

Chief executive to make decision about application

12. After considering the association’s application for incorporation and any objections properly made to the application, the chief executive must—

- (a) grant the application; or
- (b) refuse the application.

Chief executive to advise association and objectors of decision

13.(1) Within 14 days after granting or refusing the association’s application, the chief executive must give written notice of the decision to the association and each objector.

(2) If the application is refused, the notice to the association must include the chief executive’s reasons for the decision.

(3) If the application is granted, the notice to each objector must include the chief executive's reasons for the decision.

Registration of association

14.(1) If the chief executive grants the association's application for registration, the chief executive must register the association by entering particulars of the association in the register.

(2) On registration—

- (a) the association is incorporated; and
- (b) the members of the association become members of the incorporated association; and
- (c) the name for the incorporated association becomes the registered name of the incorporated association.

Certificate of incorporation

15.(1) On registration of the association, the chief executive must issue a certificate of incorporation to the association.

(2) The certificate is conclusive evidence that the requirements of this Act about the association's registration and matters preceding or incidental to the registration have been complied with.

Division 3—Miscellaneous

Register of incorporated associations

16.(1) The chief executive must keep a register of incorporated associations.

(2) The register must include the following particulars about each incorporated association—

- (a) the association's name;
- (b) the address of the association's registered office;

- (c) the day the association's particulars are entered in the register;
- (d) other particulars the chief executive considers appropriate.

Registered office

17.(1) The members of the management committee of an incorporated association must ensure the association has a registered office complying with subsection (2).

Maximum penalty for each member of the management committee—5 penalty units.

(2) The registered office must be a place in the State where a document can be served personally on a person.

Example—

A post office box is not a place that can be shown as a registered office.

(3) It is a defence to a prosecution of a member of a management committee for an offence against subsection (1) for the member to prove he or she took all reasonable steps to ensure the association complied with subsection (1).

(4) If the association's registered office changes, the secretary must give written notice in the approved form of the change to the chief executive within 1 month of the change.

Maximum penalty—5 penalty units.

Person may inspect register etc.

18. On payment of the fee prescribed under the regulations, a person may—

- (a) inspect the register at the department's Brisbane office when the office is open to the public; and
- (b) take extracts from, or obtain a copy of details in, the register.

False or misleading information

19.(1) A person must not for an application made under this part—

- (a) state anything to the chief executive the person knows is false or misleading in a material particular; or
- (b) omit from a statement made to the chief executive anything without which the statement is, to the person's knowledge, misleading in a material particular.

Maximum penalty—10 penalty units.

(2) It is enough for a complaint against a person for an offence against subsection (1)(a) or (b) to state the statement was false or misleading to the person's knowledge.

False, misleading or incomplete documents

20.(1) A person must not give the chief executive a document containing information the person knows is false, misleading or incomplete in a material particular.

Maximum penalty—10 penalty units.

(2) Subsection (1) does not apply to a person who, when giving the document—

- (a) informs the chief executive, to the best of the person's ability, how it is false, misleading or incomplete; and
- (b) gives the correct information to the chief executive if the person has, or can reasonably obtain, the correct information.

(3) It is enough for a complaint against a person for an offence against subsection (1) to state the statement was false, misleading or incomplete to the person's knowledge.

PART 3—EFFECTS OF INCORPORATION

Division 1—General

Incorporated associations are bodies corporate

21. An incorporated association—

- (a) is a body corporate with perpetual succession; and
- (b) has a seal; and
- (c) may sue or be sued in its corporate name.

Division 2—Transition from unincorporated to incorporated association

Property for an association

22.(1) On incorporation of an association—

- (a) property held for the association or its objects, whether on trust or otherwise, becomes property of the incorporated association; and
- (b) the provisions of a trust that applied to the property immediately before incorporation continue to apply.

(2) The operation of section (1)(a)—

- (a) does not affect a covenant, contract or liability that applied to the property before the association's incorporation; and
- (b) relieves a person who held the property for the association or its objects, whether on trust or otherwise, from—
 - (i) liability or accountability for the property; or
 - (ii) being bound to see to the application, distribution or appropriation of the property.

(3) The *Stamp Act 1894* does not apply to an action done or a thing created because of this section.

Transfer of other assets, rights and liabilities

23.(1) On incorporation of an association, the association's assets, rights and liabilities become the incorporated association's assets, rights and liabilities.

(2) A legal proceeding by or against the association that has not been finished before the incorporation of the association may be continued and finished by or against the incorporated association.

(3) However, an action about a deficit in the association's funds before it incorporated may be started or continued against a trustee for, or committee member of, the association as if the association had not incorporated.

(4) The rights and liabilities of the parties to an action mentioned in subsection (3) are the rights and liabilities the parties would have had if the incorporation did not happen.

Duty to notify registrar of titles of land or interest in land etc.

24.(1) The secretary of an incorporated association must ask the registrar of titles, or anyone else who is required to keep a register about dealings in property, (the "**registering authority**") to record in the appropriate register land or an interest in land gained by the association because of its incorporation under this Act.

(2) The secretary must make the request under subsection (1) within 30 days after the incorporated association gains the land or interest in land.

Maximum penalty—10 penalty units.

(3) If asked by the secretary of an incorporated association, the registering authority must make in the appropriate register all entries necessary to record the land or interest in land gained by the incorporated association because of its incorporation under this Act.

(4) The request must be made in a way that satisfies the usual requirements of the registering authority.

(5) However, the *Stamp Act 1894* does not apply to an action done or a thing created because of this section.

(6) The registering authority must comply with the request of the

secretary under subsection (1) even if the request is made after the day mentioned in subsection (2).

Division 3—Powers of incorporated associations

General powers

25.(1) An incorporated association has, in the exercise of its affairs, all the powers of an individual.

(2) An incorporated association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

(3) An incorporated association may also issue secured and unsecured notes, debentures and debenture stock for the association.

Ultra vires transactions

26.(1) No act of an incorporated association (including the entering into of an agreement by the incorporated association) and no conveyance or transfer of property, whether real or personal, to or by an incorporated association shall be invalid by reason only of the fact that the incorporated association was without capacity or power (whether by provision of this Act or by its rules or otherwise) to do such act or to execute or take such conveyance or transfer.

(2) Any such lack of capacity or power may be asserted or relied upon only in—

- (a) proceedings against the incorporated association by any member of the incorporated association to restrain the doing of any act or acts or the conveyance or transfer of any property to or by the incorporated association;
- (b) any proceedings by the incorporated association or by any

member of the incorporated association against the present or former officers of the incorporated association.

(3) If the unauthorised act, conveyance or transfer sought to be restrained in any proceedings under subsection (2)(a) is being or ought to be performed or made pursuant to any contract to which the incorporated association is a party, the court having jurisdiction in the matter may, if all the parties to the contract are parties to the proceedings and if the court deems it to be just and equitable, set aside and restrain the performance of the contract and may allow to the incorporated association or to other parties to the contract (as the case requires) compensation for the loss or damage sustained by either of them which may result from the action of the court in setting aside and restraining the performance of the contract, but anticipated profits to be derived from the performance of the contract shall not be awarded by the court as a loss or damage sustained.

Liability of members

27. A secretary, member of a management committee or member of an incorporated association as such, is not personally liable, except as provided in the rules of the incorporated association, to contribute towards the payment of the debts and liabilities of the incorporated association or the costs, charges and expenses of a winding-up of the incorporated association, beyond the property of the incorporated association in the person's hands.

Contracts

28.(1) Contracts entered into by an incorporated association shall be made as follows—

- (a) a contract which, if made between private persons, would be required by law to be in writing and under seal shall be made in writing and under the common seal of the incorporated association;
- (b) a contract which, if made between private persons, would be required by law to be in writing signed by the parties to be charged therewith shall be made in writing signed by any person acting under the express or implied authority of the incorporated

association;

- (c) a contract which, if made between private persons, would be valid in law although made by verbal agreement, and not reduced into writing, may be made by verbal agreement on behalf of the incorporated association by any person acting under authority of the incorporated association.

(2) All contracts made according to the provisions contained in this section shall be effectual in law and shall bind the incorporated association and its successors and all other parties thereto, and may be varied or discharged in the manner in which it is authorised to be made.

(3) A document or proceeding requiring authentication by the incorporated association may be signed by the secretary and need not be under its common seal.

PART 4—NAME OF INCORPORATED ASSOCIATION

Division 1—Preliminary

Name of incorporated association to include ‘incorporated’ etc.

29.(1) An incorporated association must have the word ‘incorporated’ or ‘inc’ as part of and at the end of its name.

(2) The association may use the words ‘incorporated’ or ‘inc’ interchangeably.

Use of ‘incorporated’ as part of name etc.

30.(1) A person or unincorporated association must not operate under, or use as its name or title, a name or title that includes the word ‘incorporated’, or an abbreviation of the word.

(2) A person who contravenes subsection (1), and each person having the control of the management of an association that contravenes the

subsection, commits an offence.

Maximum penalty—10 penalty units.

(3) For this section, a person has control of the management of an association if the person is in a position to influence the association's conduct of the association in relation to the offence.

(4) However, it is a defence for the person to prove that the person took all reasonable steps to ensure that the association complied with subsection (1).

Name on seal

31.(1) An incorporated association's name must appear on its seal in legible characters.

(2) If an incorporated association's name does not appear on its seal in legible characters, the use of the seal is not effective.

Name of incorporated association to appear on documents

32. An incorporated association must ensure a document it endorses or issues (including advertising material) has the association's name in legible characters.

Maximum penalty—5 penalty units.

Division 2—Exemption from use of 'incorporated'

Incorporated association may be exempted from using word 'incorporated'

33.(1) An association may, by resolution of its members, decide to apply to the chief executive for exemption from section 29⁸—

- (a) at the time of incorporation of the association; or
- (b) if it is an incorporated association—at another time.

⁸ Section 29 (Name of incorporated association to include 'incorporated' etc.)

(2) The application must be in the approved form and be accompanied by the information, documents and fees required under the regulations.

(3) After considering the application, the chief executive may grant or refuse it.

(4) Within 14 days after granting or refusing the association's application, the chief executive must give written notice of the decision to the association.

(5) If the application is granted, the chief executive must require the association to notify members of the public of the grant within 30 days after being informed by the chief executive of the grant.

(6) The chief executive may require the association to give the notice by public advertisement and other ways the chief executive considers appropriate.

(7) If the application is refused, the notice to the association must include the chief executive's reasons for the decision.

Division 3—Change of name

Definitions for division

34. In this division—

“new name” of an incorporated association means a name registered for the association under this division instead of its old name.

“old name” of an incorporated association means the name of the association immediately before its new name is registered under this division.

“proposed new name” of an incorporated association means a name an incorporated association decides to apply to have registered instead of its old name.

Incorporated association may apply to change its name

35.(1) An incorporated association may, by special resolution, decide to change its name.

(2) The incorporated association may apply to the chief executive to have the change of name registered.

(3) The application must be—

- (a) made within 1 month after the passing of the special resolution; and
- (b) in the approved form; and
- (c) accompanied by the information, documents and fees required under the regulations.

Giving notice of application to change name

36.(1) On receiving the incorporated association's application to change its name, the chief executive may require the association to—

- (a) give further relevant information or documents to the chief executive about the application; or
- (b) publish a notice about the application (the **“application notice”**).

(2) The chief executive may require the association to include in the application notice a statement that a person may object to the association's change of name by giving the chief executive a written notice (an **“objection notice”**) clearly stating the objector's reasons for objecting within 14 days after the notice is published.

(3) The chief executive may require the association to publish the application notice by public advertisement and other ways the chief executive considers appropriate.

(4) The chief executive may also require the association to give notice of the application in other ways, and to other persons, the chief executive considers appropriate.

(5) The chief executive may give notice of the application in the ways, and to the persons, the chief executive considers appropriate.

Objections to application for change of name

37. A person (an **“objector”**) may object to the incorporated

association's application to change its name by giving the chief executive an objection notice with 14 days after the application notice is published.

Chief executive to advise association and objectors of decision

38. After considering the incorporated association's application to change its name and any objections properly made to the application, the chief executive must—

- (a) grant the application; or
- (b) refuse the application.

Notice of decision

39.(1) Within 14 days after granting or refusing the incorporated association's application, the chief executive must give written notice of the decision to the association and each objector.

(2) If the application is refused, the notice to the association must include the chief executive's reasons for the decision.

(3) If the application is granted, the notice to each objector must include the chief executive's reasons for the decision.

Registration of new name

40.(1) If the chief executive grants the incorporated association's application to change its name, the chief executive must register the new name for the incorporated association by entering the name in the register.

(2) The change of name has effect only when it is registered by the chief executive.

New certificate of incorporation

41.(1) On registration of the incorporated association's new name, the chief executive must issue the association with a new certificate of incorporation.

(2) However, the chief executive may act under subsection (1) only if the association's existing certificate of incorporation has been returned to the

chief executive or the chief executive is satisfied that it has been lost or destroyed.

Change of name does not affect legal personality

42.(1) A change of name of an incorporated association does not—

- (a) affect its legal personality or identity; or
- (b) affect a right or obligation of the association or anyone else; or
- (c) make legal proceedings by or against the association defective.

(2) Without limiting subsection (1), the change of name of the incorporated association does not affect a right, obligation or benefit the association would have had or enjoyed apart from the change of name.

(3) Also, but without limiting subsection (1), if a legal proceeding might have been continued or started by or against the incorporated association under its old name, it may be continued or started by or against it under its new name.

Division 4—Undesirable names

Association must not have undesirable name

43.(1) An incorporated association must not have an undesirable name or an undesirable name as part of its name.

(2) An undesirable name for an incorporated association is a name—

- (a) a reasonable individual may mistake for—
 - (i) the name of another association incorporated under this or another Act of the State; or
 - (ii) a name—
 - (A) reserved or registered under the Corporations Law; or
 - (B) registered under the *Business Names Act 1962*; or
- (b) that may cause a reasonable individual—
 - (i) to be offended; or

- (ii) to be deceived about the nature and identity of the association; or
- (c) the chief executive, by gazette notice, declares is an undesirable name; or
- (d) declared by regulation to be an undesirable name.

Notice to associations having or proposing to have undesirable name

44.(1) The chief executive must send a written notice to an association if the chief executive considers that—

- (a) the proposed name for the association on its incorporation is, or includes, an undesirable name; or
- (b) the proposed new name for the incorporated association is, or includes, an undesirable name.

(2) The notice must—

- (a) inform the association that the chief executive considers that the proposed name, or proposed new name, for the incorporated association is, or includes, an undesirable name; and
- (b) give reasons why the name is undesirable.

(3) If the association is an incorporated association, the chief executive may send a written notice to the association—

- (a) stating that the chief executive considers that the association's name is an undesirable name; and
- (b) asking the association to apply for a new name for the association within 35 days of sending the notice.

(4) If the incorporated association does not comply with the request under subsection (3)(b) within 40 days after it is given the notice, the chief executive may cancel the association's incorporation.

Associations may be allowed to have undesirable names

45.(1) An association may make a written application to the chief executive to have a name for the association that is, or includes, an undesirable name.

(2) The application may be made when applying for incorporation of the association or at any other time.

(3) The application must be in the approved form and be accompanied by the information, documents and fees required under the regulations.

(4) After considering the association's application, the chief executive must grant or refuse the application.

(5) Within 14 days after granting or refusing the association's application, the chief executive must give written notice of the decision to the association.

(6) If the application is refused, the notice to the association must include the chief executive's reasons for the decision.

(7) This section has effect despite section 43.⁹

PART 5—RULES

Division 1—Registration of rules

Registration of incorporated association's rules

46.(1) If an association's proposed rules on incorporation are the model rules, on registration of the association the chief executive must make an entry in the register stating the model rules are the rules of the association.

(2) On registration, the rules of the incorporated association consist of—

- (a) the association's name; and
- (b) the objects for the association stated in the application for incorporation of the association; and
- (c) the model rules in the form in which they exist when the association is incorporated.

(3) If an association's proposed rules on incorporation are its own rules,

⁹ Section 43 (Association must not have undesirable name)

on registration of the association the chief executive must make an entry in the register stating the association's rules are its own rules.

(4) On registration of the association mentioned in subsection (3), the rules of the incorporated association are its own rules.

(5) An entry in the register stating an association's rules are its own rules does not validate, or cure any defect in, the rules.

Matters not provided for in rules provided for in model rules

47.(1) If a matter is not provided for under an incorporated association's own rules but the matter is provided for under a provision of the model rules (the "**additional provision**"), the association's own rules are taken to include the additional provision.

(2) This section does not affect the ability of an incorporated association to amend its rules under this Act.

(3) Subsection (1) does not apply to an incorporated association as far as its own rules provide that the subsection does not apply to the association.

Division 2—Amending rules

Application to register amendment of rules

48.(1) An incorporated association may, by special resolution, decide to amend its rules.

(2) An incorporated association may apply to the chief executive to have the amendment registered.

(2A) Within 1 month after the special resolution mentioned in subsection (1) is passed, the association must give the application to the chief executive.

Maximum penalty—1 penalty unit.

(3) The application must be in the approved form and be accompanied by the information, documents and fees required under the regulations.

(4) The application must also be accompanied by—

(a) a copy of the amendment or the complete rules with the

amendment clearly shown; and

- (b) a statutory declaration by the association's secretary stating the amendment complies with this Act.¹⁰

(5) After considering the association's application, the chief executive must grant or refuse the application.

(6) Within 14 days after granting or refusing the association's application, the chief executive must give written notice of the decision to the association.

(7) If the application is refused, the notice to the association must include the chief executive's reasons for the decision.

Registration of amendment

49.(1) If the chief executive grants the application for registration of the amendment of the incorporated association's rules, the chief executive must register the amendment.

(2) On registration of the amendment, the incorporated association's rules are its rules as amended.

Effect of amended rules

50.(1) In this section—

“new rules” of an incorporated association means the association's rules on registration of an amendment of its rules.

“old rules” of an incorporated association means the association's rules immediately before registration of an amendment of its rules.

“registration” means registration under this division.

(2) The new rules of an incorporated association do not affect a right, liability or obligation under the association's old rules.

(3) However, rights, liabilities and obligations under the old rules are extinguished to the extent they—

¹⁰ Under the *Acts Interpretation Act 1954*, section 7 'Act' includes statutory instruments made or in force under the Act.

- (a) existed between—
 - (i) a member of the incorporated association and the incorporated association; or
 - (ii) the incorporated association's members; and
- (b) were not the subject of litigation immediately before the registration of the new rules.

Effect of amendment of model rules

51.(1) This section applies if an incorporated association's rules are the model rules and the association amends its rules.

(2) On registration of the amendments, the model rules as amended become the association's own rules.

Chief executive may ask for copy of complete rules

52.(1) The chief executive may ask the secretary of an incorporated association to send the chief executive, within 21 days of the chief executive making the request—

- (a) a complete copy of the incorporated association's rules; and
- (b) a statutory declaration by the secretary stating that the copy of the rules sent to the chief executive is a copy of the complete rules of the incorporated association.

(2) The secretary must comply with the request.

Maximum penalty for subsection (2)—2 penalty units.

Division 3—Miscellaneous

Secretary must make rules available to members if asked

53.(1) A member of an incorporated association may ask the association's secretary for a copy of the association's rules.

(2) The secretary may require the member to pay an amount to the secretary to cover the reasonable costs of providing the copy to the member.

(3) The secretary must give the member a complete copy of the association's rules as soon as practicable after the member pays any reasonable costs required under subsection (2).

Maximum penalty for subsection (3)—1 penalty unit.

Form in which rules must be kept

54. The secretary of an incorporated association must ensure the association's rules, or a copy of the rules that is given or sold to someone else, are set out in printed legible form (whether typewritten or otherwise).

Maximum penalty—5 penalty units.

PART 6—GENERAL OPERATION OF INCORPORATED ASSOCIATION

Division 1—Meetings

First annual general meeting

55. An incorporated association must hold its first annual general meeting within 18 months after the day the association is incorporated.

Subsequent annual general meetings

56. An incorporated association must hold subsequent annual general meetings—

- (a) at least once each year; and
- (b) within 6 months after the end of the association's previous financial year.

General meetings

57.(1) The members of the management committee of an incorporated

association must ensure that the association complies with its rules about the calling and holding of meetings.

Maximum penalty for each member of the management committee—10 penalty units.

(2) It is a defence to a prosecution of a member of the management committee for an offence against subsection (1) for the member to prove he or she took all reasonable steps to ensure the association complied with the subsection.

(3) If an incorporated association makes decisions at a meeting of the association in breach of its rules about quorums for the meeting, the decisions have no effect.

Division 2—Audits

Audit of newly formed incorporated association

58.(1) If an association is incorporated within 3 months of the end of the association's financial year, the association is not required to comply with section 59 for the financial year it is incorporated.

(2) However, in its first audited statement a reference to a financial year under section 59 is taken to include the financial year the association was incorporated.¹¹

Audit and statement

59.(1) The members of the management committee of an incorporated association must ensure the association, within 6 months of the close of the financial year prescribed, or more frequently if the rules of the incorporated association so provide—

- (a) prepare a statement containing the following particulars—
 - (i) the income and expenditure of the incorporated association

¹¹ Section 59 (Audit and Statement) was the *Associations Incorporation Act 1981*, section 40 before being renumbered by the *Associations Incorporation Amendment Act 1995*.

Associations Incorporation Act 1981

- during its last financial year; and
- (ii) the assets and liabilities of the incorporated association at the close of the said year; and
 - (iii) all mortgages, charges and securities of any description affecting any of the property of the incorporated association at the close of the said year;
- (b) causes the financial affairs of the incorporated association to be audited by—
- (i) a person who is a member of The Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants; or
 - (ii) a person approved by the chief executive;
- (c) presents the audited statement to the annual general meeting for adoption.

Maximum penalty for each member of the management committee—10 penalty units.

(2) No person shall consent to be appointed, or act, as the auditor of an incorporated association, or prepare for or on behalf of such an incorporated association any financial statement or any report or certificate relating thereto that is required by or under this Act to be prepared by the auditor of such an incorporated association if the person is—

- (a) the secretary, or a member of the management committee, of the incorporated association;
- (b) an employee of the incorporated association;
- (c) a partner, employer, or employee of the secretary, or a partner, employer or employee of a member of the management committee, of the incorporated association.

Maximum penalty—10 penalty units.

(3) A person who is partner in any unincorporated body shall not consent to be appointed, or act, as the auditor of an incorporated association or prepare for or on behalf of an incorporated association any financial statement or any report or certificate required by or under this Act to be prepared by the auditor of such an incorporated association, if any of the

partners of that unincorporated body is disqualified under subsection (2) from acting as auditor of the incorporated association.

Maximum penalty—10 penalty units.

(4) The secretary of an incorporated association shall, within 1 month after the adoption of the audited statement by the annual general meeting as required by subsection (1), or, if the chief executive (who is hereby authorised so to do) allows a longer period, within the period allowed by the chief executive, lodge with the chief executive a copy of that statement certified to be correct by the person who audited the financial affairs of the incorporated association.

Maximum penalty—4 penalty units.

(5) For the purposes of subsection (4), the chief executive may, where the chief executive considers it appropriate, exempt an incorporated association from lodgment of the statement.

(6) The financial statement of an incorporated association shall be available for inspection by the public.

(7) The chief executive may, in any case where the chief executive considers it desirable so to do, direct in writing an incorporated association to publish in such manner and within such time as is set out in the direction, a copy of the statement certified to be correct referred to in subsection (4) and the members of the management committee must ensure the association complies in all respects with the terms of such direction.

Maximum penalty for each member of the management committee—5 penalty units.

(8) It is a defence to a prosecution of a member of a management committee for an offence against this section for the member to prove he or she took all reasonable steps to ensure this section was complied with.

PART 7—MANAGEMENT COMMITTEE

Management committee

60.(1) Subject to this Act, the business and operations of an incorporated association shall be controlled by a management committee.

(2) Every member of the management committee and any manager duly appointed by the management committee acting in the business or operations of the incorporated association shall be deemed to be the agent of the incorporated association for all purposes within its objects.

(3) The acts of a member of the management committee shall be valid notwithstanding any defect that may afterwards be discovered in the member's appointment or qualifications.

Membership of management committee

61.(1) An incorporated association must have a management committee.

(2) All members of the management committee must be adults.

(3) The members of the management committee, other than the secretary, must be members of the incorporated association.

(4) The secretary may be a member of the incorporated association.

Eligibility for election to a management committee

61A.(1) A person is not eligible to be elected as a member of an incorporated association's management committee if—

- (a)** the person has been convicted—
 - (i)** on indictment; or
 - (ii)** summarily and sentenced to imprisonment, other than in default of payment of a fine; and
- (b)** the rehabilitation period in relation to the conviction has not expired.

(2) In this section—

“**rehabilitation period**” has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*.

Election of management committee

62.(1) The members of the management committee shall be elected at the annual general meeting or any general meeting of the incorporated association in accordance with its rules.

(2) Notwithstanding the provisions of subsection (1) the rules of an incorporated association may permit the management committee to fill a casual vacancy on the management committee.

Meetings of management committee

63.(1) Meetings of the management committee shall be held as often as may be necessary for properly conducting the business and operations of the incorporated association, but shall be held at least once in every 4 calendar months and a quorum for a meeting shall be prescribed by the rules.

(2) The management committee may hold meetings, or allow members to take part in its meetings, by telephone, video link or another form of communication.

Tenure of members of management committee

64.(1) The members of the management committee shall hold office and retire and may be removed from office as prescribed by the rules.

(2) The office of a member of the management committee shall be vacated in such circumstances (if any) as may be prescribed by the rules of the incorporated association or if the person holding that office—

- (a) dies; or
- (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or

- (c) becomes a patient within the meaning of the *Mental Health Act 1974*; or
- (d) is—
 - (i) convicted of an offence under this Act; or
 - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
- (e) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.

(3) In this section—

“rehabilitation period” has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*.

When secretary must be elected or appointed

65.(1) This section applies to an incorporated association that did not elect an interim officer as secretary before its incorporation.

(2) The members of the incorporated association’s management committee must ensure a secretary is appointed or elected for the association within 1 month after its incorporation.

Maximum penalty for each member of the management committee—10 penalty units.

(3) If a vacancy happens in the office of secretary for the incorporated association, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

Maximum penalty for each member of the management committee—10 penalty units.

(4) It is a defence to a prosecution of a member of the management committee for an offence against this section for the member to prove he or she took all reasonable steps to ensure this section was complied with.

Management committee to ensure association has appropriate individual as secretary

66.(1) The management committee of an incorporated association must ensure the secretary is an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is—

- (a) a member of the incorporated association elected by the association as secretary; or
- (b) a member of the incorporated association's management committee appointed by the committee as secretary; or
- (c) appointed by the management committee as secretary (whether or not the individual is a member of the incorporated association).

Maximum penalty for each member of the management committee—10 penalty units.

(2) It is a defence to a prosecution of a member of the management committee for an offence against subsection (1) for the member to prove he or she took all reasonable steps to ensure the subsection was complied with.

Secretary may be appointed or removed at any time

67.(1) The management committee of an incorporated association may appoint and remove the association's secretary at any time.

(2) Subsection (1) applies despite anything in the association's rules.

Notification of certain office holders

68.(1) If an incorporated association appoints or elects a secretary for the association under section 65,¹² the members of the management committee must ensure the association notifies the chief executive in the approved form of the appointment or election within 1 month after it happens.

Maximum penalty for each member of the management committee—2 penalty units.

(2) It is a defence to a prosecution of a member of the management

¹² Section 65 (When secretary must be elected or appointed)

committee for an offence against subsection (1) for the member to prove he or she took all reasonable steps to ensure the association complied with the subsection.

(3) The secretary of an incorporated association must notify the chief executive in the approved form of a change to the membership of the offices of the president, secretary or treasurer within 1 month after it happens.

Maximum penalty—2 penalty units.

(4) The secretary of an incorporated association must notify the chief executive in the approved form of a change of the secretary's address within 1 month after it happens.

Maximum penalty—2 penalty units.

Office of secretary

69.(1) The secretary may, unless the rules of the incorporated association otherwise provide, hold any other office in the incorporated association except the office of auditor.

(2) The office of secretary shall become vacant if the person holding that office—

- (a) dies;
- (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
- (c) becomes a patient within the meaning of the *Mental Health Act 1974*; or
- (d) is—
 - (i) convicted of an offence under this Act; or
 - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine.
- (e) resigns office by writing under the person's hand addressed to the management committee of the incorporated association;

- (f) ceases to be resident in Queensland, or in another State but not more than 65 km from the Queensland border.

Insurance

70.(1) Forthwith on receiving a certificate of incorporation, the members of the management committee must ensure the incorporated association takes out insurance in respect of damage to property, death or bodily injury occurring upon the property of the incorporated association for a cover of at least \$1 000 000, and shall keep such insurance cover current at all times.

Maximum penalty for each member of the management committee—2 penalty units.

(2) The secretary of the incorporated association shall notify the chief executive of the taking out of the insurance referred to in subsection (1), within 1 month after such insurance has been effected.

Maximum penalty—1 penalty unit.

(3) It is a defence to a prosecution of a member of a management committee for an offence against subsection (1) for the member to prove he or she took all reasonable steps to ensure the association complied with subsection (1).

PART 8—RIGHTS AND OBLIGATIONS OF MEMBERS

Rights of members

71.(1) Upon incorporation the rules of the association shall constitute the terms of a contract between the members from time to time and the incorporated association.

(2) Where a member of an incorporated association is deprived by a decision of that association of a right conferred on the member by the rules of that association as a member thereof, the Supreme Court shall have jurisdiction to adjudicate upon the validity of that decision under the rules.

(3) An incorporated association shall be bound by the rules of natural justice in adjudicating upon the rights of its members conferred by the rules of such association on its members.

Enforcement of rights and obligations

72.(1) The Supreme Court may, on the application of an incorporated association, or of a member thereof, make orders, including interim orders—

- (a) giving directions for the performance and observance of the rules of such incorporated association by any person who is under an obligation to perform or observe those rules;
- (b) declaring and enforcing the rights and obligations of members of such incorporated association between themselves, and the rights and obligations between such incorporated association and any member or members thereof.

(2) An order may be made under this section notwithstanding that no right of a proprietary nature is involved, or that the applicant has no interest in the property of the incorporated association.

Powers of Supreme Court

73.(1) The Supreme Court may, on an application brought pursuant to section 72, grant such relief as is appropriate in the circumstances.

(2) The Supreme Court may refuse to entertain such an application, or to make an order on such application, or may refuse an order for costs, or may make an order for costs against a party, whether successful or not, if it is of the opinion that—

- (a) the issue raised in the application is trivial;
- (b) having regard to the importance of the issue, the nature of the incorporated association, any other available method of resolving the issue, the costs involved, lapse of time, acquiescence or any other relevant circumstance, it was unreasonable to make the application;
- (c) the unreasonable or improper conduct of a party has been

responsible for the making of an application, or has added to the cost of the proceedings.

PART 9—INCORPORATION OF BRANCHES AND AMALGAMATION OF INCORPORATED ASSOCIATIONS

Division 1—Incorporation of branches

Members of branch may resolve to incorporate

74.(1) The members of a branch, or group of branches, of a parent association may decide to incorporate under this Act—

- (a) after receiving the written agreement of the parent association; and
- (b) by special resolution—
 - (i) for a branch—passed by the members of the branch; or
 - (ii) for a group of branches—passed by the members of each branch of the group of branches.

(2) A group of branches may incorporate even if some or all of the branches are already incorporated.

Powers of appointed person

75.(1) After passing the special resolution under section 74 the association must, by resolution of its members, appoint a person (the “**appointed person**”) to prepare an application for the branch or group of branches to be incorporated under this Act.

(2) The appointed person may do anything necessary or desirable to obtain the incorporation of the association.

(3) Subsection (2) has effect despite anything in the association’s rules.

Modified application of Act

76. The provisions of this Act providing for the incorporation of an association¹³ apply to the incorporation of a branch, or group of branches, with all necessary changes, all changes made by this division and any changes prescribed under the regulations.

Obligations of branch

77.(1) This section applies to a branch, or group of branches, incorporated under this division.

(2) The incorporation of a branch, or group of branches, of a parent association does not relieve the members of the incorporated branch of a liability or obligation the members had as members of the parent association.

(3) For the branch or group of branches—

- (a) the parent association's rules control the membership of the branch or group of branches; and
- (b) a member of the branch or group of branches—
 - (i) is taken to be a member of the parent association; and
 - (ii) is under the same liabilities and obligations as members of the parent association.

Branch must have word 'branch' in its name etc.

78. A branch, or group of branches, incorporated under this division must have as part of its name—

- (a) the word 'branch'; and
- (b) other words identifying it as a branch.

Example of words identifying a branch—

A branch may identify itself by reference to its locality eg. 'XYZ (Mt. Isa Branch) Inc.

¹³ For provisions dealing with the incorporation of associations see part 2.

Division 2—Amalgamation of incorporated associations**Definitions for division**

79. In this division—

“new association” means an incorporated association that is incorporated because of an application to amalgamate made under this division by 2 or more old associations.

“old association” means an incorporated association that, with 1 or more other incorporated associations, applies under this division to form a new association.

Members may resolve to amalgamate

80.(1) An incorporated association may, by special resolution, decide to amalgamate with 1 or more other incorporated associations to form a single incorporated association.

(2) Within 1 month after the resolution is passed, the association must give notice of it, in the approved form, to the chief executive.

Maximum penalty—1 penalty unit.

Applicant incorporated associations must have agreed rules

81.(1) Each old association deciding to become a new association may, by special resolution—

- (a) adopt a single set of proposed rules to apply to the new association on its incorporation (the **“proposed common rules”**); and
- (b) elect interim officers for the new association.

(2) The proposed common rules may be—

- (a) the model rules; or
- (b) own rules.

Appointment of appointed person to make application

82.(1) After passing the special resolution, each old association must, by resolution of its members, appoint the same individual (an “**appointed person**”) to prepare an application for the old associations to be incorporated as a new association.

(2) The common appointed person may do anything necessary or desirable to obtain the amalgamation of the old associations to form a new association.

(3) Subsection (2) has effect despite anything in the old associations’ rules.

Chief executive may require notices to be sent to creditors

83.(1) After considering an application to amalgamate, the chief executive may require a secretary of an old association involved in the proposed amalgamation to give—

- (a) to the association’s creditors written notice of the application in the approved form; and
- (b) to the chief executive a statutory declaration stating the names and addresses of all of the association’s creditors and stating that each of the creditors was sent a notice under paragraph (a).

(2) The notice under subsection (1)(a) must include a statement that a creditor may notify the chief executive in writing within 21 days after the notice is given to the creditor that the creditor opposes the amalgamation and the reasons for the creditor’s opposition.

(3) The secretary must comply with a requirement made under subsection (1).

Maximum penalty—10 penalty units.

(4) If the chief executive receives a notice from a creditor within the time stated in a notice under subsection (1)(a), the chief executive must not grant the application without the sanction of the Supreme Court.

Modified application of Act

84. The provisions of this Act providing for the incorporation of an association apply¹⁴ to the incorporation of a new association with all necessary changes, all changes made under this division and any changes prescribed under the regulations.

Certificate of incorporation

85.(1) On registration of a new association, the chief executive must issue the association with a certificate of incorporation.

(2) However, the chief executive may act under subsection (1) only if each of the existing certificates of incorporation of the old associations applying for amalgamation into the new association has been returned to the chief executive or the chief executive is satisfied that the certificate has been lost or destroyed.

Effect of incorporation

86. On the incorporation of a new association—

- (a) the assets and liabilities of the old associations become the assets and liabilities of the new association; and
- (b) the incorporation of the old associations is cancelled.

Duty to notify registrar of titles of land or interest in land etc.

87.(1) The secretary of a new association must ask the registrar of titles, or anyone else who is required to keep a register about dealings in property, (the “**registering authority**”) to record in the appropriate register land or an interest in land gained by the new association because of its incorporation under this division.

(2) The secretary must make the request under subsection (1) within 30 days after the new association gains the land or interest in land.

Maximum penalty—10 penalty units.

¹⁴ For provisions dealing with the incorporation of associations see part 2.

(3) If asked by the secretary of a new association, the registering authority must make in the appropriate register all entries necessary to record the land or interest in land gained by the new association because of its incorporation under this division.

(4) The request must be made in a way that satisfies the usual requirements of the registering authority.

(5) However, the *Stamp Act 1894* does not apply to an action done or a thing created because of this section.

(6) The registering authority must comply with the request of the secretary under subsection (1) even if the request is made after the day mentioned in subsection (2).

Amalgamation does not affect certain rights and obligations

88.(1) The amalgamation of old associations into a new association does not—

- (a) affect a right or obligation of the old associations or anyone else;
or
- (b) make legal proceedings by or against an old association defective.

(2) Without limiting subsection (1), the amalgamation of the old associations into a new association does not affect a right, obligation or benefit the new association would have had or enjoyed apart from the amalgamation of the old associations.

(3) Also, but without limiting subsection (1), if a legal proceeding might have been continued or started by or against an old association, it may be continued or started by or against the new association.

PART 10—WINDING-UP

Voluntary winding-up

89.(1) An incorporated association may be wound-up by special resolution of the members passed at a general meeting called for that

purpose.

(2) A copy of the special resolution shall be lodged with the chief executive within 1 month from the passing of that special resolution.

(3) An incorporated association may be wound-up in the way and under circumstances a company may be wound-up under the Corporations Law.

(4) For subsection (3), the Corporations Law applies with all necessary changes and any changes prescribed under the regulations.

Winding-up by the Supreme Court

90.(1) An incorporated association may be wound-up by the Supreme Court under the following circumstances, that is to say—

- (a) if the incorporated association suspends its operations for the space of a whole year;
- (b) if the members of the incorporated association are reduced in number to not constitute a quorum at a general meeting;
- (c) if the incorporated association is unable to pay its debts;
- (d) if the incorporated association carries on any operation whereby any member thereof makes any financial gain contrary to the provisions of this Act;
- (e) if the Supreme Court is of the opinion that it is just and equitable that the incorporated association should be wound-up.

(2) An application to the Supreme Court for the winding-up of an incorporated association shall be by petition presented either by the incorporated association, or by a member thereof, or by a creditor thereof, or by the chief executive.

(3) An incorporated association may be wound-up in the way and under circumstances a company may be wound-up under the Corporations Law.

(4) For subsection (3), the Corporations Law applies with all necessary changes and any changes prescribed under the regulations.

Application of Corporations Law to winding-up

91.(1) The provisions of the Corporations Law dealing with winding-up apply, with all necessary changes and any changes prescribed under the regulations, to the winding-up or dissolution of an incorporated association.

(2) In the application of provisions of the Corporations Law to the winding-up of the association, a reference to—

- (a) the commission—is taken to be a reference to the chief executive; and
- (b) a company—is taken to be a reference to the an incorporated association; and
- (c) a director—is taken to be a reference to a member of the management committee of an incorporated association, other than its secretary; and
- (d) a registered office of a company—is taken to be a reference to a registered office of an incorporated association; and
- (e) a secretary of a company—is taken to be a reference to a secretary of an incorporated association; and
- (f) a special resolution—is taken to be a reference to a special resolution within the meaning of this Act.

Distribution of surplus assets

92.(1) Where, upon the winding-up of an incorporated association, a special resolution relating to the distribution of the surplus assets of the incorporated association has been passed by its members in accordance with its rules, all surplus assets shall, subject to any trust affecting the same, be disposed of in the manner so resolved.

(2) Where no such special resolution has been passed—

- (a) the Governor in Council may by regulation vest all or any of the surplus assets of the incorporated association in the public trustee;
- (b) subject to paragraph (c) the surplus assets vested in the public trustee under this subsection shall be held upon the trusts and for the purposes upon or for which they were held prior to being vested in the public trustee;

- (c) the Governor in Council may by regulation vary the trusts or purposes referred to in paragraph (b) and may by the same or any subsequent regulation vest those surplus assets or any part of them in such persons or incorporated associations and for such purposes as the Governor in Council shall specify;
- (d) the receipt of the public trustee shall be a sufficient discharge to any persons paying or transferring any surplus assets under this subsection as to the surplus assets paid or transferred, and the said persons shall not thereafter be liable or accountable therefor or be bound to see to the application, distribution, or appropriation thereof.

(3) In this section—

“surplus assets” means, in relation to the incorporated association, the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up.

Cancellation of incorporation

93.(1) In any case where the chief executive has reasonable cause to believe that on any 1 or more of the following grounds—

- (a) an incorporated association is carrying on or proposes to carry on any operation which is beyond the scope of the objects of the incorporated association;
- (b) an incorporated association has ceased to exist;
- (c) an incorporated association is, by the nature of its operations or transactions, doing anything which would have excluded it from incorporation under this Act;
- (d) an incorporated association has less than 7 members;
- (e) in the opinion of the chief executive, circumstances exist which, in the public interest, justify the cancellation of the incorporation of an incorporated association;

it is desirable that the incorporation of an incorporated association be cancelled, the chief executive may serve, by prepaid registered post, on a person appearing to the chief executive from records kept under this Act to

be the secretary or other officer of the incorporated association, a notice—

- (f) setting out the ground or grounds for the proposed cancellation of the incorporation of the incorporated association; and
- (g) requiring the secretary, or other officer within 1 month from the date of the notice, to satisfy the chief executive why the incorporation of the incorporated association should not be cancelled; and
- (h) stating that unless the chief executive is so satisfied by the secretary or other officer within that period, the chief executive will cancel the incorporation of the incorporated association.

(2) If the chief executive is not satisfied as provided in subsection (1) within the time specified therein, the chief executive shall cancel the incorporation of the incorporated association and serve, by prepaid registered post, on the person appearing pursuant to subsection (1) to be the secretary of the incorporated association, a notice that the incorporation of the incorporated association is cancelled.

Vesting of property on cancellation

94. Where the incorporation of an incorporated association is cancelled pursuant to section 93—

- (a) the Governor in Council may by regulation vest all or any property of such association in the public trustee;
- (b) subject to paragraph (c) the property vested in the public trustee under this section shall be held upon the trusts and for the purposes upon or for which they were held prior to being vested in the public trustee;
- (c) the Governor in Council may by regulation vary the trusts or purposes referred to in paragraph (b) and may by the same or any subsequent regulation vest that property or any part thereof in such persons or incorporated associations and for such purposes as the Governor in Council shall specify;
- (d) the receipt of the public trustee shall be sufficient discharge to any persons paying or transferring any property under this section as to the property paid or transferred, and the said persons shall not

thereafter be liable or accountable therefor or be bound to see to the application, distribution or appropriation thereof.

PART 11—CHANGE IN STATUS OF INCORPORATED ASSOCIATIONS AND OTHER ENTITIES

Division 1—Interpretation

Purpose of part

95. The purpose of this part is to facilitate changes in the status of incorporated associations and certain other entities.

Definitions

96. In this part—

“eligible friendly society” has the meaning given by the *Friendly Societies Act 1991*.¹⁵

“former society” means a cooperative or an eligible friendly society that becomes an incorporated association under this part.

“registrar”—

- (a) for a cooperative—means the registrar under the Cooperatives Act; or
- (b) for a friendly society—means the registrar under the *Friendly Societies Act 1991*.

“transfer day”, for a cooperative or friendly society that becomes an incorporated association under this part, means the day when the chief

¹⁵ Now see the *Acts Interpretation Act 1954*, s 14H and *Friendly Societies (Queensland) Act 1997*.

executive issues a certificate of incorporation for the former cooperative or friendly society.

Division 2—Incorporation of certain eligible friendly societies

Notice about special resolutions

97.(1) This section applies to an eligible friendly society that has passed a special resolution under the *Friendly Societies Act 1991*, section 12A.2 to transfer its incorporation to this Act.

(2) Within 1 month of passing the resolution, the society must give the chief executive—

- (a) a copy of the resolution approving the proposed transfer of incorporation; and
- (b) if relevant, a copy of the resolution to change the society's name; and
- (c) if relevant, a copy of the resolution to change the society's rules.

Society to have president and treasurer before applying for transfer of incorporation

97A. An application can not be made by, and a certificate of incorporation can not be issued to, an eligible friendly society that does not have a president and a treasurer.

Application

98.(1) This section applies to an eligible friendly society that has been given a certificate under the *Friendly Societies Act 1991*, section 12A.4¹⁶ consenting to the society transferring its incorporation to this Act.

(2) Before the certificate ceases to have effect, the society may apply to the chief executive to transfer its incorporation to this Act.

¹⁶ Now see the *Acts Interpretation Act 1954*, s 14H and *Friendly Societies (Queensland) Act 1997*.

- (3) The application must be in the form approved by the chief executive.
- (4) The application must be accompanied by—
- (a) the certificate under the *Friendly Societies Act 1991*, section 12A.4;¹⁷ and
 - (b) a copy of the society's certificate of incorporation under the *Friendly Societies Act 1991* certified as a true copy by the society's secretary; and
 - (c) a copy of the society's proposed rules and a statutory declaration by the society's secretary stating that the rules comply with this Act; and
 - (d) the fee prescribed by regulation.

Incorporation

99.(1) If, after considering the application by an eligible friendly society, the chief executive is satisfied about the matters mentioned in subsection (2), the chief executive must promptly issue a certificate of incorporation under this Act for the society.

- (2) The matters about which the chief executive must be satisfied are—
- (a) the society has complied with the *Friendly Societies Act 1991*, part 12A; and
 - (b) since the certificate under the *Friendly Societies Act 1991*, section 12A.4 was issued by the registrar, none of the events mentioned in section 12A.1(2) of that Act has happened in relation to the society; and
 - (c) a copy of the society's proposed rules and a statutory declaration by the society's secretary stating that the rules comply with this Act; and
- (3) When the chief executive issues the society with a certificate of incorporation, the society is incorporated as an incorporated association under this Act.

¹⁷ Now see the *Acts Interpretation Act 1954*, s 14H and *Friendly Societies (Queensland) Act 1997*.

Chief executive must give registrar copy of certificate of incorporation

100. Within 7 days after the transfer day for an incorporated association, the chief executive must give the registrar a copy of the certificate of incorporation for the association.

Matters happening on transfer day

101.(1) On the transfer day for an incorporated association—

- (a) the property of the former society vests in the association without any conveyance, transfer or assignment subject to any debt, liability or obligation affecting the property; and
- (b) the debts and liabilities of the former society become debts and liabilities of the association; and
- (c) the personality of the former society merges in that of the association.

(2) Subsection (1)—

- (a) does not result in the dissolution of the former friendly society; or
- (b) affect a right or obligation of the society or of a member or other person; or
- (c) make a legal proceeding by or against the society defective.

(3) However, the right or obligation becomes that of, and the legal proceeding may be continued by or against, the incorporated association that the former society has become.

Duty to notify registrar of titles

102.(1) Within 30 days after the transfer day for an incorporated association, the secretary of the association must notify—

- (a) the registrar of titles of the vesting of property in the association under section 101(1); and
- (b) all other persons responsible for keeping registers about dealings with property affected by section 101(1).

(2) The registrar of titles and any other person notified must make all

endorsements necessary to record the vesting of the property in the register for which the person is responsible.

(3) A request under subsection (2) is not liable to stamp duty and no fees or charges are payable for the request.

(4) Stamp duty is not otherwise payable because of the operation of this section.

(5) The registrar of titles may approve a form for the purposes of notice under subsection (1)(a).

Directors of former society become members of management committee of incorporated association

103. On the transfer day for an incorporated association, the directors of the former society become the members of the management committee of the association.

Office holders of former society become office holders of incorporated association

104. On the transfer day for an incorporated association, the president, treasurer and secretary of the former society become the president, treasurer and secretary, respectively, of the incorporated association.

Rules

105.(1) On the transfer day for an incorporated association, the rules of the former society become the rules of the association under this Act as if they had been sanctioned by the chief executive.

(2) However if the former society had, by special resolution under the *Friendly Societies Act 1991*, section 12A.²¹⁸ amended its rules to comply with this Act, and the amendment does not take effect until its incorporation under this Act, subsection (1) applies to the rules as amended.

¹⁸ Now see the *Acts Interpretation Act 1954*, s 14H and *Friendly Societies (Queensland) Act 1997*.

Division 3—Incorporation of cooperatives**Application of division**

105A. This division does not apply to a cooperative if, under the Cooperatives Act—

- (a) there is a charge required to be registered over property of the cooperative; or
- (b) the registrar has given the cooperative a direction to transfer its engagements to another cooperative and the direction is still in force; or
- (c) an administrator is conducting the cooperative's affairs; or
- (d) the registrar has directed the cooperative to suspend its operations and the direction is still in force; or
- (e) the cooperative is being wound-up; or
- (f) an application to wind-up the cooperative has been made but the application has not been finally dealt with; or
- (g) the cooperative is being dissolved; or
- (h) a receiver, or receiver and manager, is acting for the cooperative; or
- (i) the administration of a compromise or arrangement between the cooperative and its creditors has not been finalised; or
- (j) an application has been made to a court for approval of a compromise or arrangement between the cooperative and its creditors but the court has not approved or refused to approve the application.

Notice of cooperative's proposal to become incorporated association

105B. Within 1 month after a cooperative passes a special resolution under the Cooperatives Act, section 301¹⁹ to become an incorporated association, the cooperative must give to the chief executive—

¹⁹ Section 301 (Requirements before application can be made)

- (a) a copy of the resolution approving the proposal to become an incorporated association; and
- (b) if relevant, a copy of each of the following resolutions—
 - (i) the resolution deciding the proposed association's name;
 - (ii) the resolution to change the cooperative's rules to comply with this Act.

Application for incorporation of cooperative as association

105C.(1) A cooperative may apply to the chief executive to become an incorporated association.

(2) However, a cooperative may not apply to become an incorporated association unless it has a president and treasurer.

(3) The application must be made in the approved form and be accompanied by the fee prescribed under a regulation and each of the following—

- (a) a copy of evidence of registration under the Cooperatives Act of the special resolution approving the proposal to become an incorporated association;
- (b) a copy, certified by the cooperative's secretary as a true copy, of the cooperative's certificate of registration;
- (c) a copy of the proposed rules of the proposed incorporated association, certified by the cooperative's secretary as complying with this Act.

Incorporation

105D.(1) If, after considering an application under this part, the chief executive is satisfied of the matters requiring satisfaction, the chief executive must promptly issue a certificate of incorporation under this Act for the proposed incorporated association.

(2) The matters requiring satisfaction are as follows—

- (a) the applicant is a cooperative that has complied with the

Cooperatives Act, part 12, division 2;²⁰

(b) the cooperative has complied with the requirements to become an incorporated association.

(3) On issue of the certificate of incorporation, the cooperative is incorporated as an incorporated association under this Act.

Chief executive must inform registrar of incorporation

105E. Within 7 days after the transfer day for an incorporated association, the chief executive must give the registrar a copy of the certificate of incorporation for the association.

Registrar to give records to chief executive

105F. As soon as practicable after a cooperative becomes an incorporated association, the registrar must give the chief executive all records about the former cooperative in the registrar's possession.

Recording of interests in land

105G.(1) Within 30 days after a cooperative becomes an incorporated association, the secretary of the association must give to the registrar of titles, and anyone else required or permitted to record particulars necessary to identify interests in land, notice of the vesting of land of the former cooperative in the association.

(2) The registrar of titles must record the particulars necessary to give effect to the vesting of the land in the incorporated association.

(3) If a written request is made under subsection (1), production of the instrument of title to the land is not required when the request is made, and the registrar of titles or other person is authorised to make necessary entries on the instrument title when it is next produced to the registrar or other person.

²⁰ Part 12, division 2 (Transfer of incorporation)

Directors of former cooperative

105H. On the transfer day, the directors of the former cooperative become the members of the association's management committee.

Office holders of former cooperative become office holders of incorporated association

105I. On the transfer day, the president, treasurer and secretary of the former cooperative become the president, treasurer and secretary, respectively, of the incorporated association.

Rules

105J.(1) On the transfer day, the rules of the former cooperative become the rules of the association as if they had been sanctioned by the chief executive under this Act.

(2) However, if the former cooperative had, by special resolution, amended its rules to comply with this Act and the amendment does not take effect until its incorporation under this Act, subsection (1) applies to the rules as amended.

*Division 4—Registration of incorporated associations as cooperatives***Application of division**

105K. This division does not apply to an incorporated association if—

- (a) the association is being wound-up; or
- (b) an application to wind-up the association has been made but not dealt with; or
- (c) the association's incorporation is being cancelled; or
- (d) a receiver, or receiver and manager, has been appointed and is acting for the association; or
- (e) the association has entered into a compromise or arrangement with its creditors but the administration of the compromise or arrangement has not been concluded; or

- (f) an application has been made to a court for approval of a compromise or arrangement by the association with its creditors but the court has not approved or refused to approve the application.

Chief executive's consent needed to proposed registration as cooperative

105L.(1) An incorporated association that has decided by special resolution to register as a cooperative may, within 14 days after passing the resolution, apply to the chief executive for the chief executive's consent to the association's proposed registration as a cooperative.

(2) The application must be in the approved form and accompanied by a copy of the special resolution.

(3) The chief executive may require the association to give to the chief executive the information the chief executive reasonably requires to consider the application.

Consent to proposed registration as cooperative

105M.(1) If, after considering an application by an incorporated association, the chief executive is satisfied of the matters requiring satisfaction, the chief executive must promptly give to the association a certificate stating the chief executive is satisfied of the matters and consents to the association's proposed registration as a cooperative.

(2) The matters requiring satisfaction are as follows—

- (a) the association is an incorporated association;
- (b) the association has decided by special resolution to register as a cooperative; and
- (c) there are reasonable grounds for believing the association will, if it registers as a cooperative, be able to comply with the Cooperatives Act.

(3) The certificate expires 30 days after it is given to the association.

Cancellation of registration and incorporation

105N.(1) An incorporated association that becomes registered as a cooperative under the Cooperatives Act must surrender its certificate of incorporation under this Act or, if the certificate has been lost, stolen or destroyed, give to the chief executive a statutory declaration stating it has been lost, stolen or destroyed.

(2) On receipt of the certificate of incorporation or a statutory declaration satisfying the chief executive that the certificate has been lost, stolen or destroyed, the chief executive must—

- (a) cancel the incorporated association's registration; and
- (b) cancel the incorporated association's certificate of incorporation; and
- (c) give the registrar all records about the former incorporated association in the chief executive's possession.

Division 5—General**Financial year**

106. The financial year for a former society continues as the financial year of the incorporated association and section 59 applies to the financial year.

False or misleading information

107.(1) A person must not, for this part—

- (a) state anything to the chief executive the person knows is false or misleading in a material particular; or
- (b) omit from a statement made to the chief executive anything without which the statement is, to the person's knowledge, misleading in a material particular.

Maximum penalty—10 penalty units.

(2) A complaint against a person for an offence against subsection (1)(a)

or (b) is sufficient if it states the statement made was false or misleading to the person's knowledge.

False, misleading or incomplete documents

108.(1) A person must not, for this part, give the chief executive a document containing information the person knows is false, misleading or incomplete in a material particular.

Maximum penalty—10 penalty units.

(2) Subsection (1) does not apply to a person who, when giving the document—

- (a) informs the chief executive, to the best of the person's ability, how it is false, misleading or incomplete; and
- (b) gives the correct information to the chief executive if the person has, or can reasonably obtain, the correct information.

(3) A complaint against a person for an offence against subsection (1) is sufficient if it states the document was false, misleading or incomplete to the person's knowledge.

PART 12—REVIEWS AND APPEALS

Division 1—Review of decisions

Affected person may apply for review

109.(1) If a person's interests are affected by a decision under this Act, the person may apply to the chief executive for a review of the decision.

(2) A person who may seek a review of a decision is entitled to receive a statement of reasons for the decision.

Applying for review

110.(1) An application by a person for review of a decision must be made within 28 days after notice of the decision is given to the person.

(2) However, if—

- (a) the notice did not state reasons for the decision; and
- (b) the person asked for a statement of reasons for the decision within the period mentioned in subsection (1);

the person may make the application within 28 days after the person is given the statement of reasons.

(3) Also, the chief executive may extend the period for making an application for review, even though the time for making the application has expired.

(4) An application for review must be written and state in detail the grounds on which the applicant seeks review of the decision.

Stay of operation of decision

111.(1) If an application is made under this part for review of a decision, the applicant may immediately apply to a District Court for a stay of the decision.

(2) The court may stay the decision to secure the effectiveness of the review and any later appeal to the court.

(3) A stay—

- (a) may be given on conditions the court considers appropriate; and
- (b) operates for the period fixed by the court; and
- (c) may be revoked or amended by the court.

(4) The period of a stay under this section must not extend past the time when the chief executive reviews the decision and any later period the court allows the applicant to enable the applicant to appeal against the decision of the chief executive.

(5) The making of an application under this part for review of a decision affects the decision, or the carrying out of the decision, only if the decision is stayed.

Decision on reconsideration

112.(1) This section applies to an application under this part for review of a decision (the “**disputed decision**”).

(2) The chief executive may confirm the disputed decision, amend the disputed decision or substitute a new decision after considering the applicant’s representations.

(3) The chief executive must immediately give the applicant written notice of the chief executive’s decision on the application.

(4) If the decision is not the decision sought by the applicant, the notice must state—

- (a) the reasons for the decision; and
- (b) that the applicant may appeal against the decision to a District Court within 28 days.

Division 2—Appeals against reconsidered decisions**Who may make an appeal?**

113. A person whose interests are affected by a decision of the chief executive under this Act may appeal against the decision to a District Court.

Making appeals

114.(1) An appeal under section 113 against a decision of the chief executive must be made within 28 days after the notice of the decision is given to the person.

(2) However, if—

- (a) the notice did not state reasons for the decision; and
- (b) the person asked for a statement of reasons for the decision within the period mentioned in subsection (1);

the person may make the application within 28 days after the person is given the statement of reasons.

(3) Also, the District Court may extend the period for making an appeal, even though the time for making the appeal has expired.

Starting appeals

115.(1) An appeal is started by filing a written notice of appeal with the District Court.

(2) A copy of the notice must be served on the chief executive.

(3) An appeal to a District Court may be made to the District Court nearest the place where the applicant resides or carries on business.

Stay of operation of decision

116.(1) A District Court to which an appeal against a decision lies under this part may grant a stay of the decision to secure the effectiveness of the appeal.

(2) A stay—

- (a) may be given on the conditions the District Court considers appropriate; and
- (b) operates for the period fixed by the court; and
- (c) may be revoked or amended by the court.

(3) The period of a stay under this section must not extend past the time when the court decides the appeal.

(4) An appeal against a decision affects the decision, or carrying out of the decision, only if the decision is stayed.

Powers of District Court on appeal

117.(1) In deciding an appeal, a District Court—

- (a) has the same powers as the decision maker; and
- (b) is not bound by the rules of evidence; and
- (c) must comply with natural justice; and
- (d) may hear the appeal in court or in chambers.

(2) An appeal is by way of rehearing, unaffected by the decision appealed against.

(3) The District Court may—

- (a) confirm the decision; or
- (b) set aside the decision and substitute another decision; or
- (c) set aside the decision and return the issue to the decision maker with the directions the court considers appropriate.

Effect of court's decision on appeal

118. If the District Court substitutes another decision, the substituted decision is, for this Act, taken to be the decision maker's decision.

PART 13—MISCELLANEOUS

Special investigations

119.(1) Part 10¹⁴ of the Financial Institutions Code (the “Code”) applies, with all necessary changes, and any changes prescribed under the regulations, to an investigation of an incorporated association.

(2) In the application of part 10 of the Code to an investigation, a reference to—

- (a) a society—is taken to be a reference to an incorporated association; and
- (b) the SSA—is taken to be a reference to the chief executive.

Protection from liability

120.(1) An officer or employee of the department does not incur civil liability for an act done, or omission made, honestly and without negligence

¹⁴ Part 10 (Special Investigations)

under this Act.

(2) If subsection (1) prevents a civil liability attaching to an officer or employee of the department, the liability attaches instead to the State.

Extension of time

121. Where under this Act an act or thing is required to be performed or done within a specified time the chief executive may, if the chief executive thinks fit, if in the chief executive's opinion there are special circumstances, extend the time for the performance or doing of that act or thing.

Punishment of fraud or misappropriation

122.(1) A person who—

- (a) obtains possession by false representation or imposition of any property of an incorporated association; or
- (b) having any property of an incorporated association in possession, withholds or misapplies the same, or wilfully applies any part thereof to purposes other than those expressed or directed in the rules and authorised by this Act;

is guilty of an offence and is liable on summary conviction to a penalty not exceeding 20 penalty units, and to be ordered to deliver up all such property or to repay all such moneys applied improperly, and, in default of such delivery or repayment or of the payment of such penalty, to be imprisoned for any period not exceeding 3 months.

(2) However, where, on a complaint against a person of withholding or misapplying property or applying it for unauthorised purposes, it is not proved that the person acted with any fraudulent intent the person may be ordered to deliver up such property or to repay any money applied improperly, but is not liable to conviction, and a copy of any such order certified under the hand of the clerk of the court may be filed in the Magistrates Court nearest to the place where such order was made and thereupon such order shall be and be deemed to be a judgment of the said Magistrates Court within the meaning of the *Magistrates Courts Act 1921* and shall be enforceable accordingly.

(3) Nothing contained in this section shall prevent any such person from

being prosecuted under any other law in force, if a conviction has not been previously obtained against that person for the same offence under the provisions of this Act.

Officers deemed servants

123. Every person elected or appointed to be the treasurer, secretary, member of the management committee or other officer having the receipt or charge of money of an incorporated association, or who acts in the capacity of or is employed as such treasurer, secretary, member of the management committee or officer, shall be deemed to be a clerk or servant of such incorporated association within the meaning of the Criminal Code.

Penalty for falsification

124. A person who wilfully makes, or orders or allows to be made, any entry, erasure in, or omission from any account book, balance sheet or any return or document required to be made, kept, sent, produced or delivered for the purposes of this Act, with intent to falsify the same or to evade this Act is guilty of an offence and is liable to a penalty not exceeding 20 penalty units.

Proof of compliance with formal requirements

125.(1) In any proceeding under this Act against an incorporated association or any officer thereof or other person, the onus of proving that any return, report, notice or document required to be sent or given to the chief executive has been so sent or given, or that any return, report, notice or document has been compiled or made as required by this Act, shall lie with such incorporated association, officer or other person.

(2) In any such proceeding any return, report, notice or other document, purporting to be duly signed and forwarded to the chief executive by the secretary of any incorporated association, and otherwise in conformity with this Act, may be received as evidence of any matters stated therein respectively.

Evidence

126.(1) In the case of evidence required on behalf of the chief executive, and not hereinbefore provided for, the chief executive may depose to the same by affidavit, and the evidence contained in any such affidavit shall be received as evidence in all courts.

(2) Every instrument or document, copy or extract of an instrument or document, certified by the chief executive shall be received in evidence without further proof.

(3) Every document purporting to be signed by the chief executive or any inspector or actuary or auditor or valuer under this Act shall be received in evidence without proof of the signature.

Evidentiary provisions

127.(1) The chief executive may, by writing under the chief executive's hand, certify—

- (a) that, on a date specified in the certificate, an association so specified was, or was not, an incorporated association; or
- (b) that, on a date specified in the certificate, a person so specified was, or was not, the secretary of an incorporated association so specified; or
- (c) that, on a date specified in the certificate—
 - (i) no natural person has been appointed secretary of an incorporated association; or
 - (ii) no natural person has been appointed to fill a vacancy in the office of secretary of an incorporated association;in compliance with the provisions of section 69;¹⁵ or
- (d) that, on a date specified in the certificate—
 - (i) the financial affairs of an incorporated association have not been audited; or
 - (ii) a statement of particulars of income and expenditure, assets

¹⁵ Section 69 (Office of the secretary)

and liabilities and mortgages, charges and securities has not been prepared;

in compliance with the provisions of section 59;¹⁶

and such a certificate shall, in all courts and for all purposes, be evidence and, in the absence of evidence to the contrary conclusive evidence, of the matters stated in that certificate.

(2) In any legal proceedings, a copy of any rules of an incorporated association or other document lodged with the chief executive certified by the chief executive to be a true copy thereof, shall be evidence that such rules were rules of the incorporated association in force on the date mentioned in the certificate or of the contents of such document.

(3) Judicial notice shall be taken of the signature of the chief executive appearing on a certificate under this section and of the fact that the person by whom the certificate purports to have been signed is the chief executive.

Dispositions of property

128.(1) A disposition in favour of an association shall, unless the context otherwise requires, take effect in favour of that association where that association is incorporated under this Act, where such incorporation is effected after the document evidencing the disposition was made or executed but before the disposition was perfected.

(2) In this section—

“**disposition**” means any disposition by will, written instrument or otherwise, which takes effect after the commencement of this Act.

Delegation

129.(1) The chief executive may delegate the chief executive’s powers under this Act.

¹⁶ Section 59 (Audit and statement)

(2) However, the chief executive may not delegate the chief executive's powers under section 33(3)¹⁷ and 45(4).¹⁸

Approval of forms

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

Recall of letters patent

131. Notwithstanding the provisions of section 144,¹⁹ the Minister may at the Minister's discretion recall and cancel any letters patent issued under the repealed Acts and may require the association to apply for incorporation under this Act in lieu thereof.

Exemption from certain provisions of Act

132. Where—

- (a) under section 131, the Minister recalls letters patent and requires an association to apply for incorporation under this Act; or
- (b) an association applies for incorporation under this Act and that association could, but for the repeal of the repealed Acts, have been incorporated by the issue of letters patent under the repealed Acts;

a regulation may exempt the association from specified provisions of this Act.

Irregularities in proceedings

133.(1) No proceeding under this Act shall be invalidated by any defect, irregularity or deficiency of notice or time unless the court is of opinion that substantial injustice has been or may be caused thereby which cannot be

¹⁷ Section 33 (Incorporated association may be exempted from using word 'incorporated')

¹⁸ Section 45 (Associations may be allowed to have undesirable names)

¹⁹ Section 144 (Saving of letters patent)

remedied by an order of the court.

(2) The court may if it thinks fit make an order declaring that such proceeding is valid notwithstanding any such defect, irregularity or deficiency.

(3) Without affecting the generality of subsections (1) and (2) or of any other provision of this Act, where any omission, defect, error or irregularity (including the absence of a quorum at any meeting of the incorporated association or of the management committee) has occurred in the management or administration of an incorporated association incorporated under this Act (whether or not such omission, defect, error or irregularity occurred before or after the passing of this Act and whether it occurred before or after the incorporated association became incorporated under this Act) whereby any breach of any of the provisions of this Act has occurred or whereby there has been default in the observance of the rules or constitution of the incorporated association or whereby any proceedings at or in connection with any meeting of the incorporated association or of the management committee thereof or any assemblage purporting to be such a meeting have been rendered ineffective, the court—

- (a) may, either of its own motion or on the application of any interested person, make such order as it thinks fit to rectify or cause to be rectified or to negative or modify or cause to be modified the consequences in law of any such omission, defect, error or irregularity, or to validate any act, matter or thing rendered or alleged to have been rendered invalid by or as a result of any such omission, defect, error or irregularity; and
- (b) shall before making any such order satisfy itself that such an order would not do injustice to the incorporated association or to any member or creditor thereof; and
- (c) where any such order is made, may give such ancillary or consequential direction as it thinks fit; and
- (d) may determine what notice or summons is to be given to other persons of the intention to make any such application or of the intention to make such an order, and whether and how it should be given or served and whether it should be advertised in any newspaper.

(4) The court may enlarge or abridge any time for doing any act or taking

any proceeding allowed or limited by this Act or any rules or regulations made thereunder upon such terms (if any) as the justice of the case may require and any such enlargement may be ordered although the application for the same is not made until after the time originally allowed or limited.

Regulation making power

134. The Governor in Council may make regulations under this Act.

Regulations about fees and charges

135.(1) A regulation may be made about the fees and charges payable under this Act.

(2) A charge may be a tax.

Penalties under regulations to be limited

136. The maximum penalty that may be prescribed by a regulation for an offence against a regulation is 4 penalty units.

Other matters for regulations

137. A regulation may make provision about—

- (a) the form in which the rules are to be kept by incorporated association; and
- (b) the model rules; and
- (c) matters that must be provided for in incorporated associations' rules; and
- (d) keeping and inspecting the register; and
- (e) issuing certificates of incorporation and copies of the certificates; and
- (f) keeping books of accounts by incorporated associations; and

- (g) audits, returns, statements and information about books of accounts; and
- (h) inspecting, and producing for inspection, books of account.

PART 15—SAVINGS

Saving of letters patent

144. Subject to the provisions of this Act, letters patent issued pursuant to the *Religious Educational and Charitable Institutions Act 1861* continue to be of full force and effect and to be subject to that Act as if this Act had not been passed.

ENDNOTES**1 Index to endnotes**

	Page
2 Date to which amendments incorporated	82
3 Key	83
4 Table of earlier reprints	83
5 Tables in earlier reprints	84
6 List of legislation	84
7 List of annotations	86
8 Table of renumbered provisions	100

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 4 September 1998. Future amendments of the Associations Incorporation Act 1981 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	=	previous
amd	=	amended	(prev)	=	previously
amdt	=	amendment	proc	=	proclamation
ch	=	chapter	prov	=	provision
def	=	definition	pt	=	part
div	=	division	pubd	=	published
exp	=	expires/expired	R[X]	=	Reprint No.[X]
gaz	=	gazette	RA	=	Reprints Act 1992
hdg	=	heading	reloc	=	relocated
ins	=	inserted	renum	=	renumbered
lap	=	lapsed	rep	=	repealed
notfd	=	notified	s	=	section
o in c	=	order in council	sch	=	schedule
om	=	omitted	sdiv	=	subdivision
p	=	page	SIA	=	Statutory Instruments Act 1992
para	=	paragraph	SL	=	subordinate legislation
prec	=	preceding	sub	=	substituted
pres	=	present	unnum	=	unnumbered

4 Table of earlier reprints

TABLE OF EARLIER REPRINTS

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

Reprint No.	Amendments included	Reprint date
1	to Act No. 42 of 1991	26 October 1993
2	to Act No. 58 of 1995	5 January 1996
2A	to Act No. 56 of 1996	8 January 1997
2B	to Act No. 9 of 1997	13 June 1997
2C	to Act No. 39 of 1997	12 September 1997
2D	to Act No. 83 of 1997	16 February 1998

5 Tables in earlier reprints

TABLES IN EARLIER REPRINTS

Name of table	Reprint No.
Changed names and titles	2
Corrected minor errors	2
Renumbered provisions	1

6 List of legislation

Associations Incorporation Act 1981 No. 74

date of assent 7 October 1981

commenced 1 July 1982 (proc pubd gaz 19 June 1982 p 1600)

as amended by—

Companies (Consequential Amendments) Act 1981 No. 111 pt 6

date of assent 16 December 1981

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

Companies (Administration) Act 1981 No. 112 s 27

date of assent 16 December 1981

commenced 1 July 1982 (proc pubd gaz 29 June 1982 p 2102)

Patriotic Funds Act Repeal Act and Other Acts Amendment Act 1988 No. 19 pt 4

date of assent 7 April 1988

commenced 1 February 1989 (proc pubd gaz 21 January 1989 p 299)

Corrective Services (Consequential Amendments) Act 1988 No. 88 s 3 sch 1

date of assent 1 December 1988

commenced 15 December 1988 (see s 2(2) of Act and o in c pubd gaz 10 December 1988 p 1675)

Associations Incorporation Act Amendment Act 1989 No. 4

date of assent 30 March 1989

ss 1–2 commenced on date of assent

remaining provisions never proclaimed into force and om 1991 No. 42 s 4

Statute Law (Miscellaneous Provisions) Act 1989 No. 103 s 3 sch

date of assent 25 October 1989

commenced on date of assent

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

date of assent 14 November 1990

commenced 7 December 1989 (see s 2(4)(b))

Public Accountants Registration (Repeal and Consequential Amendments) Act 1990 No. 85 s 5 sch 2

date of assent 29 November 1990
commenced 1 January 1991 (see s 2(3))

Justice Legislation (Miscellaneous Amendments) Act 1991 No. 42 s 3 sch

date of assent 5 August 1991
commenced on date of assent

Statute Law (Miscellaneous Provisions) Act (No. 2) 1993 No. 76 s 3 sch 2

date of assent 14 December 1993
commenced on date of assent

Treasury and Other Legislation Amendment Act 1994 No. 48 pts 1, 6

date of assent 14 September 1994
ss 1–2 commenced on date of assent
remaining provisions commenced 1 October 1994 (see s 2(3))

Associations Incorporation Amendment Act 1995 No. 7 (as amd by 1995 No. 57 ss 1–2, 4 sch 2)(as from 5 April 1995 (see s 2(1) sch 2))

date of assent 5 April 1995
ss 1–2 commenced on date of assent
s 7, so far as it inserts new section 32A(3)–(4) commenced 31 March 1997 (1996 SL No. 59 s 3)
remaining provisions commenced 8 September 1995 (1995 SL No. 257)

Statute Law (Minor Amendments) Act (No. 2) 1995 No. 51 ss 1, 3–4 sch

date of assent 22 November 1995
commenced on date of assent

Statute Law Revision Act 1995 No. 57 ss 1–2, 4 sch 1

date of assent 28 November 1995
commenced on date of assent

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

date of assent 28 November 1995
commenced on date of assent

Consumer Law and Other Justice Legislation (Miscellaneous Provisions) Act 1996 No. 56 pts 1, 2

date of assent 20 November 1996
commenced on date of assent

Justice and Other Legislation (Miscellaneous Provisions) Act 1997 No. 9 ss 1–2(1) pt 2

date of assent 15 May 1997
commenced on date of assent

Cooperatives Act 1997 No. 39 ss 1–2, 472 sch 7

date of assent 25 August 1997
ss 1–2 commenced on date of assent
remaining provisions commenced 1 September 1997 (1997 SL No. 286)

Justice and Other Legislation (Miscellaneous Provisions) Act (No. 2) 1997 No. 82
ss 1–2 pt 2

date of assent 5 December 1997

ss 1–2 commenced on date of assent

remaining provisions commenced 9 April 1998 (1998 SL No. 76)

Education and Other Legislation Amendment Act 1997 No. 83 pts 1–2

date of assent 5 December 1997

ss 1–2 commenced on date of assent

remaining provisions commenced 1 January 1998 (1997 SL No. 464)

7 List of annotations

This reprint has been renumbered — see table of renumbered provisions in endnote 8.

Division 1—Introductory provisions**div hdg** ins 1995 No. 7 s 3 sch**Definitions****prov hdg** sub 1995 No. 7 s 4(1)**s 2** prev s 2 om R2 (see RA s 37)

pres s 2 amd 1995 No. 7 s 4(2)

def “**application notice**” ins 1995 No. 7 s 4(2)def “**appointed person**” ins 1995 No. 7 s 4(2)def “**approved form**” ins 1995 No. 7 s 4(2)

sub 1995 No. 57 s 4 sch 1

def “**association**” amd 1990 No. 80 s 3 sch 6; 1991 No. 42 s 3 sch; 1994 No. 48 s 49

sub 1995 No. 7 s 4(2)

def “**branch**” amd 1996 No. 56 s 4(2)def “**Commissioner**” sub 1981 No. 112 s 27

om 1995 No. 7 s 4(2)

def “**cooperative**” ins 1997 No. 39 s 472 sch 7def “**Cooperatives Act**” ins 1997 No. 39 s 472 sch 7def “**Court**” om 1995 No. 7 s 4(2)def “**Director-General**” ins 1990 No. 80 s 3 sch 6

om 1995 No. 7 s 4(2)

def “**incorporation resolutions**” ins 1995 No. 7 s 4(2)def “**interim officers**” ins 1995 No. 7 s 4(2)def “**management committee**” sub 1995 No. 7 s 4(2)def “**Minister**” sub 1990 No. 80 s 3 sch 6

om 1993 No. 76 s 3 sch 2; 1995 No. 7 s 4(2)

def “**model rules**” ins 1995 No. 7 s 4(2)def “**objection notice**” ins 1995 No. 7 s 4(2)def “**objector**” ins 1995 No. 7 s 4(2)def “**officer**” sub 1995 No. 7 s 4(2)def “**own rules**” ins 1995 No. 7 s 4(2)def “**parent association**” ins 1995 No. 7 s 4(2)

sub 1996 No. 56 s 4(1)

- def “**president**” ins 1995 No. 7 s 4(2)
- def “**property**” om 1995 No. 7 s 4(2)
- def “**proposed rules**” ins 1995 No. 7 s 4(2)
- def “**register**” ins 1995 No. 7 s 4(2)
- def “**repealed Acts**” ins 1993 No. 76 s 3 sch 2
- def “**rules**” ins 1995 No. 7 s 4(2)
- def “**secretary**” sub 1995 No. 7 s 4(2)
- def “**special resolution**” sub 1995 No. 7 s 4(2)
- def “**treasurer**” ins 1995 No. 7 s 4(2)
- def “**Under Secretary**” om 1990 No. 80 s 3 sch 6
- def “**undesirable name**” amd 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 4(2)

Division 2—Interpretation**div hdg** ins 1995 No. 7 s 3 sch**Special resolutions**

- s 3** prev s 3 amd 1989 No. 103 s 3 sch
om R1 (see RA s 36)
pres s 3 ins 1995 No. 7 s 5

Whether association is formed or carried on for the purpose of financial gain for its members

- s 4** prev s 4 amd 1989 No. 103 s 3 sch; 1993 No. 76 s 3 sch 2
renum as s 76 1995 No. 7 s 3 sch 2
pres s 4 ins 1995 No. 7 s 5
amd 1996 No. 56 s 5

Division 3—General provisions**div hdg** ins 1995 No. 7 s 5**PART 2—INCORPORATION OF ASSOCIATION****pt hdg** sub 1995 No. 7 s 6**Division 1—Preliminary****div hdg** sub 1995 No. 7 s 6**Eligibility for incorporation**

- s 5** sub 1995 No. 7 s 6
amd 1996 No. 56 s 6; 1997 No. 83 s 4

Association may resolve to incorporate and adopt proposed rules

- s 6** amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6

Appointment of person to apply for incorporation

- s 7** amd 1989 No. 4 s 4 (never proclaimed into force and om 1991 No. 42
s 4); 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6

Interim officers

- s 8** sub 1995 No. 7 s 6

Division 2—Incorporation**div hdg** ins 1995 No. 7 s 6**Form of application etc.****s 9** amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6**Giving notice of application etc.****s 10** amd 1989 No. 4 s 5 (never proclaimed into force and om 1991 No. 42
s 4); 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6**Objections to applications for incorporation****s 11** sub 1995 No. 7 s 6**Chief executive to make decision about application****s 12** sub 1995 No. 7 s 6; 1995 No. 51 s 4 sch**Chief executive to advise association and objectors of decision****s 13** amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6**Registration of association****s 14** sub 1995 No. 7 s 6**Certificate of incorporation****s 15** amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6
amd 1996 No. 56 s 7**Division 3—Miscellaneous****div hdg** ins 1995 No. 7 s 6**Register of incorporated associations****s 16** sub 1995 No. 7 s 6**Registered office****s 17** ins 1995 No. 7 s 6
amd 1996 No. 56 s 8**Person may inspect register etc.****s 18** ins 1995 No. 7 s 6**False or misleading information****s 19** ins 1995 No. 7 s 6**False, misleading or incomplete documents****s 20** ins 1995 No. 7 s 6**PART 3—EFFECTS OF INCORPORATION****pt hdg** ins 1995 No. 7 s 6**Division 1—General****div hdg** ins 1995 No. 7 s 6**Incorporated associations are bodies corporate****s 21** sub 1995 No. 7 s 6

Division 2—Transition from unincorporated to incorporated association**div hdg** ins 1995 No. 7 s 6**Property for an association****s 22** ins 1995 No. 7 s 6**Transfer of other assets, rights and liabilities****s 23** ins 1995 No. 7 s 6**Duty to notify registrar of titles of land or interest in land etc.****s 24** ins 1995 No. 7 s 6**Division 3—Powers of incorporated associations****div hdg** ins 1995 No. 7 s 6**General powers****s 25** amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6**Ultra vires transactions****s 26** (prev s 23) renum 1995 No. 7 s 3 sch**Liability of members****s 27** (prev s 24) renum 1995 No. 7 s 3 sch**Contracts****s 28** (prev s 25) renum 1995 No. 7 s 3 sch**PART 4—NAME OF INCORPORATED ASSOCIATION****pt hdg** ins 1995 No. 7 s 6**Division 1—Preliminary****div hdg** ins 1995 No. 7 s 6**Name of incorporated association to include ‘incorporated’ etc.****s 29** amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6**Use of ‘incorporated’ as part of name etc.****s 30** ins 1988 No. 19 s 9
sub 1995 No. 7 s 6**Name on seal****s 31** ins 1995 No. 7 s 6**Name of incorporated association to appear on documents****s 32** ins 1995 No. 7 s 6
amd 1996 No. 56 s 9**Division 2—Exemption from use of ‘incorporated’****div hdg** sub 1995 No. 7 s 6**Incorporated association may be exempted from using word ‘incorporated’****s 33** sub 1995 No. 7 s 6**Division 3—Change of name****div hdg** ins 1995 No. 7 s 6

Definitions for division

s 34 prev s 23 renum as s 20A 1995 No. 7 s 3 sch
pres s 23 ins 1995 No. 7 s 6

Incorporated association may apply to change its name

s 35 ins 1995 No. 7 s 6
amd 1996 No. 56 s 10

Giving notice of application to change name

s 36 ins 1995 No. 7 s 6

Objections to application for change of name

s 37 ins 1995 No. 7 s 6

Chief executive to advise association and objectors of decision

s 38 ins 1995 No. 7 s 6

Notice of decision

s 39 ins 1995 No. 7 s 6

Registration of new name

s 40 ins 1995 No. 7 s 6

New certificate of incorporation

s 41 ins 1995 No. 7 s 6

Change of name does not affect legal personality

s 42 ins 1995 No. 7 s 6

Division 4—Undesirable names

div hdg ins 1995 No. 7 s 6

Association must not have undesirable name

s 43 prev s 24 renum as s 20B 1995 No. 7 s 3 sch
pres s 24 ins 1995 No. 7 s 6

Notice to associations having or proposing to have undesirable name

s 44 ins 1995 No. 7 s 6

Associations may be allowed to have undesirable names

s 45 ins 1995 No. 7 s 6
amd 1996 No. 56 s 11

PART 5—RULES

pt hdg sub 1995 No. 7 s 6

Division 1—Registration of rules

div hdg ins 1995 No. 7 s 6

Registration of incorporated association's rules

s 46 prev s 25 renum as s 20C 1995 No. 7 s 3 sch
pres s 25 ins 1995 No. 7 s 6
amd 1996 No. 56 s 12

Matters not provided for in rules provided for in model rules

s 47 ins 1995 No. 7 s 6

Division 2—Amending rules**pt hdg** ins 1995 No. 7 s 6**PART 4—RULES****pt hdg** om 1995 No. 7 s 6**Registration of rules****s 26** amd 1989 No. 4 s 6 (never proclaimed into force and om 1991 No. 42 s 4); 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 6**Division 2—Amending rules****div hdg** ins 1995 No. 7 s 6**Application to register amendment of rules****s 48** ins 1995 No. 7 s 6
amd 1996 No. 56 s 13**Registration of amendment****s 49** ins 1995 No. 7 s 6**Effect of amended rules****s 50** ins 1995 No. 7 s 6**Effect of amendment of model rules****s 51** ins 1995 No. 7 s 6**Chief executive may ask for copy of complete rules****s 52** ins 1995 No. 7 s 6**Division 3—Miscellaneous****div hdg** ins 1995 No. 7 s 6**Secretary must make rules available to members if asked****s 53** amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 6**Form in which rules must be kept****s 54** ins 1995 No. 7 s 6**PART 6—GENERAL OPERATION OF INCORPORATED ASSOCIATION****pt hdg** ins 1995 No. 7 s 6**Division 1—Meetings****div hdg** ins 1995 No. 7 s 6**First annual general meeting****s 55** amd 1990 No. 80 s 3 sch 6; 1991 No. 42 s 3 sch
sub 1995 No. 7 s 6**Subsequent annual general meetings****s 56** sub 1995 No. 7 s 6
amd 1997 No. 82 s 5**General meetings****s 57** ins 1995 No. 7 s 6

Division 2—Audits**div hdg** ins 1995 No. 7 s 6**Audit of newly formed incorporated association****s 58** sub 1995 No. 7 s 6**Audit and statement****s 59** (prev s 40) renum 1995 No. 7 s 3 sch
amd 1995 No. 7 s 3 sch; 1997 No. 82 s 6**Membership of management committee****s 61** ins 1995 No. 7 s 7**Eligibility for election to a management committee****s 61A** ins 1997 No. 9 s 6**Election of management committee****s 62** amd 1990 No. 80 s 3 sch 6; 1995 No. 7 s 3 sch**Meetings of management committee****s 63** amd 1996 No. 56 s 14**Tenure of members of management committee****s 64** amd 1996 No. 56 s 15; 1997 No. 9 s 7**When secretary must be elected or appointed****s 65** ins 1995 No. 7 s 8
amd 1996 No. 56 s 16**Management committee to ensure association has appropriate individual as secretary****s 66** ins 1995 No. 7 s 8
amd 1996 No. 56 s 17**Secretary may be appointed or removed at any time****s 67** ins 1995 No. 7 s 8**Notification of certain office holders****s 68** amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 9
amd 1996 No. 56 s 18**Office of secretary****prov hdg** sub 1995 No. 7 s 3 sch
s 69 amd 1995 No. 7 s 3 sch; 1996 No. 56 s 19**Insurance****s 70** amd 1990 No. 80 s 3 sch 6; 1995 No. 7 s 3 sch; 1996 No. 56 s 20**Notification of appointment and change of address of secretary****s 39** amd 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 3 sch**Audit and statement****s 40** amd 1990 No. 80 s 3 sch 6; 1990 No. 85 s 5 sch 2
renum as s 31 1995 No. 7 s 3 sch

Rights of members

s 71 amd 1995 No. 7 s 3 sch

Enforcement of rights and obligations

s 72 amd 1995 No. 7 s 3 sch

Powers of Supreme Court

s 73 amd 1995 No. 7 s 3 sch

PART 9—INCORPORATION OF BRANCHES AND AMALGAMATION OF INCORPORATED ASSOCIATIONS

pt hdg ins 1995 No. 7 s 10

Division 1—Incorporation of branches

div hdg ins 1995 No. 7 s 10

Members of branch may resolve to incorporate

s 74 ins 1995 No. 7 s 10

Powers of appointed person

s 75 ins 1995 No. 7 s 10

Modified application of Act

s 76 ins 1995 No. 7 s 10

Obligations of branch

s 77 ins 1995 No. 7 s 10

Branch must have word ‘branch’ in its name etc.

s 78 ins 1995 No. 7 s 10

Division 2—Amalgamation of incorporated associations

div hdg ins 1995 No. 7 s 10

Definitions for division

s 79 ins 1995 No. 7 s 10

Members may resolve to incorporates 80 ins 1995 No. 7 s 10
 amd 1996 No. 56 s 21**Applicant incorporated associations must have agreed rules**

s 81 ins 1995 No. 7 s 10

Appointment of appointed person to make application

s 82 ins 1995 No. 7 s 10

Chief executive may require notices to be sent to creditors

s 83 ins 1995 No. 7 s 10

Modified application of Act

s 84 ins 1995 No. 7 s 10

Certificate of incorporation

s 85 ins 1995 No. 7 s 10

Effect of incorporation

s 86 ins 1995 No. 7 s 10

Duty to notify registrar of titles of land or interest in land etc.

s 87 ins 1995 No. 7 s 10

Amalgamation does not affect certain rights and obligations

s 88 ins 1995 No. 7 s 10

Voluntary winding-ups 89 amd 1981 No. 111 s 23 sch; 1990 No. 80 s 3 sch 6; 1995 No. 7 s 11;
1996 No. 56 s 22**Winding-up by the Supreme Court**

s 90 amd 1981 No. 111 s 23 sch; 1990 No. 80 s 3 sch 6; 1995 No. 7 s 12

Application of Corporations Law to winding-ups 91 amd 1981 No. 111 s 23 sch
sub 1995 No. 7 s 13
amd 1996 No. 56 s 23**Winding-up in progress at the commencement of part 6 of the Companies
(Consequential Amendments) Act 1981**s 46A ins 1981 No. 111 s 23 sch
amd 1995 No. 7 s 3 sch
exp 8 September 1995 (see s 46A(3))

s 46A(1) AIA s 20A applies (see 46A(2))

Distribution of surplus assets

s 92 amd 1995 No. 7 s 3 sch; 1996 No. 56 s 24

Cancellation of incorporation

s 93 amd 1990 No. 80 s 3 sch 6; 1995 No. 7 s 3 sch

Vesting of property on cancellation

s 94 amd 1995 No. 7 s 3 sch; 1996 No. 56 s 25

**PART 11—CHANGE IN STATUS OF INCORPORATED ASSOCIATIONS AND
OTHER ENTITIES**pt hdg ins 1994 No. 48 s 50
sub 1997 No. 39 s 472 sch 7**Purpose of part**s 95 prev s 95 ins 1994 No. 48 s 50
om R2 (see RA s 39)
pres s 95 ins 1997 No. 39 s 472 sch 7**Definitions**s 96 ins 1994 No. 48 s 50
amd 1997 No. 39 s 472 sch 7**Division 2—Incorporation of certain eligible friendly societies**

div hdg ins 1997 No. 39 s 472 sch 7

Notice about special resolutionss 97 ins 1994 No. 48 s 50
amd 1996 No. 56 s 26

Society to have president and treasurer before applying for transfer of incorporation

s 97A ins 1996 No. 56 s 27

Application

s 98 ins 1994 No. 48 s 50
amd 1996 No. 56 s 28

Incorporation

s 99 ins 1994 No. 48 s 50
amd 1997 No. 39 s 472 sch 7

Chief executive must give registrar copy of certificate of incorporation

s 100 ins 1994 No. 48 s 50

Matters happening on transfer day

s 101 ins 1994 No. 48 s 50

Duty to notify registrar of titles

s 102 ins 1994 No. 48 s 50

Directors of former society become members of management committee of incorporated association

s 103 ins 1994 No. 48 s 50

Office holders of former society become office holders of incorporated association

s 104 ins 1994 No. 48 s 50
sub 1996 No. 56 s 29

Rules

s 105 ins 1994 No. 48 s 50
amd 1996 No. 56 s 30

Division 3—Incorporation of cooperatives

div hdg ins 1997 No. 39 s 472 sch 7

Application of division

s 105A ins 1997 No. 39 s 472 sch 7

Notice of cooperative's proposal to become incorporated association

s 105B ins 1997 No. 39 s 472 sch 7

Application for incorporation of cooperative as association

s 105C ins 1997 No. 39 s 472 sch 7

Incorporation

s 105D ins 1997 No. 39 s 472 sch 7

Chief executive must inform registrar of incorporation

s 105E ins 1997 No. 39 s 472 sch 7

Registrar to give records to chief executive

s 105F ins 1997 No. 39 s 472 sch 7

Recording of interests in land

s 105G ins 1997 No. 39 s 472 sch 7

Directors of former cooperative

s 105H ins 1997 No. 39 s 472 sch 7

Office holders of former cooperative become office holders of incorporated association

s 105I ins 1997 No. 39 s 472 sch 7

Rules

s 105J ins 1997 No. 39 s 472 sch 7

Division 4—Registration of incorporated associations as cooperatives

div hdg ins 1997 No. 39 s 472 sch 7

Application of division

s 105K ins 1997 No. 39 s 472 sch 7

Chief executive's consent needed to proposed registration as cooperative

s 105L ins 1997 No. 39 s 472 sch 7

Consent to proposed registration as cooperative

s 105M ins 1997 No. 39 s 472 sch 7

Cancellation of registration and incorporation

s 105N ins 1997 No. 39 s 472 sch 7

Division 5—General

div hdg ins 1997 No. 39 s 472 sch 7

Financial year

s 106 ins 1994 No. 48 s 50

False or misleading information

s 107 ins 1994 No. 48 s 50

False, misleading or incomplete documents

s 108 ins 1994 No. 48 s 50

PART 12—REVIEWS AND APPEALS

pt hdg ins 1995 No. 7 s 14

Division 1—Review of decisions

div hdg ins 1995 No. 7 s 14

Affected person may apply for review

s 109 ins 1995 No. 7 s 14

Applying for review

s 110 ins 1995 No. 7 s 14

Stay of operation of decision

s 111 ins 1995 No. 7 s 14

Decision on reconsideration

s 112 ins 1995 No. 7 s 14

Division 2—Appeals against reconsidered decisions

div hdg ins 1995 No. 7 s 14

Who may make an appeal?

s 113 ins 1995 No. 7 s 14

Making appeals

s 114 ins 1995 No. 7 s 14

Starting appeals

s 115 ins 1995 No. 7 s 14

Stay of operation of decision

s 116 ins 1995 No. 7 s 14

Powers of District Court on appeal

s 117 ins 1995 No. 7 s 14

Effect of court's decision on appeal

s 118 ins 1995 No. 7 s 14

Procedure of court

s 50K ins 1995 No. 7 s 14
om 1995 No. 57 s 4 sch 1

Appointment of inspector

s 50 amd 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 15

Special investigations

s 119 sub 1995 No. 7 s 15

Protection from liability

s 120 ins 1995 No. 7 s 15

Limitation of actions

s 52 amd 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 15

Extension of time

s 121 amd 1990 No. 80 s 3 sch 6

Appeal from Director-General

s 54 amd 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 3 sch

Punishment of fraud or misappropriation

s 122 amd 1988 No. 88 s 3 sch 1; 1995 No. 58 s 4 sch 1

Penalty for falsification

s 124 amd 1995 No. 58 s 4 sch 1

Director-General may delegate power to prosecute

s 58 amd 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 3 sch

Proof of compliance with formal requirements

s 125 amd 1990 No. 80 s 3 sch 6

Evidence

s 126 amd 1990 No. 80 s 3 sch 6

Proceedings for offences

s 61 amd 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 3 sch

Service

s 62 om 1995 No. 7 s 3 sch

Fees

s 63 amd 1990 No. 80 s 3 sch 6
om 1995 No. 7 s 3 sch

Evidentiary provisions

s 127 amd 1989 No. 4 s 7 (never proclaimed into force and om 1991 No. 42 s 4); 1990 No. 80 s 3 sch 6

Delegation

s 129 amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 16

Approval of forms

s 130 ins 1995 No. 57 s 4 sch 1

Recall of letters patent

s 131 amd 1995 No. 7 s 3 sch

Exemption from certain provisions of Act

s 132 ins 1991 No. 42 s 3 sch
amd 1995 No. 7 s 3 sch

Irregularities in proceedings

s 133 (prev s 70) renum 1995 No. 7 s 3 sch

Regulation making power

s 134 amd 1990 No. 80 s 3 sch 6
sub 1995 No. 7 s 18

Regulations about fees and charges

s 135 (prev s 68A) ins 1995 No. 7 s 18

Penalties under regulations to be limited

s 136 ins 1995 No. 7 s 18

Other matters for regulations

s 137 ins 1995 No. 7 s 18

Transitional regulations

s 138 prev s 68A as ins by 1994 No. 48 s 51
renum s 68D 1995 No. 7 s 17
exp 8 September 1996 (see 138(3))

Publication of orders in council

s 69 om 1995 No. 7 s 3 sch

Irregularities in proceedings

s 70 renum as s 67B 1995 No. 7 s 3 sch

PART 14—TRANSITIONAL PROVISIONS

pt hdg ins 1995 No. 7 s 19
exp 8 September 1997 (see s 143)

Definitions

s 139 ins 1995 No. 7 s 19
exp 8 September 1997 (see s 143)

Pending applications

s 140 ins 1995 No. 7 s 19
exp 8 September 1997 (see s 143)

Associations incorporated under former Act

s 141 ins 1995 No. 7 s 19
exp 8 September 1997 (see s 143)

Numbering and renumbering of Act

s 74 ins 1995 No. 7 s 19
om R2 (see RA s 39)

Validation of incorporation of certain branches

s 142 ins 1995 No. 7 s 19
exp 8 September 1997 (see s 143)
sub 1996 No. 56 s 31

Expiry

s 143 ins 1995 No. 7 s 19
amd R2 (see RA s 39)
exp 8 September 1997
amd 1996 No. 56 s 32

PART 15—SAVINGS

pt hdg ins 1995 No. 7 s 3 sch

Saving of letters patent

s 144 (prev s 4) renum 1995 No. 7 s 3 sch
amd 1995 No. 7 s 3 sch; 1995 No. 51 s 4 sch

Declaration about amending Act's assent

s 77 ins 1995 No. 51 s 4 sch
exp 22 November 1995 (see s 77(3))
AIA s 20A applies (see s 14(2))
om R2 (see RA s 37)

SCHEDULE

amd 1989 No. 103 s 3 sch
om 1995 No. 7 s 3 sch

8 Table of renumbered provisions

TABLE OF RENUMBERED PROVISIONS
 under the Reprints Act 1992 s 43 as required by Associations Incorporation
 Amendment Act 1995 s 19

Previous	Renumbered as
5	2
5A	3
5B	4
7	5
8	6
9	7
10	8
11	9
12	10
13	11
14	12
15	13
16	14
17	15
18	16
18A	17
18B	18
18C	19
18D	20
part 2A	part 3
19	21
19A	22
19B	23
19C	24
20	25
20A	26
20B	27
20C	28
part 2B	part 4
21	29
21A	30
21B	31
21C	32
22	33
23	34
23A	35
23B	36
23C	37

23D	38
23E	39
23F	40
23G	41
23H	42
24	43
24A	44
24B	45
part 3	part 5
25	46
25A	47
26A	48
26B	49
26C	50
26D	51
26E	52
27	53
27A	54
part 4	part 6
28	55
29	56
29A	57
30	58
31	59
31(3)	59(2)
31(4)	59(3)
31(6)	59(4)
31(6A)	59(5)
31(7)	59(6)
31(8)	59(7)
31(9)	59(8)
part 5	part 7
32	60
32A	61
32A(5)	61(3)
33	62
34	63
35	64
35A	65
35B	66
35C	67
36	68
37(4)	69(1)
37(5)	69(2)
38	70
part 6	part 8

Associations Incorporation Act 1981

41	71
42	72
43	73
part 6A	part 9
43A	74
43B	75
43C	76
43D	77
43E	78
43F	79
43G	80
43H	81
43I	82
43J	83
43K	84
43L	85
43M	86
43N	87
43O	88
part 7	part 10
44	89
44(1A)	89(2)
44(2)	89(3)
44(3)	89(4)
45	90
46	91
47	92
48	93
48(1)(ca)	93(1)(d)
48(1)(d)	93(1)(e)
48(1)(e)	93(1)(f)
48(1)(f)	93(1)(g)
48(1)(g)	93(1)(h)
49	94
49(e)	94(d)
part 7A	part 11
49A	95
49B	96
49C	97
49D	98
49E	99
49F	100
49G	101
49H	102
49I	103
49J	104

Associations Incorporation Act 1981

49K	105
49L	106
49M	107
49N	108
part 7B	part 12
50A	109
50B	110
50C	111
50D	112
50E	113
50F	114
50G	115
50H	116
50I	117
50J	118
part 8	part 13
51	119
51A	120
53	121
55	122
55(1A)	122(2)
55(2)	122(3)
56	123
57	124
59	125
60	126
64	127
65	128
66	129
66A	130
67	131
67A	132
67B	133
68	134
68A	135
68B	136
68C	137
68D	138
part 9	part 14
71	139
72	140
73	141
75	142
75A	143
part 10	part 15
76	144

