

INCORPORATED ASSOCIATIONS MANUAL

by

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Registration as an Incorporated Association

Myles McGregor-Lowndes

2-100 Introduction

This chapter contains a step-by-step guide to incorporating an association. A summary of the process is contained in the Office of Fair Trading guidelines which are issued without charge to inquirers. A copy of the guide is contained in this manual at Appendix 1. This summary should be perused before proceeding further into this chapter. It will give a short overview of the procedures necessary to incorporate your association.

This chapter seeks to give guidance to associations that have existed for a time and then decide to incorporate, as well as those that incorporate immediately after their inaugural meeting. Nonprofit organisations that are structured as a company limited by guarantee, a co-operative or formal trust or some other legislative structure should seek legal advice before attempting to incorporate under the *Associations Incorporation Act*. It is usually not an easy task for such organisations as the Act does not provide for migration from one legislative scheme to another. One exception to this is section 132 of the Act which enables organisations with letters patent, or organisations that could have been incorporated by letters patent, to incorporate as an incorporated association.

2-200 Planning an inaugural meeting

If you intend to start an association, this section is for you. If your association already exists, you should go to the next section of this chapter, paragraph 2-300.

2-210 A provisional committee

The first step for an individual who has a burning desire to form an association is to enlist the support of a few others and form a provisional committee. A chairperson and secretary should be elected from this provisional committee. An unincorporated association must be formed prior to seeking formal incorporation as under the provisions of the Act it is necessary for an association to be in existence.

The committee should do some planning about their proposed incorporated association. It is important for the committee to consider the aims and objects of the proposed association and survey the public support needed to make the association viable. The committee should consider seriously whether they are duplicating the work or aims of an existing association. The following question could be posed: what makes this association different from others and necessary for our community? If the association seeks a sanction under the *Collections Act* (refer Chapter 16), this is one of the questions that will be asked of the association. If it cannot produce a good rationale for existence it will be unable to operate as a charity and seek public donations.

The committee should consider whether it needs to hold a public meeting to discuss the proposed association. Some committees just hold a small meeting of invited supporters to fulfill the formal requirements of seeking incorporation. This will depend on the circumstances of the association.

A good resource as to the non-legal matters that require attention to establish a viable community association is to be found in Chapter 1 of the book *Developing Your Organisation* which is available on the Internet at <https://olt.qut.edu.au/bus/dyo>.

2-220 Planning the initial meeting

Although the initial meeting called to discuss the proposal to form an association is free to elect its own chairperson and its own committee and even decide not to support the idea of forming an association, the provisional committee should plan the public meeting carefully. Nothing should be left to chance and the committee should plan for the meeting to proceed exactly as they would hope it would. There is nothing sinister about this, the public will expect to have an agenda, people primed to offer to become committee members and a draft set of motions, a model constitution for consideration by the meeting and a plan of action. A public meeting that senses that the provisional committee has not done their homework will be disinclined to support the association. At the same time the provisional committee should be ready to listen to the ideas and concerns of the initial meeting.

The provisional committee should consider the following matters which will bear on the agenda of the initial meeting:

- The name of the association.
- The objects of the association. These should be drafted with care with an eye to the Act and taxation issues.
- A motion for the formation of the association ought to be drafted and a person organised to move it and another to second it.
- A list of candidates who are prepared to nominate as interim office holders in the new association (the minimum is a president and treasurer) and consideration given to the appointment of a secretary.
- There must be 7 members and 3 committee members upon incorporation.
- A draft set of rules to be presented to the meeting.
- A nominated address for service of documents on the association which is located in Queensland and where a document can be served on a person (a post office box is not allowed).
- A public collection to offset the costs of arranging the public meeting, if any, and funds to establish the association, for example the Office of Fair Trading fees.

The provisional committee should also consider whether they need to engage a solicitor to help prepare the application to the Department and particularly the rules of the association. Further information on dealing with solicitors is dealt with later in this chapter at paragraph 2-540.

2-230 The public meeting

The only task of the chairperson chosen by the provisional committee is to call the meeting to order and supervise the first item of business which is the election of a chairperson for the meeting. In most cases this is a formality, with the same chairperson being elected to chair the rest of the meeting. It must be remembered that it is a fundamental right of a public meeting to elect its own chairperson.

The next item should be to elect a secretary for the meeting to keep minutes of the proceedings. The secretary should ensure that an attendance roll is kept with the addresses of the participants which will be invaluable if the association is to seek further support. Apologies can also be recorded.

It is then appropriate for a spokesperson of the provisional committee to explain the nature of the proposed association, its objects and background. This should be followed by a motion to form the association. After this motion is seconded, the chairperson will open the matter for discussion by the general meeting. After discussion is concluded, the vote is taken and usually the association is formed.

The provisional committee could then introduce the draft constitution or elect a committee to consider a constitution and report back to a further meeting.

When the rules of the association are settled, another meeting must by resolution decide to apply for incorporation and adopt the rules (section 6(1)). This resolution is one where three-quarters of those present and entitled to vote at the meeting vote for the resolution. Notice of such a meeting is not specified in the Act, but consideration should be given to following the procedure in section 3. A notice would be prepared (see P2-3) which states the terms of the proposed resolution to incorporate and adopt the rules. It would be brought to the attention of each member who is entitled to vote at the

meeting as required under the association's rules. Any other provisions in the association's rules must also be complied with, such as length of notice or placement on a notice board. If this is not complied with the resolution may be subject to challenge. The important issue is that each member gets fair and reasonable notice of the resolution in writing. The result of the resolution should be noted in the minutes of the meeting with numbers for and against where possible.

The meeting should also appoint by resolution a person to prepare the application to incorporate, and elect an interim president, treasurer (and perhaps a secretary) if the association has not already done so. Note that the committee members must be adults (section 61(2)) and not be in any of the circumstances described in section 64(2) such as bankrupt or mentally ill (refer to chapter 4 para 4-300). The secretary must have similar qualifications pursuant to section 69(2) and also be resident in Queensland or within 65 km of the Queensland border. A Nominated address for service of documents should also be considered (section 17).

It is also appropriate to have at least 7 members before lodging the application to incorporate (section 5(1)(a)). If the model rules are adopted, clause 6 means that such persons will be the first members of the association.

2-300 Incorporation by an established association

An established association is required to comply with sections 5, 6, 7 and 8 of the *Associations Incorporation Act* in resolving to seek incorporation.

The association must convene a general meeting of the association and by a resolution described in section 6(1) resolve to seek incorporation. The resolution is one that is passed by a majority of not less than three-quarters of the members present and entitled to vote at the meeting. Notice of the meeting at which such a resolution is to be passed is not prescribed by the Act, but section 3 could be followed. A notice would be prepared (see P2-3) which states the time and place of the meeting as well as the terms of the proposed resolution to incorporate. It would be brought to the attention of each member who is entitled to vote at the meeting, as required under the association's rules. The resolution would be posted or personally given to all members and any other requirement in the association's rules must also be complied with.

The resolution would be in the following form:

That the xyz Club incorporate as an incorporated association under the provisions of the *Associations Incorporation Act*.

It would be wise for the chairperson to request a poll or a show of hands and the result to be recorded in the minutes.

If the resolution is successful, a resolution ought to be passed adopting the new name of the association. It may be that the association decides merely to add "inc" or "incorporated" after its existing name as required by section 29. Consideration should also be given to deciding on alternative names, if the first preference is not available. Refer to the section on names in this chapter at paragraph 2-400.

Ordinary (50% + 1) resolution is necessary to appoint a person to prepare and lodge the application (section 7). This person should have a detailed knowledge of the association and be available to answer queries from the Office of Fair Trading. Interim officers of the association must also be elected consisting of at least a president and a treasurer (section 8) and perhaps a secretary and other officers. On incorporation these interim officers will become the officers of the incorporated association, until others are elected or appointed in the case of a secretary. Note that the committee members must be adults (section 61(2)) and not be in any of the circumstances described in section 64(2) such as bankrupt or mentally ill (refer to para 4-300). The secretary must have similar qualifications; section 69(2) and be resident in Queensland or within 65km of the Queensland border. The location of the nominated address for service of the association should also be considered (section 17). It must be located in Queensland and must be a place where a document can be served on a person (it cannot be a post office box).

The final matter for formal discussion at the meeting is the adoption of the new rules of the association. Usually, the committee prepares a draft and circulates copies to the members for consideration before the meeting. This must also be considered as a resolution that is passed by a majority of not less than three-quarters of the members present and entitled to vote at the meeting. Refer to the section on rules at paragraph 2-500.

A precedent agenda for an existing association that wishes to incorporate is reproduced at the end of this chapter at Precedent 2-2. An application form for membership which complies with clause 7 of the model rules is to be found at Precedent 2-5.

2-400 Name of the association

An association will not be permitted to incorporate under a name that is “unsuitable” (s 43). The name must contain the word “incorporated” or “inc”(s 29) and be in English characters. There are some minor exemptions to these two requirements which are discussed at paragraph 2-401.

The word “incorporated” or “inc” is an indication to the public that the body that they are dealing with is an incorporated association. Section 32 requires that the association’s name appear in legible English characters on all its documents and this includes advertising material. The name must also appear on its common seal and be legible (s 31). Section 29(2) does permit an association to use the word “incorporated” or “inc” interchangeably.

The Act also seeks to regulate the name that an association can use through Part 4 Division 4 of the Act and Regulations 3 to 6. The main policy object of the provisions is to minimise any confusion by the public between different associations or confusion between an association and some other body. Such confusing or misleading names are regarded as “unsuitable”(s 43).

An unsuitable name is:

- a name of another incorporated association;
- a name of an incorporated association which a reasonable individual may mistake for another association;
- a name registered or reserved under the *Corporations Act 2001*;
- a name registered under the *Business Names Act 1962*;
- a name that would cause a reasonable individual to be offended;
- a name which would cause a reasonable individual to be deceived about the nature and identity of the association; or
- a name declared in the regulations to be an unsuitable name (regulations 3-6). Broadly, this includes:
 - a name that suggests a connection with Federal, State or local government which does not exist, such as using the words “Commonwealth” or “Federal” or the name of some government department or authority;
 - a name for which written agreement is necessary from the appropriate government authority to use words such as Anzac, bank, Red Cross or United Nations (schedule 1);
 - a name which suggests a connection with the Royal family or Royal patronage;
 - a name which suggests an ex-serviceman’s organisation or that an association’s members are incapacitated, when this is not the case;
 - a name which in any way makes reference to the Olympic or Paralympic games (regulations 4-6 and schedule 2).

It is often prudent to conduct a search of the various “name registers” to ensure that the name for the intended association is available for registration and will not be declared “unsuitable” by the chief executive. A search can be undertaken by attending the Office of Fair Trading Business Name Registry at State Law Building, 21st floor, cnr George and Ann Streets, Brisbane. It may also be prudent to search the Trade Marks Registry as well.

Once the application to incorporate is filed in the Office of Fair Trading, the chief executive will give written notice to the association if the chief executive believes that the name chosen is unsuitable (s 44). In response to such a determination the association might choose a new name which is not

unsuitable, seek the chief executive's consent under s 45 or appeal the chief executive's decision (Part 12 of the Act) to the District Court (s 113).

2-401 Name Exemptions

It is possible to apply to the chief executive to use an unsuitable name (s 45) or obtain an exemption from using the word "incorporated" or "inc" as part of the association's name (s 33).

There have been few exemptions of the tag "inc" or "incorporated" in more than 19,000 incorporations. Those granted exemptions from using the word "inc" or "incorporated" have been well established religious bodies or charities. The association must by resolution (s 33) decide to apply for the exemption. The exemption is applied for in the approved form accompanied by a detailed submission. It should include a persuasive argument that the inclusion of the words in the association's name would be detrimental to its image and purpose. It should also be explained why the community stands to benefit and why the community will not suffer by not being aware that the liability of the association is limited. References in support of the application by persons of high standing such as local members of Parliament or Councils may also be helpful.

If the consent is granted, then the chief executive will direct the association to give notice to the public of the exemption and this may be by public advertisement (s 33(5-6)).

A similar procedure is available under s 45 for the approval of an otherwise unsuitable name for the association. The application must be made in the approved form. Again full reasons should be given supporting the application together with appropriate letters of support.

2-500 Rules of the new association

Drafting the rules of the association is one of the most important tasks in incorporating an association. It may take some time, expertise, thought and consultation.

- Special care needs to be taken if the association expects to receive taxation exemption, government licences and/or funds from governments, or to be listed as an organisation to which donations will qualify as tax deductions, or to be recognised as a charity.
- Care needs to be taken to ensure that the rules that will govern the internal life of the association are suitable and will not be the cause of internal dispute or confusion in its future life.
- Section 1B of the Act declares that if a rule of an association is inconsistent with the Act, then the Act will prevail to the extent of the inconsistency.
- Care needs to be taken because the appointed persons must make a statutory declaration that the rules comply with the *Associations Incorporation Act* and Regulations. It is a serious matter in law to swear a false declaration.

The Act permits an incorporated association to adopt:

- (a) a set of model rules which are set out in Schedule 4 of the regulations; or
- (b) its "own rules" provided that those rules do not conflict with the Act and contain matters provided for in Schedule 3 of the regulations.

Each of the approaches is now examined in detail.

2-520 Adopting the model rules

Section 6 of the *Associations Incorporation Act* permits an association to adopt all of the model rules which are contained in the fourth schedule of the Associations Incorporation Regulations. These rules can be found in this manual at Appendix D and are also available on the Department's website (www.fairtrading.qld.gov.au).

The model rules are suitable for many associations, but one should consider carefully whether any amendments need to be made to them. This would avoid having to amend the rules at a later date, which although not complex, can be a time consuming task.

The suitability of the following model rule clauses for your association should be considered before deciding to adopt the model rules:

- Clause 38(2) - whether your association wishes all types of members to have a vote
- Clause 18 - that the terms “president”, “treasurer” and “secretary” are appropriate
- Clause 18(3) - that one elects a new committee each year, rather than a rotating board which allows a three year term for committee members, with a third of the board being elected each year
- Clause 22(3) - whether borrowing or investing small amounts requires members’ approval
- Clause 24/36 - that the quorum provision is appropriate
- Clause 37 - that the association is comfortable with “proxy” votes
- Clause 49 - that the association is comfortable with the distribution of “surplus assets” on winding-up and that this clause will satisfy taxation authorities for any exemptions that the association may seek.

Generally, it should be considered whether any stipulations of government or funding bodies relating to an association’s constitution require particular provisions in the rules (e.g., tax, poker machines, liquor licencing, art unions, public collections acts, foundations).

Even if the rules are adopted as they appear in the Fourth Schedule to the Regulations there are still a few matters to be considered. These are:

- Clause 2 - the association’s name including the word “Inc” or “Incorporated”
- Clause 3 - the association’s objects. Care should be taken as often the wording of these objects is crucial to tax exemption or charitable status
- Clause 5 - classes of members
- Clause 48 - the date on which the association’s financial year ends. Associations ought to consider this date carefully. If associations use the end of the financial year (30 June), it is often difficult to obtain services from their auditors as it is the busiest time of the year for them. Some sporting clubs will find that the financial year end is out of their “season” and it is difficult to obtain a quorum at an annual general meeting. Some government funding authorities stipulate a certain financial year as a condition of funding.

These matters are required to be inserted in the application for incorporation which is discussed below at 2-600.

2-530 Having your “own rules”

If the old association has a workable set of rules the task may be merely to ensure that the rules comply with the requirements of the *Associations Incorporation Act 1981*. It may be that the association wishes to alter some provisions in the model rules. Section 46(3) refers to these rules as the association’s “own rules”. These rules must comply with the provisions of the Act and Regulations (see s 9(3)(b) and Schedule 3).

The requirements are mainly contained in the Third Schedule to the Regulations which are contained in this manual at Appendix C. The schedule is in two parts: one contains matters that must appear in the rules and the other provides examples of matters from the model rules (schedule 4) that are to be provided for in the rules. Matters raised in both parts of the Schedule must be provided for in the association’s own rules and identified as part of the application for incorporation. There are other requirements outside the second schedule such as Schedule 5 which should also be considered.

Notice also has to be taken of s 47(1) which may imply certain model rules into an own rule association where the own rules:

- (a) do not provide for the matter; and
- (b) the own rules do not provide that section 47(1) does not apply to the association.

If an association does not cover all matters contained in the model rules, then section 47(1) will imply the omission into the association's own rules. For example, an own rule association may not wish to allow "proxy" voting and hence leave any reference to it out of their rules. As the model rules include proxies (see clause 37 of Schedule 4) it would be implied into the own rules and proxy voting would be permitted in accordance with the model rules. If the own rule association does not wish this to occur, it would either need to state explicitly in its own rules that proxy voting is not permitted, or that section 37(1) does not apply to the association.

It is often necessary to seek appropriate legal assistance in the drafting of these clauses and to ensure that they properly mesh with the provisions of the previous rules and that there will be little trouble satisfying the constitutional requirements of other government departments for exemptions, licences or funds.

Section 1B of the Act declares that if a rule of an association is inconsistent with the Act, then the Act prevails to the extent of the inconsistency. Note that under the *Acts Interpretation Act* 1954, section 7, the word "Act" includes statutory instruments made or in force under the Act. Thus the regulations to the *Associations Incorporation Act* 1981 are included.

Care also needs to be taken because the appointed persons must make a statutory declaration that the rules comply with the *Associations Incorporation Act* and Regulations. It is a serious matter in law to swear a false declaration. It may also cause problems in the future if it is found that the association's rules do not comply with the Act.

2-540 Engaging a solicitor

If an association is not adopting the model rules,

- given the seriousness of signing a statutory declaration that the Act has been fully complied with,
 - the effect of section 47 implying model rules into "own rule" gaps, and
 - the meeting of other governmental requirements,
- then seeking appropriate legal assistance should be considered.

One of the best ways to ensure that your association's rules are appropriate is to consult a solicitor. Most solicitors are familiar with constitutions and provide an excellent service to the association and its members.

The best way to find a solicitor if the association does not already have one is to seek the opinion of other associations that have recently incorporated in your area. They will soon tell you if they were satisfied with the work done by their solicitor. Otherwise the Queensland Law Society Incorporated can provide a referral to a solicitor in your area.

Unless the solicitor is particularly sympathetic to your cause, your association will have to pay fees for the time taken by the solicitor. These fees can be minimised if a few simple matters are understood by associations. A solicitor should be asked at the first interview for a quotation for advising on the rules of the association. If a firm figure is not available, and it might not be given the unknown size of the task, then a rate per hour of attention by the solicitor should be ascertained.

Time and therefore the cost of legal advice can be minimised if the person dealing with the solicitor is well prepared and can provide the solicitor with all the instructions necessary to draw up the rules of the association. At the first interview with the solicitor the association's representative should have a copy of the association's present rules and last annual report to give to the solicitor. It may even be appropriate to drop in a copy of this material a few days ahead of your appointment so that the solicitor can review the material. It will also save time if the representative can give concise written instructions on the variations to the present rules or alternatively the variations to the model rules that the association would like to have. Preparations such as these will cut the time spent by the solicitor on the rules and accordingly the association's costs.

The association should also consider seeking an estimate of the time needed to prepare the first draft of the rules for the committee to consider. Solicitors are nearly always busy people and if there is no deadline on the work it may tend to be put aside to deal with more urgent work.

2-600 Completing the application form

Once the appropriate resolutions to incorporate the association have been passed, and the rules approved by the association, it then falls to the person appointed to prepare the application to incorporate (Form 1). Attention to detail in the preparation of this form will ensure its speedy processing. Again, it is important to remember that a declaration must be sworn which states that the Act has been complied with in all respects. It is a serious matter to swear a false declaration.

Exemption from filing a financial statement is also possible under s 132. In 20,000 incorporations to date only a handful of associations have been given this exemption and they are mainly religious associations that were previously incorporated by letters patent.

2-700 Lodging the application

The completed application is then lodged together with a fee at the Office of Fair Trading either by post to the following address:

The Chief Executive,
Office of Fair Trading
Registration Services Branch,
GPO Box 3111,
BRISBANE QLD 4001

or in person to:

21st Floor,
State Law Building,
Cnr. George and Ann Streets,
BRISBANE QLD 4001

2-800 Departmental processing

The Office of Fair Trading processes the applications in order of lodgment. The Office will give preferential treatment to an application only in the most dire circumstances.

The first stage is an examination of the application form to ensure that it has been completed correctly and that all enclosures are attached. The proposed name of the association is then checked on the computerised index system.

Once these matters have been resolved, the certificate of incorporation will be forwarded to the association. A letter usually accompanies the certificate and seeks information about insurance and appointed secretaries. The newly incorporated association's management committee needs to meet soon after the issue of the certificate to consider a number of matters. (Refer **Chapter 3**)

2-1000 Incorporating branches

Part 9 of the *Associations Incorporation Act* allows for the incorporation of branches or groups of branches of an association. This section has been used by community service clubs and sporting clubs to incorporate.

The incorporation process is almost identical with that described in this chapter except that:

- the consent in writing of the parent/controlling body is required. The parent body will also have to confirm the name of the branch's secretary in the letter.
- the word "branch" and other words identifying it as a branch either by reference to a locality or some other way should be included.

- it is usual for the parent body to supply the chief executive with a standard set of rules, to which all their branches must strictly comply. The only difference is the name of the branch.
- parent bodies that intend to incorporate their branches should approach the chief executive to discuss various issues that commonly arise in branch incorporations, before proceeding to hold members' meetings. This will ensure a minimum of inconvenience.

2-1100 Business outside Queensland

Some incorporated associations do carry on activities or establish an office outside the State of Queensland. Large sporting organisations, charities and those associations that are geographically close to the border may need to establish such an office.

The *Corporations Act* 2001 S601CA requires incorporated associations which carry on business outside Queensland to register as a "registrable Australian body". Sections 18 to 21 of the Corporations Law define what is meant by carrying on business. Section 18 makes it clear that "carrying on business" will include business otherwise than for profit. Section 21 (3) sets out a number of matters which of themselves do not mean that business is being carried on in that place. For example, merely investing funds, holding property, maintaining a bank account or conducting an isolated transaction that is completed within a period of 31 days by itself will not be regarded as carrying on business. Section 601CB of the Corporations Act 2001 sets out the requirements for registration, which are:

- completed Form 401;
- certified certificate of incorporation and constitution;
- list of the management committee;
- the principal place of business is Queensland;
- the registered office of the association in accordance with Section 601CT of the Corporations Law;
- details of ANY registrable charges;
- notice of the address of the Association's registered office in Queensland; and
- registration fee of \$330.

The address of the Australian Securities Commission in Queensland is:

ASIC Business Centre
Commonwealth Bank Building
240 Queen Street
GPO Box 9854
Brisbane, Queensland, 4001
Telephone (07) 3867 4900

2-1200 Business within Queensland

It is not necessary to register the actual name of the incorporated association as a business name for the purposes of the *Business Names Act* 1962. However, if an association carries on business in Queensland under a name other than the name of the association, it should consider whether it should register that name as a business name. For example, XYZ Wilderness Society Inc may operate a chain of retail shops selling nature books to subsidise its activities. It may trade under the name "Nature Books" and this would probably be required to be registered as a business name. Forms for registration can be obtained from the Office of Fair Trading Business Name Registry at State Law Building, 21st floor, cnr George and Ann Streets, Brisbane or a form can be requested by telephoning 131304. It may also be prudent to consider issues of trade marks as well.

PRECEDENTS

P2-1

AGENDA FOR AN INITIAL MEETING TO FORM AN

INCORPORATED ASSOCIATION

XYZ CLUB

A meeting of those interested in the formation of an xyz club is to be held 1 Street, Suburb, City, at 8 pm on 1 January, 20xx.

Business

1. Election of a chairperson
2. Election of a secretary
3. Apologies
4. Report of the provisional committee considering incorporation
5. The motion "That the XYZ Club incorporate as an incorporated association under the provisions of the *Associations Incorporation Act 1981*." (This is required to be passed by a three-quarters majority of those present and entitled to vote at the meeting.)
6. The motion "That the name of the new association be of first preference XYZ Club Inc., then ZXY Club Inc, then YXZ Club Inc."
7. The motion "That the attached rules (or model rules) be adopted for the purposes of incorporation". (This is required to be passed by a three-quarters majority of those present and entitled to vote at the meeting).
8. The motion "That the nominated address for service of the association be 1 Pet Street, Suburb, City, Queensland."
9. The motion "That Mr Ivor Lottatime be the "appointed person" pursuant to section 7 of the *Associations Incorporation Act 1981* to prepare the application for incorporation."
10. Election of office-bearers:
 - President
 - Vice-President
 - Treasurer
 - Committee Members
11. Election of Auditor
12. Other business
13. Date of next meeting
14. Close.

AGENDA FOR A MEETING OF AN ESTABLISHED ASSOCIATION
TO INCORPORATE
XYZ CLUB

A general meeting of the members of the XYZ Club is to be held in the Clubhouse at 1 Street, Suburb, City at 8 pm on 1 January, 20xx.

Business

1. Chairperson's opening remarks
2. Apologies
3. Minutes of the previous meeting
4. Business arising out of the minutes
5. Correspondence
6. Business arising out of the correspondence
7. President's report
8. Treasurer's report
9. Admission of new members
10. The motion "That the XYZ Club incorporate as an incorporated association under the provisions of the *Associations Incorporation Act* 1981." (This is required to be passed by a three-quarters majority of those present and entitled to vote at the meeting.)
11. The motion "That the name of the new association be of first preference XYZ Club Inc., then ZXY Club Inc., then YZX Club Inc."
12. The motion "That the XYZ Club's rules be those attached and marked with the letter 'A' (or the model rules)." (This is required to be passed by at least a three-quarters majority of those present and entitled to vote at the meeting).
13. The motion "That Mr Ivor Lottatime be the "appointed person" pursuant to section 7 of the *Associations Incorporation Act* 1981 to prepare the application for incorporation."
14. The motion "That the nominated address for service of the association be 1 Pet Street, Suburb, City, Queensland."
15. Other business
16. Date of next meeting
17. Close.

NOTICE OF SPECIAL MEETING

XYZ CLUB

A general meeting of the XYZ club will be held on 15 March, 20xx at 1 Street, Suburb, City at 8pm at which the following resolutions will be proposed as a special resolution:

“That the XYZ club incorporate as an incorporated association under the provisions of the *Associations Incorporation Act*”

“That the XYZ club adopt [the model rules set out in the *Associations Incorporation Act*/the own rules attached and marked with the letter ‘A’] for the purposes of incorporation.”

[notice might also be given of other business such as the preferred names of the association, appointment of a person to prepare the application to incorporate, selection of interim officers, etc]

31 January, 20xx
Mr Imma Wright
Secretary

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

XYZ CLUB INC. (incorporated under the *Associations Incorporation Act*, 1981.)

I, *Bill John Smith* of *28 Street, Suburb, City*, *Truck Driver* hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

(Signature of Applicant)

date *1/1/20xx*

I, *John Smith* a member of the association, nominate the applicant, who is personally known to me, for membership of the association.

(Signature of Nominator)

date *1/1/20xx*

I, *Peter Jones* a member of the association second the nomination of the applicant, who is personally known to me, for membership of the association.

(Signature of the Seconder)

date *1/1/20xx*