

Associations Incorporation Form 5



Queensland
Government

Application for incorporation upon amalgamation of associations

Associations Incorporation Act 1981

This form is effective from 10 November 2022

ABN: 13 846 673 994

OFFICE USE ONLY

Date received

Instructions

Before completing this application please read the accompanying NOTES.

Please use **BLOCK** letters when you fill out this form. Attach extra sheets if there is not enough space. 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.

Fees

The applicable fee for this form is available on the Fair Trading website at www.qld.gov.au/fairtrading. No GST is payable on the fee.

Part 1—Information about the current association

Note: the secretary of a new association must, within 30 days after incorporation, request the Registrar of Titles in writing to record in the appropriate register details of land or any interest in land gained by the new association because of its incorporation under the Act.

- a) Application is hereby made under the *Associations Incorporation Act 1981* for incorporation of a new association following the decision to amalgamate by the members of:

Incorporated association number

Association name A

Incorporated association number

Association name B

(Note should more than two associations decide to amalgamate a separate list should be attached referenced C, D etc)

- b) The total amount owing to creditors in relation to association name A is \$

The total amount owing to creditors in relation to association name B is \$

(Note should more than two associations decide to amalgamate a separate list should be attached)

- c) Are the current associations branches of another association?

Yes—please to go to (d). No—please go to (e).

- d) If branches, what is the full name of the parent association?

.....

- e) Does either current association own or lease land or hold an interest in land? Yes No

If yes, please provide details

.....

.....

.....

.....

Part 2—Proposed name of the amalgamated association

The association's name must include either 'Inc.' or 'Incorporated'. * Please tick whichever is applicable. If the association is a branch, it must include the word 'branch' in its name. e.g. 'XYZ Hockey Association—Gatton Branch Inc.' Registration will be made in the first available name.

1st preference
..... Incorporated* / Inc*
2nd preference
..... Incorporated* / Inc*
3rd preference
..... Incorporated* / Inc*

Part 3—Person appointed to make this application

Any correspondence regarding this application will be sent to this person.

Preferred title Mr Mrs Ms Miss Other (specify)
Surname Given names
Address for correspondence
Suburb State Postcode
Phone (day time) Fax
Email address

Part 4—Special resolutions

Note: should more than two associations decide to amalgamate a separate list should be attached referenced C.D etc

- a) The members of the above named association A at a general meeting duly convened and held at:
..... on
(place) (date)
passed a special resolution deciding to amalgamate with association B, to adopt a single set of proposed rules and also to elect interim officers for the new association.
- b) The members of the above named association B at a general meeting duly convened and held at:
..... on
(place) (date)
passed a special resolution deciding to amalgamate with association A, to adopt a single set of proposed rules and also to elect interim officers for the new association.

Part 5—Office holders of the association following incorporation

Note: a post office box address is **not acceptable**.

The following interim office holders were elected for the incorporated association:

President: Name
Residential address
Suburb State Postcode
Phone Mobile
Email
Place of birth Date of birth: / /
D D M M Y Y Y Y

Part 5—Office holders of the association following incorporation continued

Note: a post office box address is **not acceptable**.

Treasurer: Name

Residential address

Suburb State Postcode

Phone Mobile

Email

Place of birth Date of birth: / /
D D M M Y Y Y Y

Secretary: Name

Residential address

Suburb State Postcode

Phone Mobile

Email

Place of birth Date of birth: / /
D D M M Y Y Y Y

Email Preferred contact method Phone Fax Mobile Email Mail

Part 6—Address of the association

Postal address of the association

Postal address

Suburb State Postcode

Nominate address for service

Note: a post office box address is **not acceptable**.

Address

Suburb State Postcode

Books of account address

Must be kept in Queensland.
A post office box address is not acceptable.

Address

Suburb State Postcode

Bank details

This information is required to enable the application to be finalised however, the association does not have use this financial institution.

Name of **PROPOSED or existing** bank/building society/credit union

.....

Branch

Part 7—Rules of the association following incorporation

Associations can choose to adopt either the model rules or their own rules.

At general meetings, the old associations passed special resolutions adopting a single set of proposed rules to apply to the new association upon incorporation. Please tick the appropriate box identifying the type of rules adopted.

The association will be:

- Adopting its own rules. • Complete Appendix A and statutory declaration only.
• *Attach a copy of the rules to application.

OR

- Adopting the model rules. • Complete Appendix B only.

* Complete prescribed statutory declaration signed by appointed person declaring rules comply with the *Associations Incorporation Act 1981*.

Part 8—The following must accompany this application

Please note that we cannot process this application, unless the fee is included.

- a) A completed *Form 13—Notice of Special Resolution for Amalgamation of Associations*, for each association resolving to amalgamate is required to be lodged within **three months** after the resolution is passed.
 - b) the current certificate of incorporation of each association which resolved to amalgamate, or a statutory declaration by the secretary verifying that the current certificate has been lost or destroyed
 - c) **Rules**
 - i) if the association proposes to adopt its own rules, as per Part 7 above:
 - ii) a copy of the proposed common rules adopted for the new association; and
 - ii) a completed Appendix A and a statutory declaration by the appointed person nominated at Part 3 above stating that the proposed common rules comply with the *Associations Incorporation Act 1981* as per Part 7 above.
- or**
- b) if the new association proposes to adopt the model rules, as per Part 7 above, a completed copy of Appendix B.

Part 9—Statutory Declaration

QUEENSLAND OATHS ACT 1867

—STATUTORY DECLARATION FOR INCORPORATION UPON AMALGAMATION OF ASSOCIATIONS

I, (name) do solemnly and sincerely declare that:

1. I am the person appointed by resolution of the members

Association A

Association B (names of incorporated associations applying to amalgamate)

to prepare and make an application for the association to be incorporated under the *Associations Incorporation Act 1981*.

2. The rules adopted by the members of the above mentioned associations by resolution passed on / /
D D M M Y Y Y Y
comply with the *Associations Incorporation Act 1981*. (Association A) and / /
D D M M Y Y Y Y (Association B)

3. The association has a purpose of furthering, protecting or representing the industrial interests of the members of an industrial association or other persons. Yes No

4. I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the *Oaths Act 1867*.

Declared at (place)

in the State of Queensland on / /
D D M M Y Y Y Y

Signature (Appointed Person)

Before me (J.P., Commissioner for Declarations, etc)

Lodgement

IMPORTANT!

Please make sure you:

- provide all necessary information and documentation
- sign the application
- return all pages of the application form.

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.

By mail:

Registration Services Unit, GPO Box 3111, Brisbane QLD 4001

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.

Payer details

This section must be completed if payment has been made by another person on behalf of the applicant.

Name

Postal address

Suburb State Postcode

Mobile Fax number

Receipt request Yes No

Email

Payment

Payment details

Cash—pay in person Debit/Credit card Money order Cheque
Do not send cash by mail

Make money order or cheque payable to the Office of Fair Trading.
A receipt will not be issued unless specifically requested.

Debit/Credit card

OFT cannot accept debit/credit card details over the phone, fax or email (including any attachments) in accordance with the Payment Card Industry Data Security Standard. If an email or fax is received containing debit/credit card details, it will be deleted immediately and your application and payment will not be processed.

Charge my:



Go online to www.qld.gov.au/fairtrading

Debit/Credit card number:

Cardholder's name:

.....

Amount authorised:

\$ Expiry date: /

Cardholder's signature:

.....



Online payments

Tick box if you wish to pay online

If you select this option, once OFT has received your documentation, an officer will be in contact to provide you with a Customer Reference Number (CRN). You can use this to pay via the following methods:



Go online to www.qld.gov.au/fairtrading



Payments can be made using **BPAY** through your bank or financial institution using the reference details that will be provided to you.



By post

A cheque or money order can be posted in, together with the application form.

Make money order or cheque payable to the Office of Fair Trading



In person

You can also visit a Fair Trading Office or an applicable Queensland Government Service Office to lodge this application and pay the applicable fees over the counter.

Visit www.qld.gov.au/fairtrading or call **13 QGOV** (13 74 68) for your nearest Fair Trading Office or Queensland Government Service Office.

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Proceed to next section.**

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Complete this appendix only if the association is adopting its own rules.

Matters to be provided for in rules (Part 1—matters with examples)—

Each of these matters must be fully provided for in the association's rules.

Possible wording for any or all of these rules may be found in the model rules.

	Insert rule number
1. The name of the incorporated association (example—see model rule 2).	
2. The objects of the incorporated association (example—see model rule 3).	
3. Any membership or other fees to be paid by the members of each class of membership of the incorporated association (example—see model rule 8).	
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—see model rules 9 and 10).	
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 — see model rules 11 and 12).	
6. The recording of minutes of proceedings of management committee meetings and general meetings, and inspection of the minutes of a general meeting by financial members (example—see model rules 26(1) and 41(1) and (3)).	
7. The verification of the accuracy of the recorded minutes of meetings (example—see model rules 26(2) and 41(2)).	
8. The amendment or rescission of, or addition to, the rules of the incorporated association (example—see model rule 43(1)).	
9. The validation of an amendment or rescission of, or addition to, the rules of the incorporated association (example—see model rule 43(2)).	
10. The form, custody and use of the common seal of the incorporated association (example—see model rule 44).	
11. The way the income and property of the incorporated association may be used (example—see model rule 46(2)).	
12. The end date of the incorporated association's financial year (example—see model rule 48).	
13. Distribution of surplus assets on winding-up (example—see model rule 49).	

Matters to be provided for in rules (Part 2—matters without examples)—

Each of these matters must be fully provided for in the association's rules.

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	
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.	
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 custody of the books, documents, instruments of title and securities of the incorporated association (example—see model rule 47).	

<p>Rule 5—Classes of membership</p>	<p>The model rules set out the classes of membership of an association. All associations who adopt the model rules have an unlimited number of 'ordinary members'. Other classes of membership could include associate, life or honorary membership. In the table below:</p> <ol style="list-style-type: none"> For 'ordinary members' fill in columns (b) and (c) (column (a) has been filled in for you already in relation to ordinary members). Fill in all columns if the association has additional classes of members. <p>If the association has a class of membership specifically for persons under 18 years of age, note that these members are not entitled to vote (unless permitted by law) or to hold positions on the association's management committee. These limitations should be reflected in column (c) headed 'Membership limitations'.</p>		
<p>Class of member</p>	<p align="center">Description of membership (Complete all columns)</p>		
	<p>a) Number of members in this class</p> <p>(Describe the number of members. Put 'unlimited' if there is no limitation.)</p>	<p>b) Membership eligibility</p> <p>(Describe what criteria have to be met for this class of membership. Note: entry requirements should differentiate between the classes of membership. Please do not write 'Nil'.)</p>	<p>c) Membership limitations</p> <p>This refers to the voting rights and election to committees. (Please enter 'nil' if there are no limitations.)</p>
<p>Example: Junior members</p>	<p>No more than 100 junior members at any one time.</p>	<ol style="list-style-type: none"> Must be under 18 years of age. Must be a registered hockey player. Must support the objects of the association. 	<ol style="list-style-type: none"> May not vote (unless permitted by law). Not eligible for election to the management committees.
<p>Ordinary</p>	<p>Unlimited</p>		
<p>Sign here This form must be signed</p>	<p>The matters contained in this appendix are the insertions to the model rules agreed to by special resolutions passed at meetings of the amalgamating associations.</p> <p>Signature of appointed person:</p> <p>Dated: <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 align="center">D D M M Y Y Y Y</p>		



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IMPORTANT – PRIOR NOTIFICATIONS AND APPROVALS

The effect of amalgamation of two or more associations is the incorporation of a new association and the cancellation of incorporation of the old associations. The assets and liabilities of the old associations become the assets and liabilities of the new association. Should either of the old associations hold real property, the secretary of the new association must inform the Titles Office in order that the interest may be recorded on the appropriate land register.

The change in corporate structure may affect any existing statutory or contractual obligations with government funding agencies, affiliated bodies or accreditation bodies.

Any existing property, rights or obligations may not be recognised despite section 88 of the *Associations Incorporation Act 1981* which provides the amalgamation of the 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.

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

Associations 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. Associations 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 Resources 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. An association 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.