

Queensland



**ASSOCIATIONS  
INCORPORATION  
AMENDMENT ACT 1995**

**Act No. 7 of 1995**

# Queensland



## ASSOCIATIONS INCORPORATION AMENDMENT ACT 1995

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**MINOR AND CONSEQUENTIAL AMENDMENTS**

Queensland



# **Associations Incorporation Amendment Act 1995**

**Act No. 7 of 1995**

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**An Act to amend the *Associations Incorporation Act 1981***

*[Assented to 5 April 1995]*



**The Parliament of Queensland enacts—****Short title**

1. This Act may be cited as the *Associations Incorporation Amendment Act 1995*.

**Commencement**

2. This Act commences on a day to be fixed by proclamation.

**Act amended**

3. This Act amends the *Associations Incorporation Act 1981*.

**Amendment of s 5 (Meaning of terms)**

4.(1) Section 5, heading—

*omit, insert—*

**‘Definitions’.**

(2) Section 5(1), definitions “**association**”, “**Commissioner**”, “**Court**”, “**Director-General**”, “**management committee**”, “**Minister**”, “**officer**”, “**property**”, “**secretary**”, “**special resolution**” and “**undesirable name**”—

*omit.*

(3) Section 5(1)—

*insert—*

“**application notice**” see—

- (a) for an application for incorporation—section 12(1)(b); or
- (b) for an application to change a name—section 23B(1)(b).

“**appointed person**” see—

- (a) for Part 2—section 9(1); or

(b) for Part 6A, Division 1—section 43B(1); or

(c) for Part 6A, Division 2—section 43I(1).

**“approved form”** means a form approved by the chief executive.

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

**“incorporation resolutions”**, for an association, see section 8(1).

**“interim officers”** see section 10.

**“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 12(2); or

(b) for an application by an association to change its name—section 23B(2).

**“objector”** see—

(a) for an application for incorporation—section 13; or

(b) for an application to change an incorporated association’s name—section 23C.

**“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 an incorporated association, or an entity incorporated under the *Religious Educational and Charitable Institutions Act 1861*, that is the branch’s central body.

“**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.

“**register**” of incorporated associations means the register of incorporated associations kept by the chief executive under section 18.

“**rules**” of an incorporated association includes 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.’.

(4) Section 5(2)—

*omit.*

### **Insertion of new Div 3**

5. After section 5, in Part 1—

*insert—*

#### ***‘Division 3—General provisions***

#### **‘Special resolutions**

‘**5A.(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**

‘**5B.(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 it<sup>1</sup>—

- (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 of

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<sup>1</sup> An association is not eligible for incorporation if it has a purpose of providing financial gain for its members—see section 7(1)(c) (Eligibility for incorporation).

- 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
  - (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.’.

### **Replacement of Pts 2–4 (other than ss 23–25)**

**6.** Parts 2 to 4 (other than sections 23 to 25)—

*omit, insert—*

**‘PART 2—INCORPORATION OF ASSOCIATION*****‘Division 1—Preliminary*****‘Eligibility for incorporation**

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

- (a) has a membership of less than 7 individuals; 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* or an entity that should be registered under that Act; or
  - (iv) an industrial organisation within the meaning of the *Industrial Relations Act 1990*; or
  - (v) a 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;<sup>2</sup> 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

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<sup>2</sup> Whether an association has the purpose of providing financial gain for its members see section 6 (Whether association is formed or carried on for the purpose of financial gain for its members).

- (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.

‘(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**

‘**8.(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**

‘**9.(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**

‘10.(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.<sup>3</sup>

‘(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.**

‘11.(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

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<sup>3</sup> For the qualifications required for the secretary of an incorporated association see section 35B (Management committee to ensure association has appropriate individual as secretary).



- (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.<sup>4</sup>

### **‘Giving notice of application etc.**

**‘12.(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 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**

**‘13.** 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**

**‘14.** The chief executive must grant or refuse the application after

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<sup>4</sup> Under section 7 of the *Acts Interpretation Act 1954*, ‘Act’ includes statutory instruments made or in force under the Act.

considering—

- (a) the association's application for incorporation; and
- (b) any objections properly made to the application; and
- (c) proposed rules of the association, other than model rules.

#### **'Chief executive to advise association and objectors of decision**

**'15.(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**

**'16.(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**

**'17.** On registration of the association, the chief executive must issue a certificate of incorporation to the association.

***Division 3—Miscellaneous*****‘Register of incorporated associations**

**‘18.(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**

**‘18A.(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 14 days of the change.

Maximum penalty—5 penalty units.

**‘Person may inspect register etc.**

**‘18B.** 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**

**‘18C.(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**

**‘18D.(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 2A—EFFECTS OF INCORPORATION**

### *'Division 1—General*

#### **'Incorporated associations are bodies corporate**

**'19.** 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**

**'19A.(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**

‘**19B.(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.**

‘**19C.(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**

‘20.(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.

## **‘PART 2B—NAME OF INCORPORATED ASSOCIATION**

### *‘Division 1—Preliminary*

#### **‘Name of incorporated association to include ‘incorporated’ etc.**

‘21.(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.**

‘21A.(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**

‘21B.(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**

‘21C. An incorporated association must ensure a document it endorses or issues (including advertising material) has the association’s name in legible characters.



***‘Division 2—Exemption from use of ‘incorporated’***

**‘Incorporated association may be exempted from using word ‘incorporated’**

**‘22.(1)** An association may, by resolution of its members, decide to apply to the chief executive for exemption from section 21<sup>5</sup>—

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

**‘(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**

**‘23.** In this Division—

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

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<sup>5</sup> Section 21 (Name of incorporated association to include ‘incorporated’ etc.).

“**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**

‘**23A.(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 14 days 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**

‘**23B.(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**

‘23C. 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**

‘23D. 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**

‘23E.(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**

‘23F.(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**

‘**23G.(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**

‘**23H.(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**

‘**24.(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**

**‘24A.(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**

‘**24B.(1)** An association may, by special resolution, decide to make an 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 24.<sup>6</sup>

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<sup>6</sup> Section 24 (Association must not have undesirable name).

## **‘PART 3—RULES**

### ***‘Division 1—Registration of rules***

#### **‘Registration of incorporated association’s rules**

**‘25.(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, 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.

#### **‘Matters not provided for in rules provided for in model rules**

**‘25A.(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**

‘**26A.(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.

‘(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.<sup>7</sup>

‘(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**

‘**26B.(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.

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<sup>7</sup> Under section 7 of the *Acts Interpretation Act 1954*, ‘Act’ includes statutory instruments made or in force under the Act.



**‘Effect of amended rules**

**‘26C.(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—

(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**

**‘26D.(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**

**‘26E.(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**

‘27.(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**

‘27A. 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 4—GENERAL OPERATION OF INCORPORATED ASSOCIATION**

### *‘Division 1—Meetings*

#### **‘First annual general meeting**

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

#### **‘Subsequent annual general meetings**

**‘29.** An incorporated association must hold subsequent annual general meetings—

- (a) at least once each year; and
- (b) within 3 months after the end of the association’s previous financial year.

#### **‘General meetings**

**‘29A.(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**

‘**30.(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 31<sup>8</sup> for the financial year it is incorporated.

‘**(2)** However, in its first audited statement a reference to a financial year under section 31 is taken to include the financial year the association was incorporated.’<sup>9</sup>

**Insertion of new s 32A**

7. After section 32—

*insert—*

**‘Membership of management committee**

‘**32A.(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.

‘**(5)** The management committee must have at least 3 members of whom—

- (a) 1 holds the office of president; and
- (b) another holds the office of treasurer.

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<sup>8</sup> Section 31 (Audit and statement).

<sup>9</sup> Section 31 was section 40 of the *Associations Incorporation Act 1981* before being renumbered by this Bill.

**Insertion of new ss 35A and 35B**

8. After section 35—

*insert—*

**‘When secretary must be elected or appointed**

**‘35A.(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 14 days 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 14 days 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**

**‘35B.(1)** The management committee of an incorporated association must ensure the secretary is an individual residing in the State 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**

‘**35C.(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.’.

### **Replacement of s 36 (Notification of change of members of management committee)**

9. Section 36—

*omit, insert—*

### **‘Notification of certain office holders**

‘**36.(1)** If an incorporated association appoints or elects a secretary for the association under section 35A,<sup>10</sup> the members of the management committee must ensure the association notifies the chief executive in the approved form of the appointment or election within 14 days 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 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 14 days after it happens.

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<sup>10</sup> Section 35A (When secretary must be elected or appointed).

Maximum penalty—2 penalty units.

‘(4) The secretary of an incorporated association must notify the chief executive in writing of a change of the secretary’s address within 14 days after it happens.

Maximum penalty—2 penalty units.’.

### **Insertion of new Pt 6A**

**10.** After section 43—

*insert—*

## **‘PART 6A—INCORPORATION OF BRANCHES AND AMALGAMATION OF INCORPORATED ASSOCIATIONS**

### *‘Division 1—Incorporation of branches*

#### **‘Members of branch may resolve to incorporate**

‘**43A.(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**

‘**43B.(1)** After passing the special resolution under section 43A 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**

‘43C. The provisions of this Act providing for the incorporation of an association<sup>11</sup> 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**

‘43D.(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.**

‘43E. A branch, or group of branches, incorporated under this Division must have as part of its name—

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<sup>11</sup> For provisions dealing with the incorporation of associations see Part 2.



- (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.’

### *‘Division 2—Amalgamation of incorporated associations*

#### **‘Definitions for Division**

**‘43F.** 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 incorporate**

**‘43G.** An incorporated association may, by special resolution, decide to amalgamate with 1 or more other incorporated associations to form a single incorporated association.

#### **‘Applicant incorporated associations must have agreed rules**

**‘43H.(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**

**‘43I.(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**

**‘43J.(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**

‘**43K.** The provisions of this Act providing for the incorporation of an association apply<sup>12</sup> 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**

‘**43L.(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**

‘**43M.** 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.**

‘**43N.(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.

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<sup>12</sup> 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**

‘430.(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.’

#### **Amendment of s 44 (Voluntary winding-up)**

**11.** Section 44(2)—

*omit, insert—*

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

‘(3) For subsection (2), the Corporations Law applies with all necessary changes and any changes prescribed under the regulations.’.

### **Amendment of s 45 (Winding-up by the Court)**

**12.(1)** Section 45, heading, ‘Court’—

*omit, insert—*

‘Supreme Court’.

**(2)** Section 45(1) and (2), ‘Court’—

*omit, insert—*

‘Supreme Court’.

**(3)** Section 45(1)(d), ‘pecuniary’—

*omit, insert—*

‘financial’.

**(4)** Section 45(3)—

*omit, insert—*

‘(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.’.

### **Replacement of s 46 (Meaning of terms in winding-up)**

**13.** Section 46—

*omit, insert—*

#### **‘Application of Corporations Law to winding-up**

‘**46.(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 or to a defunct or dissolved 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.’.

### **Insertion of new Pt 7B**

#### **14. Before Part 8—**

*insert—*

## **‘PART 7B—REVIEWS AND APPEALS**

### *‘Division 1—Review of decisions*

#### **‘Affected person may apply for review**

‘50A.(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**

‘50B.(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

‘50C.(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

‘50D.(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?**

‘50E. 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**

‘50F.(1) An appeal under section 50E 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**

‘**50G.(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**

‘**50H.(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**

‘**50I.(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**

‘50J. If the District Court substitutes another decision, the substituted decision is, for this Act, taken to be the decision maker’s decision.

### **‘Procedure of court**

‘50K.(1) In this section—

“authorising Act” means the *District Courts Act 1967*.

‘(2) The power to make rules of court for a District Court under the authorising Act includes power to make rules of court for appeals to the District Court under this Part.

‘(3) The procedure for appeal to a District Court under this Part is—

- (a) in accordance with the rules of court applying to District Courts; or
- (b) in the absence of relevant rules, as directed by a Judge.’.

### **Replacement of ss 50–52**

15. Sections 50 to 52—

*omit, insert—*

### **‘Special investigations**

‘51.(1) Part 10<sup>13</sup> 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

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<sup>13</sup> Part 10 (Special Investigations).

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**

**‘51A.(1)** An officer or employee of the department does not incur civil liability for an act done, or omission made, honestly and without negligence 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.’.

### **Replacement of s 66 (Delegation of powers)**

**16.** Section 66—

*omit, insert—*

### **‘Delegation**

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

**‘(2)** However, the chief executive may not delegate the chief executive’s powers under section 22(3)<sup>14</sup> and 24B(4)<sup>15</sup>.’.

### **Renumbering of s 68A**

**17.** Section 68A—

*renumber* as section 68D.

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<sup>14</sup> Section 22 (Incorporated association may be exempted from using word ‘incorporated’).

<sup>15</sup> Section 24B (Associations may be allowed to have undesirable names).

**Replacement of s 68 (Regulations)**

**18.** Section 68—

*omit, insert—*

**‘Regulation making power**

**‘68.** The Governor in Council may make regulations under this Act.

**‘Regulations about fees and charges**

**‘68A.(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**

**‘68B.** The maximum penalty that may be prescribed by a regulation for an offence against a regulation is 4 penalty units.

**‘Other matters for regulations**

**‘68C.** 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.’.

**Insertion of new Pt 9**

19. After Part 8—

*insert—*

**‘PART 9—TRANSITIONAL PROVISIONS****‘Definitions**

‘71. In this Part—

“**former Act**” means the *Associations Incorporation Act 1981* as in force immediately before the commencement.

“**new Act**” means the *Associations Incorporation Act 1981* as amended by the *Associations Incorporation Amendment Act 1995*.

**‘Pending applications**

‘72. An application made to the chief executive or Minister under the former Act, and not finally dealt with under the former Act before the commencement, may continue to be dealt with under the former Act.

**‘Associations incorporated under former Act**

‘73.(1) The chief executive must enter the name of an association incorporated under the former Act immediately before the commencement (an “**existing association**”) in the register within a year of the commencement.

‘(2) However, the chief executive is not required to issue an existing association with a certificate of incorporation merely because of the operation of subsection (1).

‘(3) The secretary of an existing association must notify the chief executive in writing of the association’s registered office within a year of the commencement.

Maximum penalty—2 penalty units.

**‘Numbering and renumbering of Act**

‘74. Section 43 (Numbering and renumbering of provisions) of the *Reprints Act 1992* must be used in the next reprint of this Act produced under the *Reprints Act 1992*.

**‘Validation of incorporation of certain branches**

‘75. If a branch of an entity incorporated under the *Religious Educational and Charitable Institutions Act 1861* was incorporated under this Act before the commencement of this section, the branch is taken to have been validly incorporated under this Act.

**‘Expiry**

‘76. This Part expires 2 years after the commencement.’.

**SCHEDULE****MINOR AND CONSEQUENTIAL AMENDMENTS**

section 3

**1. Before section 1, in Part 1—***insert—**‘Division 1—Introductory provisions’.***2. Section 4—***relocate and renumber as section 76.***3. After section 2—***insert—**‘Division 2—Interpretation’.***4. Sections 23 to 25—***relocate in Part 2A, Division 3 and renumber as sections 20A, 20B and 20C respectively.***5. Section 33(1A)—***omit.***6. Section 37, heading—***omit, insert—**‘Office of secretary’.*

## SCHEDULE (continued)

**7. Section 37(1) to (3)—**

*omit.*

**8. Section 38(1), ‘the management committee shall effect’—**

*omit, insert—*

‘the members of the management committee must ensure the incorporated association takes out’.

**9. Section 38(1)—**

*insert—*

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

**10. Section 38(2)—**

*insert—*

‘Maximum penalty—1 penalty unit.’.

**11. Section 38—**

*insert—*

‘(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).’.

**12. Section 39—**

*omit.*



## SCHEDULE (continued)

**13. Section 40—**

*relocate* in Part 4, Division 2 and *renumber* as section 31.

**14. Section 31(1) (as renumbered), ‘management committee of an incorporated association shall’—**

*omit, insert—*

‘members of the management committee of an incorporated association must ensure the association’.

**15. Section 31(1) (as renumbered)—**

*insert—*

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

**16. Section 31(1)(a) (as renumbered), ‘prepare, or cause to be prepared,’—**

*omit, insert—*

‘prepare’.

**17. Section 31(1)(b) (as renumbered), ‘cause’—**

*omit, insert—*

‘causes’.

**18. Section 31(1)(c) (as renumbered), ‘present’—**

*omit, insert—*

‘presents’.

## SCHEDULE (continued)

**19. Section 31(2)(as renumbered)—**

*omit.*

**20. Section 31(3)(as renumbered)—**

*insert—*

‘Maximum penalty—10 penalty units.’

**21. Section 31(4) (as renumbered)—**

*insert—*

‘Maximum penalty—10 penalty units.’

**22. Section 31(5) (as renumbered)—**

*omit.*

**23. Section 31(6) (as renumbered)—**

*insert—*

‘Maximum penalty—4 penalty units.’

**24. Section 31(8) (as renumbered), ‘the management committee of the incorporated association shall comply’—**

*omit, insert—*

‘the members of the management committee must ensure the association complies’.

**25. Section 31(8) (as renumbered)—**

*insert—*

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

## SCHEDULE (continued)

**26. Section 31(9) (as renumbered)—**

*omit, insert—*

‘(9) 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.’.

**27. Section 41(2), ‘the Court’—**

*omit, insert—*

‘the Supreme Court’.

**28. Section 42(1), ‘The Court’—**

*omit, insert—*

‘The Supreme Court’.

**29. Section 43, heading ‘Court’—**

*omit, insert—*

‘Supreme Court’.

**30. Section 43, ‘The Court’—**

*omit, insert—*

‘The Supreme Court’.

**31. Section 46A—**

*insert—*

‘(2) Subsection (1) is a law to which section 20A of the *Acts Interpretation Act 1954* applies.

‘(3) This section expires on the day this subsection commences.’.

## SCHEDULE (continued)

**32. Section 47(2)(a) and (c), ‘order in council’—***omit, insert—*

‘regulation’.

**33. Section 47(2)(d)—***omit.***34. Section 48(1)—***insert—*

‘(ca)an incorporated association has less than 7 members;’.

**35. Section 49(a) and (c), ‘order in council’—***omit, insert—*

‘regulation’.

**36. Section 49(d)—***omit.***37. Section 54—***omit.***38. Section 58—***omit.***39. Sections 61 to 63—***omit.*

## SCHEDULE (continued)

**40. Section 67, ‘section 4’—***omit, insert—*

‘section 76’.

**41. Section 67A, ‘the Minister may, by Gazette notice,’—***omit, insert—*

‘a regulation may’.

**42. Section 69—***omit.***43. Section 70—***renumber* as section 67B.**44. After section 75 (as inserted by this Act)—***insert—***‘PART 10—SAVINGS’.****45. Section 76 (as renumbered), heading—***omit, insert—*

‘Saving of letters patent’.

**46. Section 76(2) (as renumbered), ‘provisions of the repealed Acts will’—***omit, insert—*‘*Religious Educational and Charitable Institutions Act 1861*’.

## SCHEDULE (continued)

**47. Section 76(2) (as renumbered), ‘be subject to the provisions of those acts’—**

*omit, insert—*

‘to be subject to that Act’.

**48. Section 76(1) (as renumbered)—**

*omit.*

**49. Schedule—**

*omit.*