

Queensland



Subordinate Legislation 1999 No. 143

*Associations Incorporation Act 1981*

**ASSOCIATIONS INCORPORATION  
REGULATION 1999**

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## PART 1—PRELIMINARY

### Short title

1. This regulation may be cited as the *Associations Incorporation Regulation 1999*.

### Definitions

2. In this regulation—

“**Sydney Olympic Games**” means the Summer Games of the Twenty-Seventh Olympiad to be conducted under the auspices of the International Olympic Committee.

“**Sydney Paralympic Games**” means the Paralympic Games to be held in Sydney in 2000 to be conducted under the auspices of the International Paralympic Committee.

## PART 2—UNDESIRABLE NAMES

### *Division 1—Names declared to be undesirable*

### General references

3. For section 43<sup>1</sup> of the Act, each of the following is an undesirable name—

- (a) a name containing a word or phrase mentioned in schedule 1, part 1, or an abbreviation of the word or phrase;
- (b) a name containing a word or phrase with the same or a similar meaning to a word or phrase mentioned in schedule 1, part 1 or an abbreviation of the word or phrase;

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<sup>1</sup> Section 43 (Association must not have undesirable name) of the Act

- (c) a name containing a word or phrase mentioned in schedule 1, part 2, column 1;
- (d) a name containing the word ‘Commonwealth’ or ‘Federal’;
- (e) a name suggesting, in the context in which it is proposed to be used, a connection with—
  - (i) the Commonwealth, a State or Territory; or
  - (ii) the Commonwealth Government; or
  - (iii) the Government of a State or Territory; or
  - (iv) a local government; or
  - (v) the government of a part of the Queen’s dominions; or
  - (vi) a department, authority or instrumentality of the Commonwealth Government; or
  - (vii) a department, authority or instrumentality of the government of a State or Territory;
- (f) a name suggesting, in the context in which it is proposed to be used, a connection, if it does not exist, with—
  - (i) a member of the Royal Family; or
  - (ii) the receipt of Royal patronage; or
  - (iii) an ex-serviceperson’s organisation;
- (g) a name suggesting, in the context in which it is proposed to be used, the members of an association are totally or partially incapacitated if it is not the case.

### **Olympic and paralympic references**

**4.** For section 43<sup>2</sup> of the Act, each of the following is also an undesirable name—

- (a) a name containing a phrase mentioned in schedule 2, part 1;

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<sup>2</sup> Section 43 (Association must not have undesirable name) of the Act

- (b) a name containing a word, or an abbreviation of a word, mentioned in schedule 2, part 2, column 1, in conjunction with a word, or an abbreviation of a word, mentioned in column 2;
- (c) a name containing the word '24th', 'twenty-fourth' or 'XXIVth' in conjunction with the word 'olympic', 'olympics' or 'games';
- (d) a name containing the word '27th', 'twenty-seventh' or 'XXVIIth' in conjunction with the word 'olympiad';
- (e) a name containing the word 'Sydney' in conjunction with the number '2000' or the words 'two thousand';
- (f) a name containing the word 'gold' in conjunction with the number '2000' or the words 'two thousand';
- (g) a name containing the word 'games' in conjunction with the number '2000' or the words 'two thousand';
- (h) a name containing a word, or an abbreviation of a word, mentioned in schedule 2, part 2, column 1 suggesting, in the context in which it is proposed to be used, a connection with the Sydney Olympic Games;
- (i) a name containing a word, or an abbreviation of a word, mentioned in schedule 2, part 2, column 1 suggesting, in the context in which it is proposed to be used, a connection with the Sydney Paralympic Games;
- (j) another name suggesting, in the context in which it is proposed to be used, a connection with either of the following—
  - (i) the Sydney Olympic Games;
  - (ii) the Sydney Paralympic Games.

***Division 2—Application to have undesirable name*****General references**

5. An application under section 45(1)<sup>3</sup> of the Act to have a name that is, or includes, an undesirable name mentioned in schedule 1, part 2, column 1 must be accompanied by the written agreement of the person mentioned in column 2 opposite the name.

**Olympic and paralympic references**

6.(1) A Sydney (Olympic) application must be accompanied by the written agreement of the Sydney Organising Committee for the Olympic Games.

(2) A Sydney (Paralympic) application must be accompanied by the written agreement of the Sydney Paralympic Organising Committee Limited.

(3) In this section—

**“Sydney (Olympic) application”** means an application to have, as an association’s name—

- (a) a name mentioned in section 4(a) to (g) suggesting, in the context in which it is proposed to be used, a connection with the Sydney Olympic Games; or
- (b) a name mentioned in section 4(h) or (j)(i).

**“Sydney (Paralympic) application”** means an application to have, as an association’s name—

- (a) a name mentioned in section 4(a) to (g) suggesting, in the context in which it is proposed to be used, a connection with the Sydney Paralympic Games; or
- (b) a name mentioned in section 4(i) or (j)(ii).

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<sup>3</sup> Section 45 (Associations may be allowed to have undesirable names) of the Act

## **PART 3—RULES, RECORDS AND ACCOUNTING REQUIREMENTS**

### *Division 1—Rules*

#### **Association rules**

7. The rules of an incorporated association must provide for the matters in schedule 3.

#### **Model rules**

8. The model rules for an incorporated association are in schedule 4.

### *Division 2—Records*

#### **Record keeping**

9.(1) An incorporated association must keep the following records—

- (a) a cash book or statement of amounts received and paid;
- (b) a receipt book of receipt forms;
- (c) records of the account the association keeps with a financial institution that are given to the association by the financial institution;<sup>4</sup>
- (d) a register of members;
- (e) a register of assets;
- (f) a petty cash book;
- (g) a minute book of the management committee.

Maximum penalty—4 penalty units.

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<sup>4</sup> Under the *Acts Interpretation Act 1954*, section 36 (Meaning of commonly used words and expressions)—

“**financial institution**” means a bank, building society or credit union.



(2) Unless a receipt book mentioned in subsection (1)(b) is kept by way of a computer system record, it must—

- (a) contain receipt forms printed in duplicate and consecutively numbered; or
- (b) be kept on the numbered butt principle.

(3) If the chief executive considers the appropriate circumstances exist, the chief executive may also require an incorporated association to keep the following records—

- (a) a ledger;
- (b) a journal.

(4) An incorporated association must comply with a requirement under subsection (3).

Maximum penalty—4 penalty units.

(5) An incorporated association must ensure its records are kept in the English language in a way that—

- (a) correctly records and explains its transactions and financial position; and
- (b) enables the statement mentioned in section 59(1)(a)<sup>5</sup> of the Act to be prepared; and
- (c) enables its accounts and affairs to be properly and conveniently audited.

Maximum penalty—4 penalty units.

### *Division 3—Accounting requirements*

#### **Keeping financial institution account**

**10.** An incorporated association must keep an account with a financial institution.

Maximum penalty—4 penalty units.

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<sup>5</sup> Section 59 (Audit and statement) of the Act

**Return to accompany audited statement**

**11.** When the secretary of an incorporated association gives a copy of the audited statement mentioned in section 59(4)<sup>6</sup> of the Act to the chief executive, the secretary must also give to the chief executive a return in the approved form.

Maximum penalty—4 penalty units.

**Additional accounting requirements**

**12.(1)** Additional accounting requirements for an incorporated association are in schedule 5.

**(2)** An incorporated association must comply with the requirements under subsection (1).

Maximum penalty—4 penalty units.

**PART 4—MISCELLANEOUS****Register of associations refused incorporation**

**13.** The chief executive must keep a register of associations refused incorporation.

**Cancellation of incorporation**

**14.(1)** This section applies if the incorporation of an incorporated association is cancelled under section 93(2)<sup>7</sup> of the Act.

**(2)** The chief executive must immediately remove the name of the association from the register of incorporated associations.

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<sup>6</sup> Section 59 (Audit and statement) of the Act

<sup>7</sup> Section 93 (Cancellation of incorporation) of the Act

**(3)** The secretary of the incorporated association must, within 2 months after the day the notice of cancellation is served under section 93(2) of the Act, give to the chief executive—

- (a) the incorporated association's certificate of incorporation; or
- (b) if the certificate of incorporation has been lost or destroyed—a statutory declaration verifying the loss or destruction.

Maximum penalty—4 penalty units.

### **Responsibility of management committee member**

**15.** Each member of the management committee of an incorporated association must take all reasonable steps to ensure the incorporated association complies with this regulation.

Maximum penalty—4 penalty units.

### **Inspection of registers and documents**

**16.** A person may, on payment of the prescribed fee—

- (a) inspect a register kept by the chief executive under the Act; and
- (b) obtain an extract from the register; and
- (c) inspect a document required to be given to the chief executive under the Act; and
- (d) obtain an extract from, or a certified or uncertified copy of, the document.

### **Fees**

**17.(1)** The fees payable under the Act are in schedule 6.

**(2)** The chief executive may waive all or part of the additional fee for late lodgment of an annual return.

**Repeal**

**18.(1)** The *Associations Incorporation Regulation 1982* is repealed.

**(2)** This section expires the day after it commences.

**SCHEDULE 1****UNDESIRABLE NAMES FOR INCORPORATED  
ASSOCIATIONS—GENERAL REFERENCES**

sections 3 and 5

**PART 1****Word or phrase**

- building society
- chamber of commerce
- chamber of industry
- chamber of manufacturers
- chartered
- college of advanced education
- cooperative
- credit society
- credit union
- friendly society
- futures exchange
- guarantee
- institute of advanced education
- savings
- stock exchange
- trust
- trustee
- university

## SCHEDULE 1 (continued)

**PART 2**

<b>Column 1</b> <b>Word or phrase</b>	<b>Column 2</b> <b>Agreement required</b>
Anzac	Minister for Veterans' Affairs (Cwlth)
bank, banker, banking, savings bank (or words or phrases having the same or similar meaning)	Treasurer (Cwlth)
Geneva Cross, Red Crescent, Red Cross, Red Lion and Sun	Minister for Defence (Cwlth)
United Nations	Minister for Foreign Affairs (Cwlth)

## SCHEDULE 2

### UNDESIRABLE NAMES FOR INCORPORATED ASSOCIATIONS—OLYMPIC AND PARALYMPIC REFERENCES

section 4

#### PART 1

##### Phrase

- Games City
- Gold Games
- Millennium Games
- Share the Spirit
- Summer Games
- Sydney Games

#### PART 2

##### Column 1

olympiad  
olympian  
olympic  
olympics  
paralympic  
paralympics

##### Column 2

city  
gold  
games  
millennium  
summer  
Sydney

SCHEDULE 2 (continued)

paralympian

two thousand

2000



## SCHEDULE 3

### MATTERS FOR RULES

section 7

#### PART 1—MATTERS WITH EXAMPLES

1. The name of the incorporated association.

*Example—*

Model rules, section 2.

2. The objects of the incorporated association.

*Example—*

Model rules, section 3.

3. Any membership or other fees to be paid by the members of each class of membership of the incorporated association.

*Example—*

Model rules, section 7.

4. Whether or not there is a right of rejection or termination of membership and if so, the way the rejection or termination is decided.

*Example—*

Model rules, sections 8 and 9.

5. Whether or not there is a right of appeal against rejection or termination of membership and if so, how the right of appeal may be exercised.

*Example—*

Model rules, section 10.

## SCHEDULE 3 (continued)

**6.** The recording of minutes of proceedings of management committee meetings and general meetings, and inspection of the minutes by financial members.

*Example—*

Model rules, section 29(1)(p) and (q).

**7.** The verification of the accuracy of the recorded minutes of meetings.

*Example—*

Model rules, section 29(2).

**8.** The amendment or rescission of, or addition to, the rules of the incorporated association.

*Example—*

Model rules, section 31(1).

**9.** The validation of an amendment or rescission of, or addition to, the rules of the incorporated association.

*Example—*

Model rules, section 31(2).

**10.** The form, custody and use of the common seal of the incorporated association.

*Example—*

Model rules, section 32.

**11.** The way the income and property of the incorporated association may be used.

*Example—*

Model rules, section 33(11).

**12.** The custody of the books, documents, instruments of title and securities of the incorporated association.

*Example—*

Model rules, section 34.

## SCHEDULE 3 (continued)

**13.** The closing date of the incorporated association's financial year.

*Example—*

Model rules, section 35.

**14.** Distribution of surplus assets on winding-up.

*Example—*

Model rules, section 36.

## **PART 2—MATTERS WITHOUT EXAMPLES**

**1.** The following matters about membership—

- (a) the classes of membership of the incorporated association;
- (b) the conditions of entry to a class;
- (c) whether membership of a class is limited or unlimited in numbers;
- (d) how a class is limited, if at all, and additional limitations of rights for a class, for example, voting rights and eligibility for holding office.

**2.** The following matters about the management committee—

- (a) the designation of the positions constituting the management committee and how a member of the management committee is elected or appointed to a position;
- (b) the term of office of a member;
- (c) the resignation of a member;
- (d) how a member is removed from office;
- (e) appeal rights of a member if the member is removed from office;
- (f) how a casual vacancy on the management committee is filled;

## SCHEDULE 3 (continued)

- (g) the frequency of meetings of the management committee, how the meetings are called and the notice requirements for a meeting;
- (h) the procedure for meetings and the size of a quorum;
- (i) the functions and powers of the management committee.

**3.** The following matters about general meetings of the incorporated association—

- (a) the grounds for calling a meeting;
- (b) how a meeting is called;
- (c) the procedure for general meetings and the size of a quorum.

**4.** How the register of members is kept.

**5.** The way the income and property of the incorporated association is to be managed and how the association's cheques must be drawn and signed.

**6.** The preparation of a statement of income and expenditure, assets and liabilities, mortgages, charges and securities affecting the property of the incorporated association for each financial year, and the presentation of the statement, after audit, to the members.

**7.** How often the financial affairs of the incorporated association are to be audited, and the presentation of auditor's reports to the members.

## SCHEDULE 4

### MODEL RULES

section 8

#### Words and expressions to have meaning in Act

1. A word or expression that is not defined in these model rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

#### Name

2. The name of the incorporated association is.....(**“the association”**).

#### Objects

3. The objects of the association are—

(the objects should be stated fully)

#### Powers

4.(1) The association has the powers of an individual.

(2) The 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) The association may take over the funds and other assets and liabilities of the present unincorporated association known as the  
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## SCHEDULE 4 (continued)

(4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

**Classes of members**

5.(1) The membership of the association consists of ordinary members, and any of the following classes of members—

- (a) associate members;
- (b) life members;
- (c) honorary members.

(2) The number of ordinary members is unlimited.

**Membership**

6.(1) A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee to the same class of membership of the association as the member held in the unincorporated association.

(2) A member of the incorporated association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

(3) An applicant for membership of the association, other than the members of the unincorporated association mentioned in subsection (1), must be proposed by 1 member of the association (the "**proposer**") and seconded by another member (the "**seconder**").

(4) An application for membership must be—

- (a) in writing; and

## SCHEDULE 4 (continued)

- (b) signed by the applicant and the applicant's proposer and seconder;  
and
- (c) in the form decided by the management committee.

**Membership fees**

7. The membership fee for each class of membership—

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the management committee decides.

**Admission and rejection of members**

8.(1) The management committee must consider an application for membership at the next meeting of the committee held after it receives—

- (a) the application; and
- (b) the appropriate membership fee for the application.

(2) The management committee must decide at the meeting whether to accept or reject the application.

(3) If a majority of the management committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.

(4) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

**When membership ends**

9.(1) A member may resign from the association by giving a written notice of resignation to the secretary.

## SCHEDULE 4 (continued)

(2) The resignation takes effect on—

- (a) the day and at the time the notice is received by the secretary; or
- (b) if a later day is stated in the notice—the later day.

(3) The management committee may terminate a member's membership if the member—

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for at least 2 months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

(4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

**Appeal against rejection or termination of membership**

**10.(1)** A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

(3) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.

(4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.



## SCHEDULE 4 (continued)

(5) Also, the management committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.

(6) An appeal must be decided by a vote of the members present at the meeting.

(7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the person.

**Register of members**

**11.(1)** The management committee must keep a register of members.

(2) The register of members must include the following particulars for each member—

- (a) the full name and residential address of the member;
- (b) the date of admission as a member;
- (c) the date of death or resignation of the member;
- (d) details about the termination or reinstatement of membership;
- (e) any other particulars the management committee or the members at a general meeting decide.

(3) The register must be open for inspection at all reasonable times.

(4) However, before a member may inspect the register, the member must apply to the secretary to inspect it.

**Secretary**

**12.(1)** If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

## SCHEDULE 4 (continued)

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

(3) The secretary must be 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 association elected by the association as secretary; or
- (b) any of the following persons appointed by the management committee—
  - (i) a member of the association's management committee;
  - (ii) a member of the association;
  - (iii) another person.

(4) The management committee may appoint and remove the association's secretary at any time.

**Membership of management committee**

**13.(1)** The management committee of the association consists of a president, vice-president, treasurer, and any other members the association members elect or appoint at a general meeting.

(2) A member of the management committee, other than the secretary, must be a member of the association.

(3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

**Electing the management committee**

**14.(1)** A member of the management committee may only be elected as follows—

## SCHEDULE 4 (continued)

- (a) any 2 members of the association may nominate another member (the “**candidate**”) to serve as a member of the management committee;
- (b) the nomination must be—
  - (i) in writing; and
  - (ii) signed by the candidate and the members who nominated him or her; and
  - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
- (c) each member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

(2) A list of the candidates’ names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.

(3) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

**Resignation or removal from office of management committee member**

**15.(1)** A management committee member may resign from the committee by giving written notice of resignation to the secretary.

- (2) The resignation takes effect on—
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later day is stated in the notice—the later day.

(3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.

## SCHEDULE 4 (continued)

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member has no right of appeal against the member's removal from office under this section.

**Vacancies on management committee**

**16.(1)** If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the management committee may act despite a casual vacancy on the management committee.

(3) However, if the number of committee members is less than the number fixed under these rules as a quorum of the management committee,<sup>8</sup> the continuing members may act only to—

- (a) increase the number of management committee members to the number required for a quorum; or
- (b) call a general meeting of the association.

**Functions of management committee**

**17.(1)** Subject to these rules or a resolution of the association members carried at a general meeting, the management committee has—

- (a) the general control and management of the administration of the affairs, property and funds of the association; and
- (b) authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent.

(2) The management committee may exercise the powers of the association—

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<sup>8</sup> For the number of members to form a quorum, see section 18 (Meetings of management committee).

## SCHEDULE 4 (continued)

- (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the association may from time to time decide.

(3) For subsection (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

- (a) the financial institution for the association; or
- (b) if there is more than 1 financial institution for the association—the financial institution nominated by the association.

**Meetings of management committee**

**18.(1)** Subject to subsections (2) to (16), the management committee may meet and conduct its proceedings as it considers appropriate.

(2) The management committee must meet at least once every 4 months to exercise its functions.

(3) The committee must decide how a meeting is to be called.

## SCHEDULE 4 (continued)

(4) Notice of a meeting is to be given in the way decided by the committee.

(5) If the secretary receives a written request signed by at least 33% of the management committee members, the secretary must call a special meeting of the committee.

(6) A request for a special meeting must state—

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

(7) At a management committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.

(8) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.

(9) A management committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.

(10) The secretary must give each management committee member at least 14 days notice of a special meeting of the committee.

(11) A notice of a special meeting must state—

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

(12) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the vice-president is to preside as chairperson at the meeting.

(13) If the president and the vice-president are absent from a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## SCHEDULE 4 (continued)

(14) If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses.

(15) If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called other than on the request of committee members, the meeting is to be adjourned to—

- (a) the same day, time and place in the next week; or
- (b) a day, time and place decided by the committee.

(16) If, at an adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

**Delegation of management committee powers**

19.(1) The management committee may delegate the whole or part of its powers to a subcommittee consisting of the association members considered appropriate by the committee.

(2) A subcommittee may only exercise delegated powers in the way the management committee decides.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

**Acts not affected by defects or disqualifications**

20.(1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

## SCHEDULE 4 (continued)

- (2) Subsection (1) applies even if the act was performed when—
- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

**Resolutions of management committee without meeting**

**21.(1)** A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

**First general meeting**

**22.(1)** The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.

(2) The management committee must decide where the meeting is to be held.

(3) The business to be conducted at the first general meeting must include the appointment of an auditor.

**First annual general meeting**

**23.** The first annual general meeting must be held within 18 months after the day the association is incorporated.



## SCHEDULE 4 (continued)

**Subsequent annual general meetings**

**24.** Each subsequent annual general meeting must be held—

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

**Business to be conducted at annual general meeting**

**25.** The following business must be conducted at each annual general meeting—

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;<sup>9</sup>
- (b) receiving the auditor's report on the financial affairs of the association for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the management committee;
- (e) appointing an auditor.

**Special general meeting**

**26.(1)** The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after—

- (a) being directed to call the meeting by the management committee; or
- (b) being given a written request signed by—
  - (i) at least 33% of the members of the association presently on the management committee; or

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<sup>9</sup> This statement is required to be prepared under the *Associations Incorporation Act 1981*, section 59 (Audit and statement).

## SCHEDULE 4 (continued)

- (ii) at least the number of ordinary members of the association equal to double the number of members of the association presently on the management committee plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the management committee—
  - (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.
- (2) A request mentioned in subsection (1)(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.

**Notice of general meeting**

- 27.(1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each association member.
- (3) The management committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the management committee;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

## SCHEDULE 4 (continued)

**Quorum for, and adjournment of, general meeting**

**28.(1)** Subject to subsection (5), at a general meeting the number of members equal to double the number of members of the association presently on the management committee plus 1 form a quorum.

**(2)** No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

**(3)** If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.

**(4)** If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association, the meeting is to be adjourned to—

(a) the same day, time and place in the next week; or

(b) a day, time and place decided by the management committee.

**(5)** If, at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.

**(6)** The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

**(7)** If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

**(8)** The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

**(9)** If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## SCHEDULE 4 (continued)

(10) In this rule—

“**member**” includes a person attending as a proxy or representing a corporation that is a member.

**Procedure at general meeting**

**29.(1)** Subject to these rules, at each general meeting—

- (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
- (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way; and
- (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
- (e) each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
- (f) a member is not entitled to vote at a general meeting if the member’s annual subscription is in arrears at the date of the meeting; and
- (g) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
- (h) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and
- (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- (j) a member may vote in person or by proxy or by attorney and—

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 SCHEDULE 4 (continued)

- (i) on a show of hands, each person present who is a member or a representative of a member has 1 vote; and
- (ii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- (k) an instrument appointing a proxy must be in writing, and—
  - (i) if the appointor is an individual—signed by the appointor or the appointor’s attorney properly authorised in writing; or
  - (ii) if the appointor is a corporation—either under seal or signed by a properly authorised officer or attorney of the corporation; and
- (l) a proxy may be a member of the association or another person; and
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form—

## ASSOCIATION:

I, \_\_\_\_\_ of \_\_\_\_\_, being  
 a member of the association, appoint  
 \_\_\_\_\_ of \_\_\_\_\_,  
 as my proxy to vote for me on my behalf at the (annual) general meeting of the  
 association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_,  
 and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.  
 \_\_\_\_\_  
 Signature.

\*in favour of \_\_\_\_\_  
 This form is to be used \_\_\_\_\_ the resolution.  
 \*against \_\_\_\_\_

\* Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and

## SCHEDULE 4 (continued)

- (o) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
  - (p) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book; and
  - (q) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- (2) To ensure the accuracy of the minutes recorded under subsection (1)(p)—
- (a) the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy; and
  - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

**By-laws**

**30.(1)** The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

(2) A by-law may be set aside by a vote of members at a general meeting of the association.

## SCHEDULE 4 (continued)

**Alteration of rules**

**31.(1)** Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

**(2)** However an amendment, repeal or addition is valid only if it is registered by the chief executive.

**Common seal**

**32.(1)** The management committee must ensure the association has a common seal.

**(2)** The common seal must be—

- (a) kept securely by the management committee; and
- (b) used only under the authority of the management committee.

**(3)** Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—

- (a) the secretary; or
- (b) another member of the management committee; or
- (c) someone appointed by the management committee.

**Funds and accounts**

**33.(1)** The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.

**(2)** Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

**(3)** All amounts must be deposited in the financial institution account as soon as practicable after receipt.

**(4)** If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following—

## SCHEDULE 4 (continued)

- (a) the president;
- (b) the secretary;
- (c) the treasurer;
- (d) another member authorised by the management committee for the purpose.

(5) Cheques, other than cheques for wages, allowances or petty cash recoument, must be crossed 'not negotiable'.

(6) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

(7) All expenditure must be approved or ratified at a management committee meeting.

(8) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared—

- (a) the income and expenditure for the financial year just ended;
- (b) the association's assets and liabilities at the close of the year;
- (c) the mortgages, charges and securities affecting the property of the association at the close of the year.

(9) If the association is incorporated within 3 months before the end of the association's financial year, subsection (8) does not apply for the financial year in which the association is incorporated.

(10) The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.

(11) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.



## SCHEDULE 4 (continued)

**Documents**

**34.** The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

**Financial year**

**35.** The financial year of the association closes on (*insert date*) in each year.

**Distribution of surplus assets to another entity**

**36.(1)** This section applies if the association—

- (a) is wound-up under part 10<sup>10</sup> of the Act; and
- (b) it has surplus assets.

**(2)** The surplus assets must not be distributed among the association members.

**(3)** The surplus assets must be given to another entity—

- (a) having objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

**(4)** In this section—

**“surplus assets”** has the meaning given by section 92(3)<sup>11</sup> of the Act.

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<sup>10</sup> Part 10 (Winding-up) of the Act

<sup>11</sup> Section 92 (Distribution of surplus assets) of the Act

**SCHEDULE 5****ADDITIONAL ACCOUNTING REQUIREMENTS**

section 12

1. The association's treasurer, or other authorised officer, must—
  - (a) receive all amounts paid to the association and, if asked, immediately give a receipt for the amounts; and
  - (b) as soon as practicable—
    - (i) deposit each amount received into the association's account with a financial institution; and
    - (ii) enter the particulars of each amount received, and payments made by the association, into the association's cash book.
2. Payments of less than \$100 may be made from a petty cash account kept on the imprest system.
3. Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.
4. The association's management committee must—
  - (a) approve or ratify the association's expenditure; and
  - (b) ensure the approval or ratification is recorded in the management committee's minute book.
5. The association's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the association's management committee.

## SCHEDULE 5 (continued)

6. A negotiable instrument issued by the association must be signed by any 2 of the following association members—
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) another member approved by the association's management committee.
  
7. The association's treasurer, or other authorised officer, must regularly—
  - (a) balance the cash book; and
  - (b) make a reconciliation between the cash book and the balance of the association's account with a financial institution.
  
8. An association must keep its financial records—
  - (a) in the State; and
  - (b) for at least 7 years.

## SCHEDULE 6

### FEES

section 17

	\$
1. Application for incorporation of association or amalgamation of incorporated associations . . . . .	65.00
2. Application for registration of change of name . . . . .	21.50
3. Certificate of incorporation . . . . .	21.50
4. Application to register an amendment of rules . . . . .	11.40
5. Lodgment of annual return and audited financial statement	30.50
6. Additional fee for lodgment of annual return—	
(a) more than 1 month but less than 2 months late . . . . .	21.50
(b) 2 months late or more . . . . .	32.00
7. Application for exemption from having ‘incorporated’ or ‘inc’ in an association’s name . . . . .	21.50
8. Application to have a name for an association that is, or includes, an undesirable name . . . . .	21.50
9. Certified copy of a certificate of incorporation or certificate under section 127 of the Act . . . . .	13.40
10. Inspection, for a particular incorporated association, of the registers and documents required to be given to the chief executive . . . . .	4.20
11. Computer extract from the register . . . . .	13.40
12. Certified copy of, or extract from, a document required to be given to the chief executive—each page . . . . .	3.00
13. Uncertified copy of, or extract from, a document required to be given to the chief executive—each page . . . . .	2.00

## ENDNOTES

1. Made by the Governor in Council on 24 June 1999.
2. Notified in the gazette on 25 June 1999.
3. Laid before the Legislative Assembly on . . .
4. The administering agency is the Office of Fair Trading.