**![C:\Users\Dean\AppData\Local\Microsoft\Windows\Temporary Internet Files\Content.IE5\RDJHLFX3\MC900440379[1].png]()**

**Amalgamation**

[**www.consumer.vic.gov.au**](http://www.consumer.vic.gov.au)

Two or more incorporated associations wishing to amalgamate and form one incorporated association, must each pass a special resolution and approve the:

* terms of the amalgamation
* statement of purposes of the proposed amalgamated association
* rules of the proposed amalgamated association.

If the Special Resolution is passed and amalgamation approved, **both** associations must lodge with the Registrar a **Notice of Special Resolution** approving amalgamation of incorporated associations. This can be found on the Consumer Affairs Victoria web site (details and navigation provided on the next page)

**An incorporated association must pass a special resolution in order to:**

* change its name
* change its rules
* change its statement of purposes
* amalgamate with one or more incorporated associations
* wind up.

**The notice advising of a special resolution must:**

* set out the full details of the proposed special resolution
* provide at least 21 days’ notice of the meeting (in accordance with the rules) to all members entitled to vote
* specify the intention to propose the resolution as a special resolution at that meeting.

**A special resolution is passed if:**

* the notice requirements above have been met
* at least three-quarters of the members at the meeting who are entitled to vote, vote in favour of the resolution either in person or by proxy (if proxies are allowed)
* any additional requirements in the association’s rules relating to special resolutions have been met
* the chairperson declares the resolution has been carried, unless a poll is demanded.

**Application**

The public officers of the incorporated associations must collectively lodge with the Registrar an Application for amalgamation of incorporated associations.

**This form requires:**

* details of the amalgamating associations including names, registered addresses and public officers
* the name and registered address of the proposed amalgamated association
* the name and address of the person nominated as its public officer
* details of whether the amalgamated association intends to adopt the model rules, model rules with amendments, or its own rules (if other than the model rules, a copy must be enclosed with the application)
* a copy of the statement of purposes of the proposed amalgamated association.

These documents must be lodged with the Registrar in one envelope with the prescribed fee. All cheques must be made payable to Consumer Affairs Victoria. Receipts will only be issued on request.

**Acceptance**

After an application for amalgamation has been accepted, the Registrar will:

* issue a certificate of incorporation for the amalgamated association
* Cancel the incorporation of the individual associations.

**Upon amalgamation:**

* any property belonging to the individual associations becomes the property of the amalgamated association
* any debts or liabilities of the individual associations become the debts and liabilities of the amalgamated association.

**Site to Visit:**

<http://www.consumer.vic.gov.au> select Clubs and Not for Profits from top menu, Running an Incorporated Association form the left hand menu, Change Amalgamate or Cancel from the list of options.