

Associations Incorporation Form 29



Queensland Government

Application for authority to transfer a corporation's incorporation from RECI Act

Associations Incorporation Act 1981

Religious Educational and Charitable Institutions Act 1861

This form is effective from 10 August 2020

OFFICE USE ONLY

Date received

Lodgement details

LU number:

Instructions

Before completing this application please read the accompanying NOTES.

Please use **BLOCK** letters when completing this form. Attach extra sheets if necessary. All dates should be DD/MM/YYYY.

Privacy statement—please read

The Office of Fair Trading (OFT) collects information, including personal information, on this form as required by the *Associations Incorporation Act 1981* to process your application. Your personal information will be placed on a register which may be inspected by the public upon payment of a prescribed fee. Any documents required by the Office of Fair Trading are available for inspection by the public upon payment of a prescribed fee. Additionally, information on this form can be disclosed without your consent where authorised or required by law. Under the *Fair Trading Act 1989* information may also be shared on a confidential basis with other Australian fair trading agencies.

If you give the OFT an email address to communicate with you, the personal information in these communications will be stored on your email service provider's servers. These servers may be outside of Australia. By giving us your email address, you are consenting to the personal information contained within the emails to and from the OFT to be transferred outside Australia.

No fee is payable.

Part 1—Details of corporation granted letters patent under the *Religious Educational and Charitable Institutions Act 1861*

Corporation details

Name of corporation

Application details

Application is made pursuant to section 106H of the *Associations Incorporation Act 1981* to the Minister for authority to transfer the corporation's incorporation from the *Religious Educational and Charitable Institutions Act 1861* to

a company limited by guarantee under the *Corporations Act 2001* (Cwlth), part 5B.1;

OR

an Aboriginal and Torres Strait Islander corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cwlth), part 2-3.

Part 2—Special resolution details

Application details

* A special resolution is a resolution passed at a general meeting by the votes of 3/4 of the members who are present and entitled to vote on the resolution.

**Required notice means 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, given before the general meeting to each member who has a right to vote on the resolution.

At a general meeting of the members of the (corporation name)

duly convened and held at (place)

on (date) / / a special resolution* was passed after giving the required notice** stating

(a) that the application for authority to transfer the corporation's incorporated under Division 2, Part 11A of the *Associations Incorporation Act 1981* to

a company limited by guarantee under the *Corporations Act 2001* (Cwlth), part 5B.1;

OR

an Aboriginal and Torres Strait Islander corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cwlth), part 2-3

is approved; and

(b) the following member of the governing body is authorised to make the application

(name)

(title)

(c) the proposed name under which the corporation is to be registered

under the *Corporations Act 2001*;

OR

under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

will be

Part 2—Special resolution details

<p>Letters patent</p>	<p>Attached is the original letters patent or a statutory declaration by a person authorised by the corporation to make the declaration stating the letters patent has been lost, stolen or destroyed.</p>
<p>Authorisation Authorisation must be signed by a member of the corporation's governing body authorised to make the application.</p>	<p>Signature of applicant</p> <p>Name of applicant (please print)</p> <p>Position of applicant (please print)</p> <p>Email</p> <p>Phone (daytime) Date <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/></p> <p style="text-align: center;"><small>D D M M Y Y Y Y</small></p>

Part 3—Statutory declaration

	<p>I, (full name of authorised member of governing body)</p> <p>.....</p> <p>of, (full address)</p> <p>in the State of Queensland do solemnly and sincerely declare that:</p> <ol style="list-style-type: none"> I am the member of the governing body of (name of corporation) authorised to make the application to transfer the corporation's incorporation. The matters stated in this application for authority to transfer the corporation's incorporation are true. The corporation has complied with all the requirements of the <i>Associations Incorporation Act 1981</i> and of the corporation's constitution in relation to the calling and holding of the general meeting for the special resolution and the passing of the special resolution at the general meeting on (date) <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> Any consent required under the corporation's constitution has been obtained before passing the special resolution. <p>and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the <i>Oaths Act 1867</i>.</p>
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<p>Declaration To be signed by member of governing body.</p> <p>To be signed by J.P., Commissioner for Declarations etc.</p>	<p>Signature of member of governing body</p> <p>Taken and declared before me at (location) in Queensland.</p> <p>Date <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/></p> <p style="text-align: center;"><small>D D M M Y Y Y Y</small></p> <p>Signature of J.P., Commissioner for Declarations, etc</p>
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Lodgement details

<p>IMPORTANT!</p> <p>Please make sure you:</p> <ul style="list-style-type: none"> provide all necessary information and documentation sign the application return all pages of the application form. 	<p>Please lodge the completed application, any supporting documentation and applicable fees to the Office of Fair Trading at the address below, at one of our regional offices, or at a Queensland Government Service Office.</p> <p>By mail: Registration Services Unit, GPO Box 3111, Brisbane QLD 4001</p> <p>In person: Visit www.qld.gov.au/fairtrading or call 13 QGOV (13 74 68) for information and your nearest Fair Trading Office or Queensland Government Service Office.</p>
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IMPORTANT – PRIOR NOTIFICATIONS AND APPROVALS

A change in corporate structure from the *Religious Educational and Charitable Institutions Act 1861* to the *Corporations Act 2001* (Corporations Act) or to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) may affect any existing property, rights or obligations with government funding agencies, affiliated bodies or accreditation bodies.

Existing property, rights or obligations may not be recognised despite section 601BM of the Corporations Act or part 2-3 of the CATSI Act which provide that registration under the relevant parts of those Acts does not:

- (a) create a new legal entity; or
- (b) affect the body's existing property, rights or obligations (except as against the members of the body in their capacity as members); or
- (c) render defective any legal proceedings by or against the body or its members.

Consequently corporations should consider what approvals, if any, they should obtain **before** calling a general meeting of members to consider a change in corporate structure.

Corporations are responsible for making their own enquiries as the Office of Fair Trading can not to do so on their behalf.

Examples of arrangements which may be affected and notifications which should be made or approvals sought are:

1. Corporations that have been appointed as trustee of trust land or hold a lease under the *Land Act 1994* should notify the chief executive of the Department of Natural Resources and Mines to ensure their tenancy arrangements will not be affected by their proposed change of corporate structure;
2. **Associations that have gaming or liquor licences should notify the chief executive of the Office of Liquor and Gaming Regulation, Department of Justice and Attorney-General to ensure their licences will not be affected by their proposed change of corporate structure;**
3. A corporation that is the governing body of a provisionally accredited or accredited non-State school under the *Education (Accreditation of Non-State Schools) Act 2001* must obtain prior approval under that Act of the Non-State Schools Accreditation Board.