



ANNO QUINQUAGESIMO TERTIO ET QUINQUAGESIMO QUARTO

VICTORIÆ REGINÆ.

A.D. 1890.

No. 480.

An Act to repeal "The Associations Incorporation Act, 1858," and "The Associations Incorporation Amendment Act, 1887," and to make other provisions in lieu thereof."

[Assented to, October 24th, 1890.]

BE it Enacted by the Governor-in-Chief of the Province of South Australia, with the advice and consent of the Legislative Council and the House of Assembly of the said province, in this present Parliament assembled, as follows:

1. This Act may be cited for all purposes as the "Associations Short title. Incorporation Act, 1890."

2. In the interpretation of this Act, the following words shall Interpretation. have the following meanings—

The word "Association" shall include churches, chapels, and all religious bodies; schools, hospitals, and all benevolent and charitable institutions; mechanics' institutes, and associations for the purpose of promoting and encouraging literature, science, and art, and all other institutions and associations formed, or to be formed, for promoting the like objects, 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:

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The words "Public notice" shall mean notice by advertisement published in the *Government Gazette*, and in one newspaper published in the place nearest to where the association is situated or established.

Repeal.

3. "The Associations Incorporation Act, 1858," and "The Associations Incorporation Amendment Act, 1887," are hereby repealed, but so that this repeal shall not prejudice the validity of anything already done the validity whereof depends on the said Acts, or either of them; and every association incorporated under the said Acts, or either of them, shall be deemed to be an association duly incorporated under this Act, and all steps and proceedings heretofore taken or commenced for the doing of anything authorised by this Act may be continued and completed under this Act, and shall be as valid as if taken or commenced after the passing hereof.

Mode of incorporation.

4. Any association may be incorporated under this Act as follows:—

(a) Any trustee of such association may give ^{public} ~~written~~ notice, in the form or to the effect set forth in Schedule A of this Act, of his desire to incorporate the association of which he is trustee, and in every such notice a copy of the memorial next hereinafter mentioned shall be set forth:

(b) At any time after the expiration of three calendar months from the date of the last notice, it shall be lawful for the trustee (unless restrained as in section 5 mentioned) to file a memorial in the Supreme Court, in the form or to the effect of the memorial prescribed in Schedule B to this Act, and containing the particulars therein required to be set forth, together with an affidavit by such trustee, verifying the contents of such memorial:

(c) The Master of the Supreme Court shall thereupon grant to the trustee filing and verifying such memorial a certificate of incorporation, in the form specified in the Schedule marked C to this Act, which certificate shall, within fourteen days from the date thereof, be deposited in the General Registry Office of the said province; and the same, if so deposited, or any copy thereof, certified by the Registrar or any Deputy Registrar of the said province, shall be received in evidence, without further proof, in any Court of Law or Equity, that such association has been duly incorporated under this Act.

Incorporation may be restrained.

5. Any trustee, or any person interested in the association sought to be incorporated, before the expiration of three calendar months from the date of the last published notice, may apply to the Supreme Court for an injunction to restrain the trustee giving such notice from all further proceedings; and the said Court shall have full power and authority to determine the matters in question, notwithstanding all the parties interested shall not be parties to the suit.

6. Every

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publication of

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6. Every association shall, so soon as conveniently may be after such incorporation, file in the Supreme Court a memorial in the form or to the effect set forth in Schedule D to this Act, containing the name or names, together with the place or places of abode, of the person or persons authorised to use the common seal of the corporation, with an impression of such seal, and upon every change of such person or persons, a fresh memorial to the like effect as last aforesaid shall be filed in the Court; and all such persons or such one or more of them as shall be fixed by the rules of the association shall in all cases countersign any deed, instrument, or document, to which the seal of the corporation shall be fixed, in order to give validity thereto, and shall also sign the memorial required by this clause to be filed, together with an affidavit that he is the person duly authorised by the association to use the seal of the corporation; and at the time of filing such memorial, a copy on parchment of the rules and regulations of the association, or the trusts relating thereto, shall also be filed in the Supreme Court; and if such rules, regulations, or trusts, shall be embodied in a deed, then a copy of such deed shall be filed, and a like copy shall from time to time be filed in the said Court of all additional rules, regulations, and trusts, and of any alteration therein which may from time to time be made; and all such rules, regulations, and trusts, and additions and alterations thereto or therein, shall be verified by the affidavit of the person or persons authorised for the time being to use the common seal of the association. And in case any such incorporated association shall neglect to file such memorial as last aforesaid, or such copy of the rules, regulations, and trusts, or of the additions or alterations thereto or therein from time to time, then the powers of the association shall be suspended during ^{the time by which} such period ^{as the association shall so neglect as aforesaid.} Nevertheless, every such association shall be liable to be sued and proceeded against as a corporation; and all dealings and transactions between the association and any person whomsoever shall be valid, notwithstanding such suspension against the association, and all persons claiming under such association; and the production of the memorial for the time being filed in the said Court under the provisions of this clause, or an office copy thereof, shall be conclusive evidence in any Court of Law or Equity, and in all proceedings and transactions whatsoever, that the person named in such memorial was at the time of his using the common seal of the Corporation duly authorised so to do.

Memorial of the name of the person authorised to use the seal of the association, to be filed in the Supreme Court.

7. Upon such certificate of incorporation as aforesaid being deposited in the Registry Office in manner hereinbefore provided, the association shall, as from the date of such certificate, be incorporated for the purposes following, that is to say—

When certificate deposited, the association to be incorporated.

- 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 must be inscribed the name of the association:
- III. For

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III. For the purpose of suing and being sued by 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 lands, tenements, and hereditaments, in the name of the association, and for the purposes thereof, and to let, sell, mortgage, or dispose of the same, and execute conveyances, mortgages, and assurances thereof, and otherwise deal with the same as fully and effectually as an individual owner could do.

Power of association to change name.

8. Any association, with the sanction required by its constitution to an alteration of the rules thereof, may change its name, and upon such change being made the master shall note the new name and shall issue a certificate of incorporation altered to meet the circumstances of the case; but no such 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 institution; and any legal proceedings may be continued or commenced against the association by its former name: Provided that public notice of any alteration so made shall be given forthwith after the making thereof, and the written certificate of two of the trustees of the association will be conclusive evidence that the sanction required to such alteration by the constitution of the association has been duly given.

Liability of individual members not to be restricted.

9. Nothing in this Act contained shall extend to restrict the liability of individual members of any incorporated association under any judgment, decree, or order for the payment of money which shall have been obtained against such association in any action or suit prosecuted by or against such association in any Court of Law or Equity.

Persons interested in any association may, with consent of general meeting, alter rules so as to bring the association under the operation of this Act.

10. The proprietors or other persons having the management of, or being interested in, any association intended to be brought under the operation of this Act, may do all such acts as may be necessary for bringing such association under the operation of this Act; and for that purpose it shall be lawful for such proprietors or other person as aforesaid, 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 in such rules and regulations contained to the contrary 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 the majority present at a general meeting of the proprietors or other persons having the management of or being interested in such association.

Personal property to vest in corporation after filing of memorial.

11. All personal property held by any trustee or trustees of an association shall, after the filing of such memorial as is provided in Schedule D to this Act, vest in the corporation; and all real estate vested in any such trustee or trustees, and described in the memorial

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next hereinafter mentioned shall, after the certificate of incorporation shall be deposited in the Registry Office, and a memorial, in the form prescribed in Schedule E to this Act, verified by the signature of one or more of the trustees to a declaration at foot thereof of the truth of its contents, shall have been filed in the said Registry Office, vest in the corporation without any conveyance thereof; and the filing of such memorial shall be taken to be, to all intents and purposes, a registration of the conveyance of the real estate therein described from the trustees or trustee of the association to the corporation, within the meaning of the Act of the Legislative Council of South Australia, No. 8, of the fifth year of the reign of Her Majesty Queen Victoria.

Real estate to vest after memorial filed in Registry Office.

12. In all cases wherein it may be necessary for any person to serve or to give any summons, demand, or notice, or any writ or other proceeding at law or in equity, or otherwise, upon any association incorporated under this Act, service thereof upon the person or persons named in the before-mentioned memorial as the person or persons authorized to use the common seal of the association, by leaving the same at the usual place of abode of such person or persons, shall be deemed good and sufficient service of the same respectively on the said association.

Service of notice and process on the association.

13. In all cases wherein it may be necessary for any association incorporated under this Act to serve or give any summons, demand, or notice of any kind whatsoever, to any person or corporation, such summons, demand, or notice may be given in writing, signed by the person, or some one of the persons (if more than one) authorized to use the seal of the association, or by the attorney or solicitor for the time being of the association, without being required to be under the common seal of the association.

Notices, &c., by associations, how to be signed.

14. All affidavits and declarations required to be made by this Act may be made before any Justice of the Peace for the province.

Before whom affidavits to be made.

15. The fees specified in Schedule F to this Act shall be payable in respect of the several matters and things therein mentioned.

Fees.

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

KINTORE, Governor.

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SCHEDULES REFERRED TO.

A

I, _____ of _____, sole trustee, or one of the trustees (*as the case may be*) of (*here set out name or style of institution*), do hereby give notice that I am desirous that such (*institution, church, or otherwise, as the case may require*) should be incorporated under the provisions of the Associations Incorporation Act, 1890.

(Signature of Trustee.)

The following is a copy of the memorial intended to be filed in the Supreme Court under the provisions of the said Act. (*Here set out a copy of memorial as in Schedule B.*)

B

Memorial of (*here insert the name or style of the institution intended to be incorporated*), filed in pursuance of the Associations Incorporation Act, 1890.

1. Name of the institution.
2. Object or purpose of the institution.
3. Where situated or established.
4. The name or names of the trustee or trustees.
5. In whom the management of the institution is vested, and by what means—whether by deed of settlement or otherwise.

C

I, _____, Master of the Supreme Court of South Australia, do hereby certify that (*here insert the name or style of the institution*) is registered under the provisions of the Associations Incorporation Act, 1890, the memorial required by law having been duly filed.

Dated the _____ day of _____, 18 _____.

(Signature of the Master.)

D

Memorial of the name and residence of the person authorised to use the common seal of (*here insert the name or style of the institution*) incorporated under the provisions of the Associations Incorporation Act, 1890.

Name of Person.	Place of Abode.	Occupation or Quality.	Impression of Seal.

(Signature of the person authorised to use seal.)

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Memorial of the real estate vested in the trustees of
required to be registered under the provisions of the Associations Incorporation Act,
1890.

Name or Names of Trustees.	Name or Designation of Incorporated Institution.	Description of Property and nature of Tenancy.

I [*or we*] do hereby declare that, to the best of my [*or our*] knowledge and belief, the above memorial contains a true statement of the names of the trustees [*or name of the trustee*] in whom the real estate of the said institution was vested, and also a true description of all such real estate.

F

The following fees shall be payable in respect of the several matters and things herein mentioned :—

	£	s.	d.
For every search at the Supreme Court for documents filed	0	2	6
For filing any document	0	2	6
For a certificate of registration	2	0	0