

**Version No. 003**  
**Associations Incorporation Regulations 2009**  
**S.R. No. 85/2009**

Version incorporating amendments as at 19 January 2010

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**Version No. 003**  
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**PART 1—PRELIMINARY**

**1 Objectives**

The objectives of these Regulations are—

- |  |   |
|--|---|
| (a) to prescribe particulars and forms for the purposes of the <b>Associations Incorporation Act 1981</b> ;                                      |   |
| (b) to provide for model rules of incorporated associations;   |   |
| (c) to prescribe accounting requirements for certain incorporated associations;  | Reg. 1(c)<br>substituted by<br>S.R. No.<br>1/2010 reg. 4. |
| (d) to make provision for the winding up and cancellation of certain incorporated associations;  | Reg. 1(d)<br>inserted by<br>S.R. No.<br>1/2010 reg. 4.    |
| (e) to prescribe fees payable under the <b>Associations Incorporation Act 1981</b> ;   | Reg. 1(e)<br>inserted by<br>S.R. No.<br>1/2010 reg. 4.    |
| (f) to prescribe maximum fines which can be imposed by an incorporated association on its members;   | Reg. 1(f)<br>inserted by<br>S.R. No.<br>1/2010 reg. 4.    |
| (g) to make provision for other matters that are necessary for carrying out or giving effect to the <b>Associations Incorporation Act 1981</b> . | Reg. 1(g)<br>inserted by<br>S.R. No.<br>1/2010 reg. 4.    |

**2 Authorising provision**

These Regulations are made under section 54 of the **Associations Incorporation Act 1981**.

**3 Revocation**

The Regulations set out in Schedule 1 are **revoked**.

**4 Definitions**

In these Regulations *the Act* means the **Associations Incorporation Act 1981**.

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**PART 2—PARTICULARS**

**5 Particulars for application for incorporation**

For the purposes of section 5(a)(iv) of the Act, the prescribed particulars are—

- (a) the registered address of the proposed incorporated association;
- (b) the postal address of the proposed incorporated association;
- (c) the name, address and contact telephone number (if available) for the public officer;
- (d) the number of members at the time of application;
- (e) the estimated gross annual revenue of the proposed incorporated association in its first financial year;
- (f) the value of the assets of the proposed incorporated association at the time of application.

**6 Particulars of certificate of incorporation**

For the purposes of section 7(1) of the Act, the prescribed particulars are—

- (a) the name of the incorporated association;
- (b) the registration number of the incorporated association;
- (c) the date on which the association was incorporated.

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**7 Particulars for application for incorporation by company, co-operative, society etc.**

For the purposes of section 10(3)(c) of the Act, the prescribed particulars are—

- (a) the name of the company, co-operative, society, association, institution or body and if applicable, the Act or regulation under which it was incorporated, formed or registered;
- (b) if the applicant company, co-operative, society, association, institution or body has a registration number or other unique identifier, that number or identifier;
- (c) the registered address of the proposed incorporated association;
- (d) the number of members of the company, co-operative, society, association, institution or body at the time of application;
- (e) the gross annual revenue of the company, co-operative, society, association, institution or body in the preceding financial year;
- (f) the estimated gross annual revenue of the company, co-operative, society, association, institution or body in the current financial year;
- (g) the value of the assets of the company, co-operative, society, association, institution or body at the time of application;
- (h) the postal address of the proposed incorporated association.

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## **8 Particulars for application for change of name**

- (1) For the purposes of section 13(3) of the Act, the prescribed particulars are—
  - (a) the name of the incorporated association;
  - (b) the registration number of the incorporated association;
  - (c) the proposed new name of the incorporated association;
  - (d) the date of the general meeting of the incorporated association;
  - (e) the name and address of the public officer.
- (2) For the purposes of section 13(3)(a) of the Act, the prescribed period is one month.

## **9 Verification of application**

For the purposes of section 13(3)(c) of the Act, the prescribed form of verification is a statement made by the public officer declaring that the special resolution for the change of name was passed at a general meeting of the incorporated association.

## **10 Particulars for appointment of public officer**

- For the purposes of section 28 of the Act, the prescribed particulars are—
- (a) the name of the incorporated association;
  - (b) the registration number of the incorporated association;
  - (c) the telephone number of the public officer (if available);
  - (d) the date of appointment of the public officer.

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**11 Particulars for annual statement by public officer**

For the purposes of section 30(4)(a) of the Act, the prescribed particulars are—

- (a) the name of the incorporated association;
- (b) the registration number of the incorporated association;
- (c) the date of the annual general meeting;
- (d) the financial year to which the statement refers;
- (e) the name and address of the public officer;
- (f) the number of members of the incorporated association at the end of the financial year.

**12 Particulars for notice of special resolutions approving amalgamation of incorporated associations**

For the purposes of the notice under section 31(3)(c) of the Act, the prescribed particulars are—

- (a) the name of the incorporated association to which the notice relates;
- (b) the registration number of the incorporated association referred to in paragraph (a);
- (c) the date and place of the meeting where the special resolutions were passed;
- (d) details of the special resolutions passed at the meeting approving—
  - (i) the terms of the amalgamation of the incorporated associations; and
  - (ii) the statement of purposes of the proposed amalgamated incorporated association; and

- 
- (iii) the proposed rules of the proposed amalgamated incorporated association; and
  - (e) the name of the incorporated association to be formed by the amalgamation;
  - (f) details of the terms of the amalgamation of the incorporated associations;
  - (g) the postal address of the association to be formed by the proposed amalgamation.

**13 Particulars for application for incorporation as an amalgamated incorporated association**

For the purposes of the application under section 31(3)(d)(iii) of the Act, the prescribed particulars are—

- (a) the names of the incorporated associations to be amalgamated;
  - (b) the registration numbers of the incorporated associations to be amalgamated;
  - (c) the registered addresses of the incorporated associations to be amalgamated;
  - (d) the registered address of the incorporated association to be formed by the amalgamation;
  - (e) the postal address of the incorporated association to be formed by the proposed amalgamation.
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Pt 2A  
(Heading and  
reg. 13A)  
inserted by  
S.R. No.  
1/2010 reg. 5.

Reg. 13A  
inserted by  
S.R. No.  
1/2010 reg. 5.

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**PART 2A—OPERATION**

**13A Preparation of financial reports by prescribed associations**

- (1) A prescribed association must for a financial year prepare its financial statements in accordance with the relevant accounting standards that apply to an entity of its kind and that relate to the preparation of financial statements for that financial year.
  - (2) In this regulation—  
*accounting standard* has the same meaning as in the Corporations Act.
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**PART 3—TRANSFER OF INCORPORATION**

**14 Prescribed body corporate**

For the purposes of section 31A(c) of the Act, the Corporations (Aboriginal and Torres Strait Islander) Act 2006 of the Commonwealth is a prescribed law.

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Pt 3A  
(Heading and  
reg. 14A)  
inserted by  
S.R. No.  
1/2010 reg. 6.

**PART 3A—WINDING UP AND CANCELLATION**

Reg. 14A  
inserted by  
S.R. No.  
1/2010 reg. 6.

**14A Security to be given by liquidator**

For the purposes of section 36B(5) of the Act, the security a liquidator must give is \$50 000 in the form of—

- (a) cash;
  - (b) a cheque drawn on an ADI;
  - (c) a certificate of deposit issued by an ADI;
  - (d) a debenture or security that is guaranteed by the Government of a State or Territory or by the Government of the Commonwealth; or
  - (e) a surety issued by an ADI or a body corporate authorised to carry on insurance business under the Insurance Act 1973 of the Commonwealth.
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**PART 4—FORMS AND FEES**

**Pt 4 (Heading)  
substituted by  
S.R. No.  
1/2010 reg. 7.**

**15 Forms**

- (1) For the purposes of section 9(1) of the Act, the prescribed form of an application for the making of a recording in the Register is Form 1 in Schedule 2.
- (2) For the purposes of section 9(7) of the Act, the prescribed form of a caveat against the making of a recording in, or the creation of a folio of, the Register is Form 2 in Schedule 2.
- (3) For the purposes of section 37D(1) of the Act, the prescribed form of a notice by an inspector to produce documents or to attend before the inspector and answer questions is Form 3 in Schedule 2.
- (4) For the purposes of section 37E(2) of the Act, the prescribed form of an acknowledgment of consent to entry and search by an inspector is Form 4 in Schedule 2.

**15A Fees**

For the purposes of the section of the Act specified in column 2 of Schedule 2A, the prescribed fee is the amount specified opposite in column 4 of that Schedule.

**Reg. 15A  
inserted by  
S.R. No.  
1/2010 reg. 8.**

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**PART 5—MISCELLANEOUS**

**16 Inspection of prescribed documents**

For the purposes of section 40(1)(b) of the Act, the prescribed documents are those documents lodged with the Registrar under sections 5, 10(3), 13(3), 13A(2), 22(3), 28(1), 30(4), 31(3) and 31AC of the Act.

**17 Infringement notices for prescribed offences**

- (1) For the purposes of section 50B of the Act—
    - (a) an offence committed under a section of the Act specified in Column 2 in Part 1 of Schedule 3, consisting of a contravention of a provision described opposite in Column 3 is a prescribed offence; and
    - (b) the penalty specified opposite that section in Column 4 is the penalty prescribed for the offence.
  - (2) For the purposes of section 50B of the Act—
    - (a) an offence committed under a section of the Act specified in Column 2 in Part 2 of Schedule 3 and described opposite in Column 3 is a prescribed offence; and
    - (b) the penalty specified opposite that section in Column 4 is the penalty prescribed for the offence.
  - (3) A description of an offence in Column 3 in Part 1 or Part 2 of Schedule 3, opposite a provision specified in Column 2, is for convenience of reference only and is not to be taken to affect the nature or elements of the offence to which it refers or the operation of these Regulations.
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**18 Model rules**

The rules set out in Schedule 4 are prescribed as model rules for an incorporated association.

**18A Fines**

The committee of an incorporated association may determine to impose on a member of the association who has committed a breach of the rules of the association a fine not exceeding \$500, payable to the incorporated association.

Reg. 18A  
inserted by  
S.R. No.  
1/2010 reg. 9.

**19 Attachments**

- (1) If the space provided for a particular purpose in a form is insufficient to contain all the required information in relation to a particular item, that information must be set out in an attachment.
  - (2) If a document, copy of a document, or other matter is attached to a form, reference made in the form to the attachment must be by an identifying mark or name, the number of pages in the document, and a brief description of the nature of the document and its contents.
  - (3) A reference to an attachment includes a document, copy of a document or any other matter accompanying or attached to a form.
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Associations Incorporation Regulations 2009  
S.R. No. 85/2009

Sch. 1

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**SCHEDULES**

**SCHEDULE 1**

Regulation 3

**REVOKED REGULATIONS**

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<i>S.R. No.</i>	<i>Title</i>
103/1998	Associations Incorporation Regulations 1998
69/2001	Associations Incorporation (Prescribed Particulars) Regulations 2001
93/2003	Associations Incorporation (Fees) Regulations 2003
128/2003	Associations Incorporation (Amendment) Regulations 2003
39/2004	Associations Incorporation (Amendment) Regulations 2004
8/2007	Associations Incorporation (Infringement Penalties Amendment) Regulations 2007

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**SCHEDULE 2**

**FORMS**

Regulation 15(1)

**FORM 1**

**Associations Incorporation Act 1981**  
Section 9(1)

**APPLICATION FOR RECORDING IN THE REGISTER**

Lodged by:

Name:

Phone:

Address:

Reference:

Customer Code:

The incorporated association applies for a recording of vesting of land in it by reason of the operation of section 8(1) of the **Associations Incorporation Act 1981**. The registered proprietor of the land has not executed an instrument as directed by section 59 of the **Transfer of Land Act 1958** giving effect to that vesting.

Land: *(volume and folio reference)*

Incorporated association: *(full name and address including postcode)*

Registered proprietor: *(full name)*

Date:

Signed by the applicant:

The common seal of *(name of incorporated association)* was affixed, in accordance with the provisions of its rules, in the presence of:

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**FORM 2**

**Associations Incorporation Act 1981**  
Section 9(7)

**CAVEAT AGAINST MAKING OF RECORDINGS IN THE  
REGISTER/CREATION OF FOLIO**

Lodged by:

Name:

Phone:

Address:

Reference:

Customer Code:

- \* The caveator claims the estate or interest specified in the land and forbids the making of recordings in the Register under section 9(1) of the **Associations Incorporation Act 1981**.
- \* The caveator claims the estate or interest specified in the land and forbids the bringing of the land under the operation of the **Transfer of Land Act 1958**.

Land: *(volume and folio reference)*

Caveator: *(full name and address including postcode)*

Estate or interest claimed:

Address in Victoria for service of notice: *(include postcode)*

Date:

Signed: *(caveator, legal practitioner or agent)*

\*delete if inapplicable.

Regulation 15(3)

**FORM 3**

**Associations Incorporation Act 1981**  
Section 37D(1)

**NOTICE TO PRODUCE DOCUMENTS, ATTEND BEFORE AN  
INSPECTOR AND ANSWER QUESTIONS**

To *(name of incorporated association/involved person)*

You are required—

- \**(a)* to produce to me on *(date)* at *(time)* at *(full details of place)* the documents referred to in the Schedule to this notice that are in your possession or control and that relate to *(name of incorporated association)*;
- \**(b)* to attend on *(date)* at *(time)* before *(name of inspector)* at *(full details of place)* to answer any questions relating to the promotion, formation, membership, control, transactions, dealings, business or property of *(name of incorporated association)*.

Please note the provisions of section 37L of the Act (offences for failure to comply with the requirements of an inspector).

Signed:

*(Inspector)*

Dated:

\*Delete if not applicable

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Sch. 2

Regulation 15(4)

**FORM 4**

**Associations Incorporation Act 1981**  
Section 37E(2)

**ACKNOWLEDGMENT OF CONSENT TO ENTRY AND SEARCH**

I, (*name of occupier*), of (*address of place to be entered and searched*)  
acknowledge the following—

- (a) I have been informed that the purpose of the search to be conducted at my address is (*specify purpose*); and
- (b) I have been informed that anything seized in the search may be used in evidence in court; and
- (c) I have been informed that I may refuse to give consent to the entry and search; and
- (d) I have consented to the entry and search.

My consent to the entry and search was given on (*date*) at (*time*).

Signed:

(*Occupier*)

Dated:

\_\_\_\_\_

**SCHEDULE 2A**

Regulation 15A

Sch. 2A  
inserted by  
S.R. No.  
1/2010 reg. 10.

**FEES TO BE PAID TO THE REGISTRAR**

<i>Item</i>	<i>Section of the Act</i>	<i>Type of fee</i>	<i>Amount</i>
1	5	Application for incorporation of proposed association lodged by electronic transmission	2.5 fee units if association adopts the model rules 7.5 fee units if association adopts rules other than the model rules
2	5	Application for incorporation of proposed association lodged manually	5 fee units if association adopts the model rules 10 fee units if association adopts rules other than the model rules
3	9(2)	Application to the Registrar to make recordings in the Register in relation to the vesting of land in an incorporated association	10 fee units
4	10	Application to bring companies etc. under the Act	10 fee units
5	13	Application for approval to change the name of an incorporated association	3 fee units

Associations Incorporation Regulations 2009  
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**Sch. 2A**

<i>Item</i>	<i>Section of the Act</i>	<i>Type of fee</i>	<i>Amount</i>
6	22	Application for approval to alter the statement of purposes or rules	3.5 fee units if the application is lodged by electronic transmission  6 fee units if the application is lodged manually
7	30(4)	Lodgment of annual statement by public officer	3.5 fee units
8	30(5)	Application for extension of time for holding a general meeting or giving an annual statement under section 30(4)	2 fee units
9	30B(4)	Application for exemption from audit requirements	6 fee units
10	31(3)	Application by two or more incorporated associations to be incorporated as an amalgamated incorporated association	10 fee units
11	33A	Lodgment of notice of special resolution relating to the distribution of assets on voluntary winding up	6 fee units
12	40(1)(a)	Inspection of the register	1 fee unit for first page and \$2 per subsequent page to a maximum of 5 fee units (for all pages inspected)  1.5 fee units per document if provided electronically

Associations Incorporation Regulations 2009  
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Sch. 2A

<i>Item</i>	<i>Section of the Act</i>	<i>Type of fee</i>	<i>Amount</i>
13	40(1)(b)	Inspection of prescribed documents or documents of a prescribed class kept by the Registrar	1 fee unit for first page and \$2 per subsequent page to a maximum of 5 fee units (for all pages inspected)  1.5 fee units per document if provided electronically
14	40(1)(c)	For the provision of a certified copy of a document that a person may inspect under section 40(1)(b)	1 fee unit for first page and \$2 per subsequent page to a maximum of 5 fee units (for all pages provided)
15	40(1)(d)	For the provision of a copy of a document that a person may inspect under section 40(1)(b)	1 fee unit for first page and \$2 per subsequent page to a maximum of 5 fee units (for all pages provided)  1.5 fee units per document if provided electronically
16	40(1)(d)	For the provision of a copy of a document that a person may inspect under section 40(1)(b) containing particulars of one incorporated association	1.2 fee units
17	40A	For the provision of a certified duplicate of a certificate of incorporation	1.5 fee units

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**Sch. 2A**

<i>Item</i>	<i>Section of the Act</i>	<i>Type of fee</i>	<i>Amount</i>
18	54	(a) For the provision of an electronic copy of a document held by the Registrar—	
		(i) containing a report of all associations incorporated in the past 12 months	7.5 fee units
18	54	(ii) for each earlier year in addition to the report in paragraph (i)	2.5 fee units to a maximum of 12.5 fee units (for all copies provided)
		(b) For provision of the copy on computer disk	2.5 fee units for each disk

**SCHEDULE 3**

Regulation 17

**PRESCRIBED OFFENCES—PROVISIONS, DESCRIPTIONS  
AND PENALTIES**

**PART 1**

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Section of the Act</i>	<i>Description</i>	<i>Penalty</i>
1	12A(3)	Failure to display name on business documents etc. (section 12A(1))	1 penalty unit
2	12A(3)	Failure to display registration number on business documents etc. (section 12A(2))	1 penalty unit
3	13A(3)	Failure to have registered address (section 13A(1))	1 penalty unit
4	13A(3)	Failure to notify Registrar of change of registered address (section 13A(2))	1 penalty unit
5	30(8)	Failure to hold annual general meeting within required time (section 30(2A))	1 penalty unit
6	30(8)	Failure to submit the required statement to the annual general meeting (section 30(3))	1 penalty unit
7	30(8)	Failure to make trust deed available for inspection by members (section 30(7A))	1 penalty unit
8	50	Failure by the public officer to lodge particulars of a trust etc. within the required time (section 16(4))	1 penalty unit

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**Sch. 3**

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Section of the Act</i>	<i>Description</i>	<i>Penalty</i>
9	50	Failure to appoint a public officer within the required time (section 25(1))	1 penalty unit
10	50	Failure by the public officer to notify appointment etc. within the required time (section 28(1))	1 penalty unit
11	50	Failure to notify Registrar of transfer of incorporation within the required time (section 31AC)	3 penalty units
12	50	Failure to lodge a certified translation of an instrument (section 43(1))	1 penalty unit

**PART 2**

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Section of the Act</i>	<i>Description</i>	<i>Penalty</i>
1	30(4)	Failure by the public officer to lodge the annual statement within the required time	1 penalty unit
2	30B(1)	Failure by prescribed association to comply with audit requirements	2-5 penalty units
3	30B(3)	Failure by prescribed association to keep accounting records for 7 years	1 penalty unit
4	45A(2C)	Failure to comply with a requirement of the Registrar	1 penalty unit

Associations Incorporation Regulations 2009  
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Sch. 3

<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>	<i>Column 4</i>
<i>Item</i>	<i>Section of the Act</i>	<i>Description</i>	<i>Penalty</i>
5	45A(4)	Failure by incorporated association to keep the original of a document lodged with the Registrar for a period of 7 years after the date of lodging	5 penalty units
6	52	Use of the word "Incorporated" or "Inc." when not entitled to do so	2.5 penalty units

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**SCHEDULE 4**

Regulation 18

**MODEL RULES FOR AN INCORPORATED ASSOCIATION**

**1 Name**

The name of the incorporated association is (in these Rules called "the Association").

**2 Definitions**

- (1) In these Rules, unless the contrary intention appears—

*committee* means the committee of management of the Association;

*financial year* means the year ending on 30 June;

*general meeting* means a general meeting of members convened in accordance with rule 12;

*member* means a member of the Association;

*ordinary member of the committee* means a member of the committee who is not an officer of the Association under rule 21;

*Regulations* means regulations under the Act;

*relevant documents* has the same meaning as in the Act;

*the Act* means the **Associations Incorporation Act 1981**.

- (2) In these Rules, a reference to the Secretary of an Association is a reference—

- (a) if a person holds office under these Rules as Secretary of the Association—to that person; and

- 
- (b) in any other case, to the public officer of the Association.

### **3 Alteration of the rules**

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

### **4 Membership, entry fees and subscription**

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
  - (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—
    - (a) he or she applies for membership in accordance with subrule (3); and
    - (b) the admission as a member is approved by the committee.
  - (3) An application of a person for membership of the Association must—
    - (a) be made in writing in the form set out in Appendix 1; and
    - (b) be lodged with the Secretary of the Association.
  - (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
  - (5) The committee must determine whether to approve or reject the application.
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- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable—
    - (a) notify the applicant in writing of the approval for membership; and
    - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
  - (7) The Secretary must, within 28 days after receipt of the amounts referred to in subrule (6), enter the applicant's name in the register of members.
  - (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
  - (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
  - (10) A right, privilege, or obligation of a person by reason of membership of the Association—
    - (a) is not capable of being transferred or transmitted to another person; and
    - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
  - (11) The entrance fee is the relevant amount set out in Appendix 4.
  - (12) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 July in each year.
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## 5 Register of members

- (1) The Secretary must keep and maintain a register of members containing—
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

## 6 Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in subrule (1)—
  - (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## 7 Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
  - (a) suspend that member from membership of the Association for a specified period; or

Sch. 4  
rule 7(1)  
amended by  
S.R. No.  
113/2009  
reg. 7,  
substituted by  
S.R. No.  
1/2010 reg. 11.

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- (b) expel that member from the Association; or
    - (c) fine that member an amount not exceeding \$500.
  - (2) A resolution of the committee under subrule (1) does not take effect unless—
    - (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
    - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
  - (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
  - (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
    - (a) setting out the resolution of the committee and the grounds on which it is based; and
    - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
    - (c) stating the date, place and time of that meeting; and
    - (d) informing the member that he or she may do one or both of the following—
      - (i) attend that meeting;
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- (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
    - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
  - (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
    - (a) give the member, or his or her representative, an opportunity to be heard; and
    - (b) give due consideration to any written statement submitted by the member; and
    - (c) determine by resolution whether to confirm or to revoke the resolution.
  - (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
  - (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
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- (8) At a general meeting of the Association convened under subrule (7)—
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

**8 Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
- (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
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- (4) The mediator must be—
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
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- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**9 Annual general meetings**

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and the ordinary members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

**10 Special general meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
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- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
  - (4) If, but for this subrule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
  - (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
  - (6) The request for a special general meeting must—
    - (a) state the objects of the meeting; and
    - (b) be signed by the members requesting the meeting; and
    - (c) be sent to the address of the Secretary.
  - (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
  - (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## **11 Special business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of

the annual general meeting, is deemed to be special business.

## **12 Notice of general meetings**

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent—
  - (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **13 Quorum at general meetings**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
  - (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
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- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
- (i) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
  - (ii) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

#### **14 Presiding at general meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

#### **15 Adjournment of meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

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- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**16 Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

**17 Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
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**18 Manner of determining whether resolution carried**

If a question arising at a general meeting of the Association is determined on a show of hands—

- (a) a declaration by the Chairperson that a resolution has been—
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association—

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**19 Proxies**

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be—
  - (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2; or
  - (b) in any other case, in the form set out in Appendix 3.

**20 Committee of management**

- (1) The affairs of the Association shall be managed by the committee of management.
  - (2) The committee—
    - (a) shall control and manage the business and affairs of the Association; and
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- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the committee shall consist of—
- (a) the officers of the Association; and
  - (b) two ordinary members—
- each of whom shall be elected at the annual general meeting of the Association in each year.

**21 Office holders**

- (1) The officers of the Association shall be—
    - (a) a President;
    - (b) a Vice-President;
    - (c) a Treasurer; and
    - (d) a Secretary.
  - (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule (1).
  - (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
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- (4) In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

**22 Ordinary members of the committee**

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

**23 Election of officers and ordinary committee members**

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be—
- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.

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- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

**24 Vacancies**

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member—

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act;  
or
- (c) resigns from office by notice in writing given to the Secretary.

**25 Meetings of the committee**

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

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**26 Notice of committee meetings**

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

**27 Quorum for committee meetings**

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
  - (i) in the case of a special meeting—the meeting lapses;
  - (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

**28 Presiding at committee meetings**

At meetings of the committee—

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## **29 Voting at committee meetings**

- (1) Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **30 Removal of committee member**

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

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**31 Minutes of meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

**32 Funds**

- (1) The Treasurer of the Association must—
  - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

**33 Seal**

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

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### **34 Notice to members**

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

### **35 Winding up**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **36 Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

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**APPENDIX 1**

**APPLICATION FOR MEMBERSHIP OF (NAME OF THE ASSOCIATION)**

I, \_\_\_\_\_, of \_\_\_\_\_ desire to become a  
(name and occupation) (address)  
member of  
(name of 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

I, \_\_\_\_\_, a member of the Association,  
(name)

nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, \_\_\_\_\_, a member of the Association, second  
(name)

the nomination of the applicant, who is personally known to me, for membership of the Association.

Signature of Seconder

Date

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**APPENDIX 4**

**SCHEDULE OF FEES**

<i>Fee</i>	<i>Amount</i>
Entrance fee	
Annual subscription fee	

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## ENDNOTES

### 1. General Information

The Associations Incorporation Regulations 2009, S.R. No. 85/2009 were made on 28 July 2009 by the Governor in Council under section 54 of the **Associations Incorporation Act 1981**, No. 9713/1981 and came into operation on 28 July 2009.

The Associations Incorporation Regulations 2009 will sunset 10 years after the day of making on 28 July 2019 (see section 5 of the **Subordinate Legislation Act 1994**).

## 2. Table of Amendments

This Version incorporates amendments made to the Associations Incorporation Regulations 2009 by statutory rules, subordinate instruments and Acts.

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Associations Incorporation (Fees and Other Matters) Interim Regulations 2009,  
S.R. No. 113/2009

*Date of Making:* 29.9.09

*Date of Commencement:* Reg. 7 on 29.9.09: reg. 3(1)

Associations Incorporation Amendment (Fees and Other Matters) Regulations 2010,  
S.R. No. 1/2010

*Date of Making:* 19.1.10

*Date of Commencement:* Regs 4–11 on 19.1.10

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**3. Explanatory Details**

No entries at date of publication.