



ANNO VICESIMO

GEORGI V REGIS.

A.D. 1929.

No. 1912.

An Act to make further and better provision for the
Incorporation of Associations, and for other purposes.

[Assented to, November 13th, 1929.]

BE it Enacted by the Governor of the State of South Australia,
with the advice and consent of the Parliament thereof, as
follows:

1. This Act may be cited as the "Associations Incorporation Act, 1929," and shall come into operation on a day to be fixed by proclamation. Short title and commencement.

2. (1) The Acts mentioned in the Schedule hereto are hereby repealed. Repealing provision.

(2) Every association incorporated under any of the said repealed Acts, or under any Acts repealed by those Acts, shall be deemed to be an association duly incorporated under this Act.

(3) All steps and proceedings instituted before the commencement of this Act for the incorporation of an association pursuant to the provisions of the Acts repealed by this Act may be continued pursuant to the said provisions, and a certificate of incorporation shall in a proper case be issued under this Act in respect of such an association, but after the issue of any such certificate the provisions of this Act shall apply to any such association.

3. In this Act, unless the context otherwise requires—

"Association" includes churches, chapels, and all religious bodies; schools, hospitals, and all benevolent and charitable institutions; mechanics institutes, and associations for the purpose

Interpretation.
480, 1890, s. 2.
1376, 1919, s. 3.

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purpose of recreation and amusement, or for promoting and encouraging literature, science, and art, and all other institutions and associations formed, or to be formed, for promoting the like objects or any other useful object, other than associations for the purpose of trading or securing pecuniary profit to the members from the transactions thereof, and other than such associations as are within the provisions of any Act to provide for the registration of joint stock companies, or to limit the liability of members thereof :

“Incorporated” means incorporated under this Act, under the Acts repealed by this Act, or under the Acts repealed by the last-mentioned Acts :

“Registrar” means the Registrar of Companies :

“Seal-holder” means a person who is authorised to use the common seal of an association.

Notice of intention to incorporate association.

4. (1) Any trustee of an association or any person who is authorised so to do by the committee or other persons having the management of the association, may give public notice in the prescribed form of his desire to incorporate the association.

(2) The said notice may be given by publishing the same once in a daily newspaper circulating in Adelaide, or by publishing the same once in a newspaper circulating in the neighbourhood of the place in which the association is situated or established.

Power of Supreme Court to restrain incorporation.

5. Any person interested in the association may within three weeks of the publication of the notice given pursuant to section 4 or if notice is given more than once, within three weeks of the publication of the last notice so given, apply by summons to a Judge of the Supreme Court for an injunction to restrain the person giving the notice from all further proceedings; and the Judge shall have full power and authority to determine the matters in question, notwithstanding that all the parties interested shall not be parties to the proceedings.

Application for incorporation.
Cf. 480, 1890, s. 4.

6. (1) After the expiration of one month after the publication of the notice given pursuant to section 4, or if notice is given more than once, after the expiration of one month after the publication of the last notice so given, the person giving notice as aforesaid, may make application for the incorporation of the association.

(2) Every such application shall state—

(a) the name of the association :

(b) all the objects and purposes of the association :

(c) where the association is situated or established :

(d) the names and places of abode of the sealholders of the association :

(e) in

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(e) in whom the management of the association is vested, and by what means, whether by deed of settlement or otherwise.

(3) Every such application shall be accompanied by a declaration made by the applicant—

(a) that he is a trustee of the association or, as the case may require, that he is authorised by the committee or other persons having the management of the association to make the application :

(b) that the notice required by section 4 to be given was duly given :

(c) that the particulars contained in the application are true.

7. (1) Upon the receipt of any such application and declaration and after payment of the prescribed fee, the Registrar shall issue to the applicant association a certificate of incorporation of the association, and shall, by notice published in the *Government Gazette*, give notice of the incorporation of the association. Certificate of incorporation.

(2) Upon payment of the prescribed fee the Registrar shall issue a certified copy of any such certificate of incorporation.

8. Upon the issue of the said certificate of incorporation as provided by section 7, the association shall, as from the date of the certificate of incorporation, be and be deemed to be incorporated for the following purposes :— Incorporation of association.
Cf. 480, 1890, s. 7.

- I. For the purpose of using the name of the association, adding thereto the word "incorporated" :
- II. For the purpose of having and using a common seal (with power to break, alter, and change the same from time to time), but on which shall be inscribed the name of the association :
- III. For the purpose of suing and being sued in the name of the corporation in respect of any claim by or upon the association, upon or by any person, whether interested in the association or not :
- IV. To purchase and hold any land in the name of the association and for the purposes thereof, and to let, sell, mortgage, or otherwise dispose of the same, and to execute conveyances, transfers, mortgages, and any other documents in relation thereto, and otherwise deal with the same as fully and effectually as a natural person could do.

9. (1) After the issue of the certificate of incorporation all personal property held by any person in trust for or on behalf of the association shall vest in the corporation. Vesting of property in corporation.
Cf. 480, 1890, s. 11.

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(2) A sealholder of the association may at any time after the issue of the said certificate, deposit in the General Registry Office on payment of the prescribed fee, a memorial in writing setting forth any land or interest in land (not being land under the Real Property Act, 1886) held by any person in trust for or on behalf of the association, and the Registrar-General shall, subject to subsection (4) hereof, register the said memorial, whereupon the said land or interest in land shall be deemed to be vested in the corporation.

(3) A sealholder of the association may at any time after the issue of the said certificate, file in the Lands Titles Office on payment of the prescribed fee notice in writing setting forth any land or interest in land (being land under the Real Property Act, 1886), held by any person in trust for or on behalf of the association, and the Registrar-General shall, subject to subsection (4) hereof, thereupon enter upon the certificate of title a memorial that the land or interest in land is vested in the corporation, whereupon the said land or interest in land shall be deemed to be vested in the corporation.

(4) Every such memorial or notice shall be accompanied by a copy of the certificate of incorporation certified by the Registrar and by a declaration made by a sealholder and by at least one of the persons in whom the land or interest in land is vested declaring that the land or interest in land is held in trust for or on behalf of the association.

List of sealholders.

10. (1) The sealholders of every incorporated association shall within three months after the incorporation of the association file in the office of the Registrar a declaration made by all the sealholders setting forth the names and places of abode of all the sealholders, and stating that they are the persons duly authorised to act as the sealholders of the association.

(2) Within one month after any change in the office of sealholder in the association, the sealholders in office after the making of the change shall file in the office of the Registrar a declaration setting forth the particulars of any such change, stating the names of any retiring sealholders and the names or places of abode of any incoming sealholders, and stating that the said incoming sealholders are persons duly authorised to act as sealholders of the association.

Filing of rules, &c.

11. (1) The sealholders of every incorporated association shall within three months after the incorporation of the association file in the office of the Registrar a copy of the rules and regulations of the association and any trusts relating thereto, and if any such rules, regulations, or trusts are embodied in a deed, a copy of the deed. The sealholders shall, within one month after the making of any addition or alteration to any such rules, regulations, or trusts file in the said office a copy of every such addition or alteration.

(2) All such rules, regulations, and trusts, and additions or alterations thereto, shall be verified within the times aforesaid by a declaration of a sealholder.

12. (1) Any

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12. (1) Any incorporated association, with the sanction required by its constitution to an alteration of the rules thereof, may change its name. Change of name.
Cf. 480, 1890, s. 8.

(2) Within one month of any such change the sealholders of the association shall give notice in writing to the Registrar of the change verified by a declaration of a sealholder that the change was made in accordance with the constitution of the association.

(3) The Registrar shall thereupon note the new name and shall issue a certificate of incorporation altered to meet the circumstances of the case. The provisions of section 9 shall, with the necessary modifications, apply in any such case.

(4) No alteration of name shall affect any rights or obligations of the association or render defective any legal proceedings instituted or to be instituted by or against the association; and any legal proceedings may be continued or commenced against the association by its former name.

13. In the event of any failure to comply with any of the requirements of section 10, section 11, or section 12, every sealholder of the association shall, for every such failure, be liable to a penalty not exceeding One Pound. Penalty for failure to
file returns, &c.

14. (1) In any case where the Registrar has reasonable cause to believe that any incorporated association has ceased to exist, the Registrar may send by post to the persons appearing to be the sealholders of the association by any notices filed in the office of the Registrar, a letter inquiring whether the association is still in existence. Power of Registrar
to cancel incorpora-
tion of defunct
association.

(2) If the Registrar does not, within one month of sending the said letter, receive any answer thereto which satisfies him that the association is still in existence he may, within fourteen days after the expiration of that time, send by post to the said sealholders a registered letter referring to the first letter and stating that no answer or, as the case may be, no sufficient answer has been received by the Registrar and that, if an answer is not received to the second letter within one month from the date thereof, a notice will be published in the *Government Gazette* with a view to the cancellation of the incorporation of the association.

(3) If the Registrar does not within the said specified times receive an answer or explanation which satisfies him that the association is still in existence, the Registrar may publish in the *Government Gazette* and send by post to the said sealholders a notice that at the expiration of three months from the date of the publication of the notice, the incorporation of the association will, unless cause is shown to the contrary, be cancelled.

(4) At the expiration of the time mentioned in the notice the Registrar may, unless cause to the contrary is previously shown by the

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the sealholders or any other person interested in the association, cancel the incorporation of the association and shall publish notice thereof in the *Government Gazette*.

Power of Registrar to cancel incorporation of associations carrying on trading, etc.

15. (1) In any case where the Registrar has reasonable cause to believe the transactions of any incorporated association are such that it is not or has ceased to be an association within the meaning of section 3, the Registrar may send by post to the persons appearing to be the sealholders of the association by any notice filed in the office of the Registrar a registered letter requiring them within one month from the date thereof to satisfy the Registrar that the transactions are not such as is before mentioned, and stating that, unless cause is shown to the contrary, a notice will be published in the *Government Gazette* with a view to the cancellation of the incorporation of the association.

(2) If cause is not shown to the contrary within the said time, the Registrar may publish in the *Government Gazette* and send by post to the said sealholders, a notice that at the expiration of three months from the date of the publication of the notice the incorporation of the association will, unless cause is shown to the contrary, be cancelled.

(3) At the expiration of the time mentioned in the notice the Registrar may, unless cause to the contrary is previously shown by the sealholders or by any other persons interested in the association, cancel the incorporation of the association and shall publish notice thereof in the *Government Gazette*.

Appeal from decision of Registrar.

16. Any sealholder or person interested in any association of which the incorporation is cancelled pursuant to section 14 or section 15, may, within three months of the cancellation, apply by summons to a Judge of the Supreme Court, and the said Judge, if satisfied that the association has not ceased to exist, or, as the case may be, that the transactions of the association are such that it is an association within the meaning of section 3, and that it is just so to do, may order that the incorporation be restored, and thereupon the incorporation shall be deemed to have continued as if it had never been cancelled.

Effects of cancellation.

17. (1) Notwithstanding any such cancellation as aforesaid the association shall be liable to be sued and proceeded against as a corporation, and all dealings and transactions between the association and any person shall be valid against the association and all persons claiming under the association.

(2) The Registrar shall forthwith after the cancellation of the incorporation of any association give notice thereof to the Registrar-General. Thereafter the Registrar-General shall not register any dealings in respect of any land or interest in land vested in the association, unless satisfied by such evidence as he thinks fit that the persons claiming to execute any document on behalf of the association are authorised by the association so to do.

18. Nothing

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18. Nothing in this Act shall restrict the liability of individual members of any incorporated association under any judgment, order, or decree for the payment of money which is obtained against the association in any legal proceedings instituted by or against the association.

Liability of members of association.

19. (1) The persons having the management of or being interested in any association intended to be brought under the operations of this Act may do all such acts as may be necessary for bringing the association under this Act.

Power to alter rules of association to enable incorporation. 480, 1890, s. 10.

(2) For the said purpose it shall be lawful for the said persons to alter, vary, or add to the rules and regulations of the association so as to enable the same to comply with the provisions of this Act, anything to the contrary in the said rules and regulations notwithstanding; and in all cases in which any such alteration, variation, or addition shall be necessary, the same may be made with the consent of a majority present at a general meeting of the persons having the management of or being interested in the association.

20. Every incorporated association shall be an association within the meaning of section 189 of the Companies Act, 1892, but all proceedings for winding up an incorporated association shall be made by application by summons to a Judge of the Supreme Court, who shall have full power on any such application to determine the matters in question.

Application of s. 189 of Companies Act, 1892.

21. In any case where any property is held by an incorporated association upon trusts then, notwithstanding that the deed or other instrument creating the trust or the rules or regulations of the incorporated association do not contain any power to dispose of the property, or forbid any such transaction, any trustee or holder of any office in the association who is authorised so to do by the committee or other persons having the management of the association, may make application by summons to a Judge of the Supreme Court for an order authorising the disposal of the whole or any portion of any such property in any case where the trusts upon which it is held have come either wholly or partially to an end. Upon any such application a Judge may in any case in which he thinks it proper so to do, make an order authorising the disposal of the said property and directing the manner in which the proceeds arising from the disposal of the said property shall be disposed of. Upon the making and in pursuance of any such order it shall be lawful for the association to dispose of the property freed from all such trusts.

Power to sell trust property in certain cases.

22. In all cases where it may be necessary for any person to serve any notice, demand, summons, writ, or any process whatsoever upon any incorporated association, service thereof upon the persons appearing to be the sealholders of the association by any notice filed in

Service of notice and process on association. 480, 1890, s. 12.

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in the office of the Registrar by leaving the same at the usual place of abode of the said sealholder or sealholders as appears in any notice filed as aforesaid, shall be deemed good and sufficient service of the same on the association.

Form of notices, &c.,
given by association.
480, 1890, s. 13.

23. In all cases where it may be necessary for an incorporated association to serve or give any summons, demand, or notice of any kind to any person, the summons, demand, or notice may be given in writing signed by one or more of the sealholders of the association or by the solicitor for the time being of the association, without being required to be under the common seal of the association.

Evidentiary
provision.

24. In all legal proceedings and in all transactions whatsoever—

- (a) the fact that in any notice filed in the office of the Registrar any person was therein named as a sealholder of an incorporated association and that no subsequent notice has been filed giving notice of the revocation of the said appointment shall, in the absence of proof to the contrary, be sufficient evidence that the said person is a sealholder of the association :
- (b) a certificate in writing under the hand of the Registrar that by notice filed in his office any person was therein named as a sealholder of any incorporated association and that no subsequent notice has been filed giving notice of the revocation of the said appointment shall be conclusive evidence of the facts therein stated :
- (c) a certificate in writing under the hand of the Registrar that any association is or is not incorporated under this Act shall be conclusive evidence of the facts therein stated :
- (d) a copy of any rules, regulations, or trusts of any incorporated association, certified under the hand of the Registrar to be a true copy thereof, shall be *prima facie* evidence that the said rules, regulations, or trusts were rules of the association therein mentioned and were in force at the date mentioned in the certificate of the Registrar :
- (e) every document purporting to be signed by the Registrar shall, in the absence of evidence to the contrary, be received without proof of the signature.

Regulations.

25. The Governor may make regulations for or with respect to—

- (a) the inspection of documents kept by the Registrar under this Act :
- (b) the

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- (b) the forms to be used under this Act for any application, notice, declaration, or other matter :
- (c) the fees to be paid for matters to be transacted or for the inspection of documents, or for certified copies of or extracts from documents, or for certificates, under this Act :
- (d) generally, all matters or things necessary or convenient to be prescribed for carrying this Act into effect.

26. All proceedings for offences under this Act shall be disposed of summarily. Summary procedure.

In the name and on behalf of His Majesty, I hereby assent to this Bill.

A. HORE-RUTHVEN. Governor.

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THE SCHEDULE.

ACTS REPEALED.

Reference to Act.	Title.
No. 480 of 1890...	Associations Incorporation Act, 1890.
No. 678 of 1897...	Associations Incorporation Act, 1890, Amendment Act, 1897.
No. 757 of 1901...	An Act to amend the "Associations Incorporations Act, 1890, Amendment Act, 1897."
No. 1376 of 1919..	Associations Incorporation Act Further Amendment Act, 1919.