



# **Royal National Agricultural and Industrial Association of Queensland Act 1971**

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Queensland

# Royal National Agricultural and Industrial Association of Queensland Act 1971

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# Royal National Agricultural and Industrial Association of Queensland Act 1971

An Act to provide for the incorporation of the Royal National Agricultural and Industrial Association of Queensland and for related purposes

## Part 1 Preliminary

### 1 Short title

This Act may be cited as the *Royal National Agricultural and Industrial Association of Queensland Act 1971*.

### 4 Definitions

In this Act—

**Association** means the Royal National Agricultural and Industrial Association of Queensland, the body corporate preserved, continued in existence and constituted by this Act.

**Council** means the Council of the Association established under the rules of the Association.

**prescribed land**, for part 3A, see section 17D.

**registered company auditor** means a person registered as an auditor, or taken to be registered as an auditor, under the Corporations Act.

**registrar** means the registrar of titles.

**Trust** means the Royal National Agricultural and Industrial Association of Queensland Exhibition Ground Trust established under the *Brisbane Exhibition Grounds Trust Act 1965*.

## **Part 2                          Incorporation, composition and objects of association**

### **5                          Association incorporated**

The Royal National Agricultural and Industrial Association of Queensland is hereby preserved, continued in existence, and constituted as a body corporate under the name ‘The Royal National Agricultural and Industrial Association of Queensland’ and, by that name, shall have perpetual succession and a common seal, which shall be judicially noticed, and shall be capable of—

- (a) suing and being sued;
- (b) compounding or proving in any court of competent jurisdiction all debts or sums of money due to it;
- (c) acquiring, holding, dealing with, and disposing of real and personal property, situated in Queensland or elsewhere;
- (d) doing all such acts and things as are necessary or convenient to be done in connection with the carrying out of its objects or as authorised by its rules;
- (e) doing or suffering all such acts and things as bodies corporate may by law do or suffer.

### **5A                          Excluded matter for Corporations legislation**

The Association is declared to be an excluded matter for the Corporations Act, section 5F, in relation to the following provisions of the Corporations Act—

- (a) parts 2D.1 and 2D.6;
- (b) chapters 2K and 2L;
- (c) parts 5.7, 5.7B, 5.9 and 5B.2.

## **6 Membership**

- (1) The Association consists of persons who, at the material time, are members of the Association under its rules.
- (2) The members of the Association immediately before the commencement of this section continue as members of the Association.

## **7 Objects**

- (1) The Association's objects are its objects in force immediately before the commencement of this section.
- (2) The objects may be amended by a resolution passed by a majority of  $\frac{2}{3}$  of its members present at a general meeting of which notice is given under the Association's rules.
- (3) Within 14 days after the objects are amended, the Association must send a copy of its amended objects, under the seal of the Association, to the chief executive.
- (4) The resolution does not have effect until approved by the Minister.

## **8 Rules**

- (1) The Association's rules are its rules in force immediately before the commencement of this section.
- (2) The rules may be amended in the way mentioned in the rules.
- (3) Within 14 days after the rules are amended, the Association must send a copy of its amended rules, under the seal of the Association, to the chief executive.
- (4) The amended rules do not have effect until approved by the Minister.

## **Part 3                      Property and finance**

### **10            Vesting of land in Association**

- (1) On and from the date of commencement of this Act the land described in the Schedule is divested from the Trust and shall vest for an estate in fee simple in the Association subject to this Act and subject to all mortgages, charges, encumbrances, liens, leases, easements, agreements, licences, and other transactions affecting the land at the date of commencement of this Act.
- (2) The Registrar of Titles shall, on the request of the Association, record on the instruments of title that relate to the land described in the Schedule the divesting of the land from the Trust and its vesting, subject as prescribed by subsection (1), in the Association for an estate in fee simple.
- (3) There shall be endorsed on every instrument of title subsequently issued to the Association in respect of such land or any part thereof reference to the fact that the estate of the Association in the land is subject to the provisions of this Act.

### **11            Termination of trusts affecting Association's land**

On and from the date of commencement of this Act the land described in the Schedule shall be held free and discharged from the trusts that theretofore affected the same.

### **12            Use of land**

The land from time to time vested in the Association shall be held by the Association on behalf of its members, and, at the direction of the Council, used by it in accordance with the objects and rules of the Association—

- (a) for carrying out the objects and purposes of the Association; and
- (b) for any business, religious, educational, charitable, recreational, sporting or other purpose that in the



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opinion of the Council is not detrimental to the public interest or the interests of the Association and that is not inconsistent with the use thereof permitted by paragraph (a).

### 13 Dealing with Association's land

- (1) Subject to this section and part 3A and to the objects and rules of the Association, the Association may, in the discretion and at the direction of the Council, sell, mortgage, encumber, lease, or agree to lease land for the time being vested in the Association.
- (2) The Association may not sell land vested in the Association without the Governor in Council's prior approval.
- (2A) An approval under subsection (2) may be given on conditions.
- (2B) A sale of land vested in the Association, other than in accordance with subsection (2), is void.
- (2C) However, subsection (2) does not prevent the Association from entering into an agreement or other transaction that is conditional on obtaining an approval under subsection (2).
- (3) With respect to a mortgage of land vested in the Association the provisions of section 351 (other than of subsection (1)) of the *Land Act 1962* shall apply as if the land the subject of the mortgage were granted in trust under that Act.
- (4) However, section 351(3) of the *Land Act 1962* does not apply to a mortgagee of the Association's land if, when the land was acquired by the Association (however described), the unimproved value of the land was paid.
- (5) In this section—  
*sell* includes—
  - (a) agree to sell; and
  - (b) grant an option to purchase; and

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- (c) enter into a transaction that has, as its object, the grant of a right (not immediately exercisable) to purchase or to be given an option to purchase; and
- (d) procure a person to enter into a purchase.

#### **14 Vesting of property other than land**

On and from the date of commencement of this Act all property (other than the land described in the Schedule) that immediately before that date is vested in the Trust is freed and discharged from the trusts upon which the same is then held (such trusts being those prescribed by the repealed Act) and is divested from the Trust and shall vest in the Association absolutely subject to all debts, liabilities, obligations and trusts (other than trusts hereinbefore terminated) specifically charged on or affecting the same.

#### **15 Investment of Association's funds**

- (1) Subject to its rules, regulations and by-laws and to the terms of any trust affecting its funds and to any direction or restriction attached or imposed with respect thereto by a donor thereof, the Association may invest its funds or any part thereof in any investment authorised by resolution of the Council whether the investment be an authorised trustee investment or not.
- (2) The Association may accept and hold any investment that is transferred to the Association otherwise than by way of purchase notwithstanding that the investment is not of the nature authorised by subsection (1).

#### **16 Variations of terms of trusts and gifts**

- (1) Where any property is held by the Association on terms requiring such property or the income therefrom to be applied for a purpose or purposes and—
  - (a) such purpose or all or any of such purposes has or have been effected; or

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- (b) such purpose or all or any of such purposes has or have ceased to exist; or
  - (c) such purpose or all or any of such purposes has or have been adequately provided for by other means; or
  - (d) such purpose is or all or any of such purposes are uncertain or cannot be identified or is or are not sufficiently defined; or
  - (e) it becomes impossible or impracticable or inexpedient to carry out the purpose or all or any of such purposes; or
  - (f) the property or income derived therefrom proves inadequate or more than sufficient to carry out such purpose or all or any of such purposes;

then subject to the provisions of this section the Council may cause to be prepared a scheme by which that property or any part or residue thereof shall be held on terms requiring such property, part or residue or the income therefrom to be applied for the purpose or purposes designated in the scheme.

- (2) A scheme prepared pursuant to subsection (1) shall be submitted by the Council to the Minister.
- (2A) Upon receipt of a scheme, the Minister may—
  - (a) approve the scheme; or
  - (b) approve the scheme with such modifications as the Minister thinks fit; or
  - (c) refuse to approve the scheme.
- (2B) A scheme approved by the Minister (with or without modifications) is, in this section, in relation to the property or part or residue thereof concerned, called the *approved scheme* and notification thereof shall be published in the Gazette.
- (3) Where in relation to any property held by the Association there is in existence for the time being, an approved scheme, such property and the income arising therefrom, should the case require it, shall in accordance with the approved scheme, be diverted from the purpose or purposes for which it was held

and shall be held for the purpose or purposes as designated in the approved scheme.

- (4) If the Council desires from time to time to amend an approved scheme it shall submit every proposed amendment to the Minister.
- (4A) The Minister may—
  - (a) approve the amendment; or
  - (b) approve the amendment with such modifications as the Minister thinks fit; or
  - (c) refuse to approve the amendment.
- (4B) Notification of every amendment to an approved scheme approved by the Minister shall be published in the Gazette and thereupon the approved scheme in relation to which such amendment has been approved shall be amended in accordance with such approval and as so amended shall be the approved scheme for the time being in relation to the property the subject of such approval.
- (5) Where property the subject of an approved scheme consists (wholly or in part) of land, the Association shall, within 14 days after the publication in the Gazette of notification of the approved scheme and within 14 days of the publication in the Gazette of notification of every amendment thereof, notify the authority charged in law with the registration of dealings relating to the land of such approval or, as the case may be, amendment.
- (6) In selecting a purpose for an approved scheme or for any amendment of an approved scheme the Council shall have a preference for a purpose which, in its opinion, is as nearly similar to the purpose or purposes for which the property concerned is, for the time being, held by the Association as is consistent with useful and convenient achievement.
- (6A) However, an approved scheme or an approved amendment to an approved scheme shall not be invalidated or otherwise prejudiced by reason of the fact that another purpose may have more properly been selected by the Council in accordance with subsection (6).

- (7) Upon its publication in the Gazette judicial notice shall be taken of an approved scheme and of any amendment thereof.
- (8) The powers conferred by this section are in addition to any other powers or rights exercisable in law in respect of property held by the Association upon trust.

## **17 No payment of dividend**

No dividend, bonus or other distribution of profit shall at any time be paid out of the income or property of the Association to any member thereof.

## **17A Report**

- (1) The Association must, for each of its financial years—
  - (a) prepare a report containing the following particulars—
    - (i) the income and expenditure of the Association in the financial year;
    - (ii) details sufficient to identify the assets and liabilities of the Association at the end of the financial year;
    - (iii) details sufficient to identify all mortgages, charges and securities of any description affecting the property of the Association at the end of the financial year; and
  - (b) have the report audited by a registered company auditor; and
  - (c) present the audited report to the next annual general meeting of the Association after the end of the financial year for adoption by the Association.

Maximum penalty—10 penalty units.

- (2) The Association must give the chief executive a copy of the report certified as correct by the auditor.
- (3) The report must be given to the chief executive within 1 month after the audited report is adopted by the annual

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general meeting or, if the chief executive allows a longer period, within the longer period.

## **17B Auditors**

A person must not—

- (a) consent to be appointed as auditor of the Association; or
- (b) act as auditor of the Association; or
- (c) prepare a report required to be prepared under section 17A;

if—

- (d) the person is not a registered company auditor; or
- (e) the person is—
  - (i) an employee of the Association; or
  - (ii) a member of the Council; or
  - (iii) a partner, employer or employee of a member of the Council.

Maximum penalty—10 penalty units.

## **17C Application of Associations Incorporation Act 1981 to winding-up of Association**

- (1) The Association may be wound-up in the same way as an incorporated association may be wound-up under the *Associations Incorporation Act 1981*, and for that purpose, the Association is taken to be an incorporated association under that Act.
- (2) However, a resolution of the Association relating to its winding-up—
  - (a) can not provide for the distribution of its surplus assets to any of its members; and
  - (b) may provide for the distribution of its surplus assets only to an entity—

- 
- (i) that has similar purposes to the Association; and
  - (ii) that is not carried on for the profit or gain of its individual members; and
  - (iii) whose members can not obtain any benefit from surplus assets of the entity on its winding-up.
- (3) Despite the *Associations Incorporation Act 1981*, section 92(1), surplus assets of the Association can not, under that subsection, be distributed to any members of the Association.

## Part 3A Dealing with particular land

### 17D Land to which this part applies

A regulation may prescribe land vested for an estate in fee simple in the Association to be land to which this part applies (*prescribed land*).

### 17E Dealing with prescribed land

- (1) The Association may not grant or agree to grant a mortgage, charge or lien over prescribed land other than to Queensland Treasury Corporation.
- (2) A mortgage, charge or lien granted by the Association over land after the land becomes prescribed land, other than to Queensland Treasury Corporation, is void.
- (3) No writ of execution may be registered in the freehold land register in relation to prescribed land.
- (4) In this section—  
*grant* includes create.  
*writ of execution* see the *Land Title Act 1994*, schedule 2.

## **17F Insolvency events**

- (1) For this section, an *insolvency event* happens if—
  - (a) the Association is insolvent or states that it is insolvent; or
  - (b) the Association takes a step to obtain, or is granted, protection under a law from a creditor; or
  - (c) the Association’s members pass a special resolution to wind up the Association; or
  - (d) an event or circumstances mentioned in the *Associations Incorporation Act 1981*, section 91 happen; or
  - (e) under the *Associations Incorporation Act 1981*, section 92C or 93, the incorporation of the Association is cancelled by the chief executive of the department in which that Act is administered; or
  - (f) a receiver, or receiver and manager, is appointed to the Association or any of its assets; or
  - (g) a mortgagee takes possession of any of the Association’s assets or undertakings; or
  - (h) anything else happens that corresponds, or has a substantially similar effect, to an event or circumstances mentioned in paragraphs (a) to (g).
- (2) If an insolvency event happens, all prescribed land is divested from the Association and vests for an estate in fee simple in the State subject to any mortgages, charges, encumbrances, liens, leases, easements, agreements, licences, and other transactions affecting the land at the time of the insolvency event.
- (3) No compensation is payable by the State to the Association or any other person because of the operation of subsection (2).
- (4) The chief executive may give to the registrar—
  - (a) a certificate stating that an insolvency event has happened; and



- 
- (b) a request to record the vesting of the prescribed land in the State under subsection (2).
  - (5) On receiving the certificate and request, the registrar must record the vesting of the prescribed land in the freehold land register in the appropriate way.
  - (6) However, subsection (5) applies subject to any declaration by a court that the insolvency event has not happened.
  - (7) To remove any doubt, it is declared that, if under this section prescribed land is divested from the Association and vested for an estate in fee simple in the State, nothing in this Act limits how the State may use or deal with the land.

#### **17G Notice in freehold land register**

- (1) As soon as practicable after land is prescribed under section 17D, the chief executive must ask the registrar to record that this part applies to the prescribed land.
- (2) On receiving the request, the registrar must make a record in a way that a search of the freehold land register relating to prescribed land will show that this part applies to the land.
- (3) If land stops being prescribed land, the chief executive must ask the registrar to cancel a record made under subsection (2).
- (4) The registrar must comply with a request from the chief executive to cancel a record made under subsection (2).

## **Part 4 Miscellaneous provisions**

### **18 Power of Association to cooperate with other bodies**

The Association may—

- (a) cooperate with any corporation, body or society (whether in Queensland or elsewhere) having 1 or more objects wholly or substantially similar to the objects of

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the Association for the purpose of promoting the objects of such corporation, body or society or the objects of the Association; and

- (b) if it thinks fit, become a member of or an affiliate of any such corporation, body or society.

## **19 Protection from liability for Council members**

- (1) A member of the Council does not incur civil liability for an act done, or omission made, honestly and without negligence under this Act including the Association's rules.
- (2) If subsection (1) prevents a civil liability attaching to a member of the Council, the liability attaches instead to the Association.

## **20 Summary removal of dangers etc. and recovery of expenses**

- (1) Where any person, by contravention of or failure to comply with a rule, regulation or by-law of the Association, causes—
  - (a) danger or annoyance to the public; or
  - (b) hindrance to the Association or its lessees, licensees, or permittees, or to the public in the lawful use of land vested in the Association;

the Association or any of its lessees, licensees, or permittees, or the agents of any of them may summarily obviate or remove the danger, annoyance or hindrance.

- (2) Where in the exercise of the power conferred by this section expense is incurred the person who incurs the expense may recover from the person who caused the danger, annoyance or hindrance the amount of the expense as a debt in that amount due and unpaid to him or her, by way of action in a court of competent jurisdiction.
- (3) This section and any action taken hereunder shall not limit the liability at law of the person who caused the danger, annoyance or hindrance.

**21 Regulation-making power**

The Governor in Council may make regulations under this Act.

## **Schedule                      Land vested in association**

section 10

Title reference	Volume 4467 Folio 11
County	Stanley
Parish	North Brisbane
Description	Portions 345, 480, 481, 482, 484, 485, 486, 487 and 641  Plan Cat. Nos. S1. 4550-4553 S1. 6183
Area	49a 3r 5.9p

Title reference	Volume 1628 Folio 10
County	Stanley
Parish	North Brisbane
Description	Resub. 1 of sub. 3 of section 2 of portion 110  Plan Cat. No. 41361
Area	22.6p

Title reference	Volume 1658 Folio 35
County	Stanley
Parish	North Brisbane
Description	Resub. 2 of subs. 3 and 4 of section 2 of portion 110

	Plan Cat. No. 41361
Area	22.6p