

# Associations Incorporation Form 28



Queensland Government

## Application for authority to transfer an association's incorporation

Associations Incorporation Act 1981

This form is effective from 10 August 2020

<p style="text-align: center;"><b>OFFICE USE ONLY</b></p> <hr/> <p>Date received</p>  <hr/> <p>Lodgement details</p> <p>LU number: .....</p>	<p><b>Instructions</b></p> <p><b>Before completing this application please read the accompanying NOTES.</b></p> <p>Please use <b>BLOCK</b> letters when completing this form. Attach extra sheets if necessary. All dates should be DD/MM/YYYY.</p> <p><b>Privacy statement—please read</b></p> <p>The Office of Fair Trading collects (OFT) information, including personal information, on this form as required by the <i>Associations Incorporation Act 1981</i> 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 <i>Fair Trading Act 1989</i> information may also be shared on a confidential basis with other Australian fair trading agencies.</p> <p>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.</p> <p><b>No fee is payable.</b></p>
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### Part 1—Incorporated Association details

<p><b>Incorporated association details</b></p>	<p>Incorporated association number .....</p> <p>Name of incorporated association .....</p>
<p><b>Application details</b></p>	<p>Application is made (pursuant to section 106A of the <i>Associations Incorporation Act 1981</i>) to the chief executive for authority to transfer the association's incorporation to</p> <p><input type="checkbox"/> a company limited by guarantee under the <i>Corporations Act 2001</i> (Cwlth), part 5B.1;</p> <p><b>OR</b></p> <p><input type="checkbox"/> an Aboriginal and Torres Strait Islander corporation under the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cwlth), part 2-3.</p>

### Part 2—Special resolution details

<p><b>Application details</b></p> <p>* 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. Written notice of a proposed special resolution, and of the time and place of the general meeting at which it is proposed to move the resolution, must be given as required under the association's rules, before the general meeting to each member who has a right to vote on the resolution.</p>	<p>At a general meeting of the members of the (association name) .....</p> <p>duly convened and held at (place) .....</p> <p>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"/> a special resolution* was passed stating</p> <p>(a) that the application for authority to transfer the association's incorporation under Division 1, Part 11A of the <i>Associations Incorporation Act 1981</i> to</p> <p><input type="checkbox"/> a company limited by guarantee under the <i>Corporations Act 2001</i> (Cwlth), part 5B.1;</p> <p><b>OR</b></p> <p><input type="checkbox"/> an Aboriginal and Torres Strait Islander corporation under the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cwlth), part 2-3</p> <p>is approved; and</p> <p>(b) the following members of the management committee are authorised to make the application</p> <p>(president) .....</p> <p>(committee member) .....</p> <p>(committee member) .....;and</p> <p>(c) the proposed name under which the association is to be registered</p> <p><input type="checkbox"/> under the <i>Corporations Act 2001</i>;</p> <p><b>OR</b></p> <p><input type="checkbox"/> under the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i></p> <p>will be .....</p>
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## Part 2—Special resolution details

<b>Certificate of Incorporation</b>	Attached is the original certificate of incorporation or a statutory declaration by a person authorised by the association to make the declaration stating the original certificate has been lost, stolen or destroyed.
<b>Authorisation</b> Authorisation must be signed by three members of the association's management committee including the president authorised to make the application.	Signature of president ..... Name of president (please print) ..... 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"/> Phone (daytime) ..... Signature of management committee member ..... Name of management committee member (please print) ..... 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"/> Phone (daytime) ..... Signature of management committee member ..... Name of management committee member (please print) ..... 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"/> Phone (daytime) .....

## Part 3—Statutory declaration

	I, (full name of president) ..... of, (full address) ..... in the State of Queensland do solemnly and sincerely declare that: 1. I am president of (name of incorporated association) ..... ..... 2. The matters stated in this application for authority to transfer the association's incorporation are true. 3. The association has complied with all the requirements of the <i>Associations Incorporation Act 1981</i> and the association's rules 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"/> . 4. Any consent required under the association's rules to be obtained before the passing of the special resolution has been obtained. 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> .
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<b>Declaration</b> To be signed by president.	Signature of president ..... Taken and declared before me at (location) ..... in Queensland. Email ..... 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"/>
To be signed by J.P., Commissioner for Declarations etc.	Signature of J.P., Commissioner for Declarations, etc .....

## Lodgement details

<b>IMPORTANT!</b> Please make sure you:	<b>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.</b> <b>By mail:</b> Registration Services Unit, GPO Box 3111, Brisbane QLD 4001 <b>In person:</b> Visit <a href="http://www.qld.gov.au/fairtrading">www.qld.gov.au/fairtrading</a> or call <b>13 QGOV</b> (13 74 68) for information and your nearest Fair Trading Office or Queensland Government Service Office.
<ul style="list-style-type: none"> <li>provide all necessary information and documentation</li> <li>sign the application</li> <li>return all pages of the application form.</li> </ul>	



## Application for authority to transfer an association's incorporation

*Associations Incorporation Act 1981*

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### IMPORTANT – PRIOR NOTIFICATIONS AND APPROVALS

A change in corporate structure from the *Associations Incorporation Act 1981* to the *Corporations Act 2001* (Corporations Act) or to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) 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 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 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 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. 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.