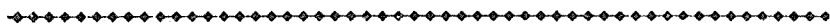




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ELIZABETHAE SECUNDAE REGINAE



No. 5 of 1970

An Act to Incorporate the State Council of the Girl Guides Association (Queensland, Australia), to confer on the Body Corporate certain Powers, Authorities, Duties and Functions, and for purposes connected therewith

[ASSENTED TO 10TH APRIL, 1970]

Preamble. Whereas the Girl Guides Association was duly incorporated in the United Kingdom by Royal Charter dated the fourteenth day of December One thousand nine hundred and twenty-two, which Charter has been confirmed and supplemented by a further Royal Charter dated the twenty-ninth day of September One thousand nine hundred and forty-nine:

And whereas the Association has under the said Royal Charters power among other things, to form councils, committees, and local branches in all parts of Her Majesty's Dominions and elsewhere:

And whereas by the by-laws of the Association in force under and by virtue of the said Royal Charters the management of the business of the Association is vested in the Committee thereof with power, among

other things, to appoint and establish such councils, committees, and local branches for the management of the Association's affairs in any particular part of the United Kingdom or of the overseas dominions or elsewhere as might be thought fit and to delegate to any such council, committee, or branch all or any of the powers of the Committee of the Association with or without powers of subdelegation:

And whereas pursuant to the powers and authorities granted by the said Royal Charters there exists in Queensland a Branch of the Association known as the Girl Guides Association (Queensland, Australia), with a constitution adopted pursuant to the said Royal Charters and by-laws of the Association:

And whereas it is expedient to provide for the incorporation of the State Council of the said State Branch by the name of the "Girl Guides Association (Queensland, Australia)" and for conferring and imposing upon the corporation the powers, authorities, duties, functions, rights and liabilities mentioned in this Act and for vesting in it certain property of the Association and to provide for the management of that property, and to make further provision as enacted in this Act:

Be it therefore enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Assembly of Queensland in Parliament assembled, and by the authority of the same, as follows:—

1. Short title. This Act may be cited as the *Girl Guides Association Act 1970*.

2. Meaning of terms. In this Act, unless the contrary intention appears—

"Association" means the Girl Guides Association;

"Branch" means the Girl Guides Association (Queensland, Australia);

"constitution" means the constitution of the Branch for the time being adopted pursuant to the Royal Charters and by-laws mentioned in the preamble to this Act or any amendment thereof;

"controlling authority" means the person or Committee appointed by the body concerned to exercise its functions in respect of a group registered as a controlled group;

"controlled group" means a group registered with the corporation as a controlled group by any organization approved by the Association or the corporation;

"corporation" means the body incorporated by this Act;

"council" means the State Council of the Girl Guides Association (Queensland, Australia) constituted under the constitution;

"executive committee" means the executive committee of the council for the time being appointed under the constitution;

"Royal Charters" means the Royal Charters mentioned in the preamble to this Act.

3. Incorporation of the Council. (1) The State Council of the Girl Guides Association (Queensland, Australia) as constituted under the constitution shall be a body corporate by the name of the "Girl Guides Association (Queensland, Australia)".

(2) The corporation has perpetual succession and shall have a common seal.

(3) The corporation—

- (a) may sue and be sued in its corporate name;
- (b) may, in its corporate name, purchase, take on lease, hold, mortgage, and exchange, and lease, sell, or otherwise dispose of, real property and personal property;
- (c) may invest, in investments authorized by law for the investment of trust funds, any moneys of the corporation;
- (d) may borrow money either upon security or otherwise, and issue debentures;
- (e) may lend any of the moneys of the corporation to such persons, for such purposes, and upon such terms and conditions, as it may think best calculated to promote the objects of the Association;
- (f) may erect, maintain, and improve such buildings, and purchase or hire such machinery, plant, and equipment, as it may think best calculated to promote the objects of the Association; and
- (g) may do and suffer all such other acts and things as bodies corporate may by law do and suffer.

4. Registration of Royal Charters and constitution. (1) As soon as practicable after the commencement of this Act the corporation shall cause to be lodged with the Registrar of Companies at Brisbane a copy, certified under the common seal of the corporation to be a true copy, of—

- (a) the Royal Charters; and
- (b) the constitution,

and shall cause copies (certified under the seal of the corporation to be true copies) of any new, amended, or supplementary Royal Charter granted to the Association or the corporation, and all amendments of the constitution made, or any new constitution adopted, after the commencement of this Act, to be so lodged after the grant, making or adoption thereof with as little delay as possible.

(2) Upon receipt of a document required by subsection (1) of this section to be lodged with him, the Registrar of Companies shall register it as if it were the articles of association of a company, or an amendment of the articles of association of a company, as the case may be.

(3) The production of a copy of a document required by this section to be lodged with the Registrar of Companies, certified by the Registrar to be correct, shall be received as conclusive evidence of the contents of the document by all courts and persons having by law or consent of parties authority to hear, receive and examine evidence.

(4) The corporation shall cause to be lodged with the Registrar of Companies at Brisbane—

- (a) within one month after the commencement of this Act, a return in a form approved by the Registrar containing the following particulars:—
 - (i) the full name, the usual residential address and the business occupation (if any) of each person holding office, as a member of the council and of the State Secretary of the corporation; and
 - (ii) the situation of the office or place at which the business of the corporation is conducted;

- (b) within one month after a person ceases to be, or becomes, a member of the council a return in a form approved by the Registrar notifying the Registrar of the change and containing with respect to each then member of the council, the particulars specified in the preceding paragraph of this subsection;
- (c) within one month after a person becomes State Secretary of the corporation, a return in a form approved by the Registrar notifying the Registrar of that fact and specifying the full name, address and other occupation (if any) of that person; and
- (d) within one month after the date of any change in the situation of the office or place at which the business of the corporation is conducted notice in a form approved by the Registrar of the situation of that office or place.

(5) There shall be payable to the Registrar in respect of each document (including any return or notice) lodged with him pursuant to this section a fee of two dollars or such other fee as may be prescribed in substitution therefor by the Governor in Council by Order in Council.

5. General powers of corporation. (1) The corporation—

- (a) has the general control and management of the Girl Guide movement in this State; and
- (b) may do all such acts and things as it may consider necessary or desirable for providing and maintaining an efficient organization for the purposes of the Association in this State.

(2) Without limiting the generality of the provisions of subsection (1) of this section, the powers and functions of the corporation include the exercise of all such powers, and the performance of all such duties, as may be delegated to it by the Association under the provisions of the Royal Charters.

6. Transfer of property to corporation. (1) A person—

- (a) who, at the commencement of this Act, holds;
- (b) who, at any time after the commencement of this Act, acquires; or
- (c) to whom is or has been given, devised, or bequeathed (whether before or after the commencement of this Act),

any real property or personal property in this State upon trust for or on behalf of, or for the benefit of, the Association or any branch thereof or any local association, group, or other body formed under the policy organization and rules of the Association in this State shall, if so required by the corporation, by notice in writing, transfer, convey or assign that real property or personal property to the corporation, at the cost of the corporation, but subject to any conditions or trusts upon which it is or was held, acquired, given, devised or bequeathed.

(2) Notwithstanding the foregoing provisions of this section, any real property or personal property that is vested in, or held by or on behalf of, or that is given, devised or bequeathed to, a controlled group may, subject to any express trust affecting it, be held in trust for such purposes, and be disposed of in such manner, as the controlling authority of that group may determine; but if a controlling authority deals with any real property or personal property in a manner contrary to the conditions and trusts upon which it is held, the corporation may, by notice in writing, require the controlling group by which the controlling

authority is appointed, or that controlling authority, to transfer, convey or assign, or to cause to be transferred, conveyed or assigned, that property to the corporation.

(3) A notice under subsection (1) or (2) of this section—

- (a) shall be signed by the State Secretary or other officer of the corporation authorized by the corporation in that behalf; and
- (b) shall be deemed to have been received by the person to whom it is addressed at the expiration of the period of three days after it has been forwarded to that person by registered post at his usual or last-known place of residence in this State or, if it is addressed to more persons than one, after it has been so forwarded to any one of those persons at his usual or last-known place of residence in this State.

(4) Any person, controlled group or controlling authority to whom or to which a notice under this section is given may apply by summons to a judge of the Supreme Court for an order that the transfer, conveyance or assignment, of the property to which the notice relates shall be subject to such terms and conditions as the judge may determine, and the judge may make such order with respect to the terms and conditions to which the transfer, conveyance or assignment shall be subject as the judge may think just and equitable, having regard to all the circumstances of the case.

(5) If—

- (a) after the giving of a notice under this section any person, controlled group or controlling authority to whom or to which the notice is given fails to execute a transfer or conveyance or an assignment, to the corporation, of the property to which the notice relates; or
- (b) a person holds any real property or personal property in this State upon trust for or on behalf of, or for the benefit of, the Association or any branch thereof, or any local association, group, or other body formed under the policy organization and rules of the Association in this State, and the whereabouts of that person are unknown,

the corporation may apply by summons to a judge of the Supreme Court for an order directing the registrar of the Supreme Court to execute for or on behalf of that person, controlled group, or controlling authority a transfer or conveyance, or an assignment, of that property to the corporation.

(6) Where a summons is taken out by the corporation pursuant to subsection (5) of this section, the judge by whom the summons is heard may, upon proof to his satisfaction that—

- (a) the property to which the summons relates is held by any person, controlled group, or controlling authority for or on behalf of, or for the benefit of, the Association or any branch thereof, or any local association, group, or body formed under the policy organization and rules of the Association in this State;
- (b) notice under this section requiring that person, controlled group, or controlling authority to transfer, convey or assign, or to cause to be transferred, conveyed or assigned, that property has been given to that person, controlled group or controlling authority by the corporation; and

- (c) that person, controlled group or controlling authority has failed to execute or to cause to be executed a transfer or conveyance or an assignment of the property to the corporation, or, as the case may be, that the whereabouts of that person are unknown,

the judge may, by order, direct the said registrar to execute for or on behalf of that person, controlled group or controlling authority a transfer or conveyance or an assignment of that property to the corporation, and the registrar shall thereupon do all such acts and things, and execute all such instruments, as may be necessary to transfer, convey or assign the property to the corporation, but subject, in the case of real property, to any charge, mortgage, lease, or easement affecting it and to any trust upon which it was held by that person, controlled group or controlling authority.

(7) Any act or thing done or any instrument executed by the registrar pursuant to an order made under subsection (6) of this section shall be deemed to have been done or executed for and on behalf of, and as the duly authorized agent of, the person, controlled group or controlling authority concerned and effect shall be given thereto accordingly.

(8) A person who, in this State, has at any time acquired any property by using the name of the Association, or of any branch thereof, or of any local association, group, or other body formed under the policy organization and rules of the Association in this State shall, for the purposes of this section, be deemed to be a person who holds that property for or on behalf of, or for the benefit of, the Association or of that branch, local association, group, or other body.

(9) Any liabilities (accrued or accruing) in respect of any real or personal property which hereafter becomes vested in the corporation by operation of this section may thereupon be enforced against the corporation.

(10) Any rights (accrued or accruing) in respect of any real or personal property which hereafter becomes vested in the corporation by operation of this section are hereby vested in the corporation and may be enforced by or in favour of the corporation accordingly.

7. Dealing with property by the corporation. The corporation shall deal with or dispose of the real and personal property vested in the corporation in such manner, subject to any special trust affecting the property, as the executive committee thinks fit, but subject in the case of a lease, mortgage, or sale of real property, to the following conditions, namely:—

- (a) a proposed lease, mortgage or sale of real property shall be submitted in the first instance to an ordinary meeting of the executive committee and shall be specially mentioned in the notice convening the meeting;
- (b) at the next ordinary meeting of the executive committee of which seven days' notice has been given, the proposed lease, mortgage or sale if approved by the previous meeting, shall be submitted to the meeting, and if approved by not less than two-thirds of those present when the motion is put, may be carried into effect by the executive committee;

- (c) a copy of the resolution of the executive committee directing the lease, mortgage or sale, if sealed with the common seal of the corporation, is conclusive evidence in favour of any person claiming by, through or under the lease, mortgage or sale that the resolution has been duly passed in compliance with the provisions of this Act and of the constitution; and
- (d) a lessee, purchaser or mortgagee is not bound to see to the application of any moneys paid by him.

8. Vesting of certain gifts, etc., in the corporation. (1) A devise or bequest made by or under a will or codicil (whether the will or codicil is executed or proved before or after the commencement of this Act) and a gift made otherwise than by testamentary disposition (whether the gift is made before or after the commencement of this Act) to, or on behalf or for the benefit of, the Association or any branch thereof or any local association, group, or other body formed under the policy organization and rules of the Association (whether the devise, bequest, or gift is expressed to vest or pass directly or after the death of some person or the fulfilment of some condition) shall, unless the contrary intention appears in the will, codicil or other instrument effecting the devise, bequest, or gift, be deemed, by force only of this section and without further authority, to be a devise, bequest or gift to, or on behalf or for the benefit of, the corporation and the devise, bequest, or gift, or the beneficial enjoyment thereof, as the case may be, shall be deemed to vest in the corporation accordingly.

(2) Nothing in this section prejudices or affects the operation of section 6 of this Act.

9. Custody and use of the seal. (1) The Common Seal of the corporation shall be in the custody of the State Secretary.

(2) The common seal of the corporation shall not be affixed to a document except in pursuance of a resolution of the executive committee and, when so affixed shall be attested by the signature of three members of the executive committee, including the State Commissioner.

(3) Notwithstanding anything in this section, it is not necessary for the appointment by the corporation of a barrister or solicitor in or for the prosecution or defence of any action, suit, or other proceeding to be under the common seal of the corporation.

10. Service of notices. (1) Notice to, or service on, the State Secretary of the corporation or any officer for the time being performing the duties of the State Secretary shall be deemed to be notice to, or service on, the corporation.

(2) A document may be served on the corporation by leaving it at or sending it by post to the office or place at which the business of the corporation is conducted as specified in the notice in respect thereof last lodged with the Registrar of Companies at Brisbane pursuant to section 4 of this Act.

11. Receipts, etc. A receipt, release, or discharge that is signed, given, or executed—

(a) if not under seal, by—

- (i) the State Secretary or State Treasurer of the corporation; or
- (ii) any two members of the executive committee; or

(b) if under seal, by any three members of the executive committee, shall be deemed, for all purposes, to be a complete acquittance by the corporation, to the person to whom it is given, for or in respect of the matters to which it relates.

12. Powers of Governor in Council to make Orders in Council.

(1) The Governor may, by Order in Council made on the application of the corporation, protect—

- (a) the name of the Association, corporation, or Branch;
- (b) any special name or designation specified in the Order in Council and used by the Association, corporation, or Branch for the members thereof, or for the members of any other council, committee, or local branch of the Association in this State;
- (c) any uniform with distinctive markings or badges used by the Association, corporation, or Branch and specified in the Order in Council;
- (d) any badge to be worn without uniform used by the Association, corporation, or Branch and specified in the Order in Council; and
- (e) any guide standards or guide flags customarily used or displayed by the Association, corporation, or Branch for the members thereof.

(2) The corporation shall, when making application for the protection of a uniform, forward with the application a sample of the material to be used in the uniform, and a detailed description thereof in respect of both form and colour so as to clearly indicate the precise extent and limits of the protection sought in the application.

(3) The corporation shall cause notice of an application under this section to be given in such manner, and containing such particulars, as the Minister of the Crown for the time being charged with the administration of this Act may direct.

(4) A person who is affected, or who is likely to be or capable of being affected, by the subject-matter of an application under this section may, within the time specified in that behalf in the notice of the application, forward an objection, in writing, to the Minister for his consideration.

(5) Where the use of any name, designation, uniform, badge, standard, or flag has been protected by an Order in Council under this section, no person shall, without the authority of the corporation, use that name, designation, uniform, badge, standard, or flag or any name, designation, uniform, badge, standard, or flag so closely resembling the name, designation, uniform, badge, standard, or flag the use of which is protected under the Order in Council as to lead to the belief that it is that name, designation, uniform, badge, standard, or flag.

Penalty: Fifty dollars.

(6) Nothing in subsection (5) of this section prevents a person from wearing or using any uniform or badge or other distinctive marking in the course of, or for, the performance of a stage play or representation, music-hall or circus performance, pageant, or production of a cinematograph film if the uniform, badge, or distinctive marking is not worn or used in such a manner or in such circumstances as to bring it into contempt.

(7) Nothing in this section or in an Order in Council under this section deprives an organization of the right to use a designation, uniform, or badge which, at the time when this Act came into force, was used regularly and in good faith by that organization.

13. Publication of Orders in Council, etc. (1) Every Order in Council made under this Act shall—

- (a) be published in the Gazette;
- (b) upon its publication in the Gazette, be judicially noticed and such publication shall be conclusive evidence of the matters contained therein;
- (c) take effect from the date of such publication;
- (d) be laid before the Legislative Assembly within fourteen sitting days after such publication if the Legislative Assembly is in session, and if not, then within fourteen sitting days after the commencement of the next session.

(2) If the Legislative Assembly passes a resolution of which notice has been given at any time within fourteen days after any such Order in Council has been laid before it disallowing the same or part thereof, that Order in Council, or part thereof, shall thereupon cease to have effect, but without prejudice to the validity of anything done in the meantime or to the making of a further Order in Council.