



ETHNIC DISABILITY ADVOCACY CENTRE Inc.

CONSTITUTION

This is the annexure of 17 pages (inclusive) marked "A" referred to in Form 5 signed by me and dated 30 October 2015.

A handwritten signature in black ink that reads "W. P. Rose".

Wendy Rose
Chief Executive Officer
Ethnic Disability Advocacy Centre

ETHNIC DISABILITY ADVOCACY CENTRE

1. NAME of Incorporated Association

The name of the Incorporated Association is the ETHNIC DISABILITY ADVOCACY CENTRE Inc.

2. DEFINITIONS

In these rules, unless the contrary the intention appears -

- 2.1. **“the Act”** means the *Associations Incorporation Act 1987*;
- 2.2. **“the Association”** means the Association referred to in rule 1;
- 2.3. **“carer”** means an individual who is providing emotional and/or physical support to a person with a disability.
- 2.4. **“the Chairperson”** means -
 - (a) in relation to the proceedings at a Board meeting, annual general meeting, general meeting or special general meeting as defined in Rules 18 and 21, the person presiding at the meeting shall be the President in accordance to sub-rule 14.1; or
 - (b) if that person is unable to perform his or her functions, the meeting shall run in accordance to sub-rule 14.2 (a) or 14.2 (b).
- 2.5. **“the Board”** means the Board of Management of the Association referred to in rule 13
- 2.6. **“Board member”** means person referred to in sub-rule 12.2 to 12.10.
- 2.7. **“disability”** means a disability -
 - (a) which is attributed to an intellectual, psychiatric, cognitive, neurological, sensory or physical impairment or a combination of those impairments
 - (b) which is permanent or likely to be permanent;
 - (c) which may or may not be of a chronic or episodic nature; and
 - (d) which results in -
 - (i) a substantially reduced capacity of the person for communication, social interaction, learning or mobility; and
 - (ii) a need for continuing support services;
- 2.8. **“family”** includes but is not limited to:- partner, parents, grandparents, children, and siblings.

- 2.9. “**financial year**” means the period beginning 1 July and ending 30 June in the following year.
- 2.10. “**Individual advocacy**” means any action, spoken or otherwise, undertaken on behalf of a person to resolve an issue or problem.
- 2.11. “**member**” means member of the Association;
- 2.12. “**CaLD**” stands for Culturally and Linguistically Diverse; and shall refer to a person as someone born overseas, in a country other than those classified by the Australian Bureau of Statistics (ABS) as “main English speaking countries”.
- 2.13. “**ordinary resolution**” means resolution other than a special resolution;
- 2.14. “**returning officer**” is a person who has been elected to administer and supervise the election process
- 2.15. “**special resolution**” means resolution referred to in section 24 of the Act;
- 2.16. “**systemic advocacy**” means any action, spoken or otherwise undertaken on behalf of a group of people to resolve issues which may adversely affect them.
- 2.17. “EDAC” means Ethnic Disability Advocacy Centre

3. **MISSION OF THE ASSOCIATION**

To promote and safeguard the rights and interests of people of culturally and linguistically diverse background with disability, and their families or carers in Western Australia.

4. **PRINCIPLES ON WHICH THE ASSOCIATION IS BASED**

The underlying philosophy of this Association is based on the Commonwealth Disability Services Act (1986) and Western Australia Disability Services Act 1993, Commonwealth Disability Discrimination Act (1992) and the National Agenda for a Multicultural Australia (1989).

- 4.1. People of a culturally and linguistically diverse background (CALD) with a disability and their carers are individuals who should have the inherent right to respect for their human worth and dignity and should enjoy freedom from discrimination on the basis of race, ethnicity, linguistic skill, religion, culture, gender and disability.
- 4.2. People of a CALD background with a disability and their carers should have the opportunity to fully participate and be included in society and in the decisions which directly affect them.
- 4.3. People of a CALD background with a disability and their carers should be able to maintain and develop their culture without prejudice or disadvantage.
- 4.4. People of a CALD background with a disability should be supported to achieve their maximum potential as members of the community.

- 4.5. People of a CALD background with a disability and their carers should enjoy equal life chance, should have access to, and should have an equitable share of resources which governments manage on the community's behalf.
- 4.6. All institutions must acknowledge, reflect and respond to the multicultural and multilingual diversity of Australia.
- 4.7. All relevant programs and services should be tailored according to people's individual needs and goals and in a manner that results in the least restriction of their rights and opportunities.

5. **OBJECTIVES OF THE ASSOCIATION**

The objectives of this Association are:-

- 5.1. To protect, safeguard and promote the rights and interests of people who are of a culturally and linguistically diverse background (CALD) with disability and their families/carers in order for them to reach their full potential as Australian citizens.
- 5.2. To provide individual advocacy, assistance and/or referral for people of CALD background with disability and their families/carers.
- 5.3. To undertake systemic advocacy in order to promote and facilitate the development of improved facilities and services for people of CALD background with disability.
- 5.4. To increase ethnic and mainstream community awareness of issues affecting people of CALD background with disability and their families through education programs, training activities and any other appropriate means.
- 5.5. To advise the Government and other organisations in relation to issues affecting persons of CALD background with disability and their families.
- 5.6. To provide assistance and guidance in the priority distribution of Government resources and the development of policies to people of CALD background with disability and their families.
- 5.7. To undertake activities and projects that will enhance or increase the participation of people of CALD background with disability in all aspects of life.
- 5.8. To stimulate interest, community research and professional awareness of issues and specific needs affecting people of CALD background with disability and their families/carers.
- 5.9. To participate in national disabilities issues relevant to the above objectives and when appropriate to confer with national advisory bodies, such as the National Ethnic Disability Alliance Inc.

BUT AT ALL TIMES recognising that the Association may be limited to the pursuit of only some of these purposes to the exclusion of others from time to time, or pursue some purposes with differing priorities to other purposes.

6. POWERS OF THE ASSOCIATION

6.1. The Association has the power to:

- (a) Undertake any activity deemed to be necessary, incidental or conducive to the attainment of the above objectives.
- (b) Offer appropriate support to Members of the Association and the Board who have a disability in carrying out the functions of their office.
- (c) Accept a donation, grant or gift of any real or personal property and money:
 - i. Whether made by will or otherwise,
 - ii. From any person including the State, Commonwealth and Local Governments, regardless of whether it is made conditionally or unconditionally; and,
- (d) To use a donation, grant or gift; and,
- (e) To hold any stake, interest or license in land; and,
- (f) To enter into contracts; and,
- (g) To operate a disability advocacy service; and,
- (h) In relation to real or personal property:
 - i. To borrow and lend money; and,
 - ii. Purchase or in any other manner acquire and hold any real or personal property; and,
 - iii. To let, sell, manage, exchange, hire or dispose of all or part of the real or personal property of the Association; and,
 - iv. To execute all such transfers, deeds, mortgages, assurances, instruments, writings and other things that may be necessary or desirable; and,
 - v. To otherwise deal with the real or personal property of the Association; and,
- (i) To provide remuneration, in good faith, to any officer or employee of the Association or other persons not being a member of the Association in return for any services actually rendered to the Association; and,
- (j) To affiliate with other organisations in Australia; and,
- (k) To appoint honorary members and life members of the Association; and,
- (l) To seek and appoint patrons; and,
- (m) To use any power conferred or implied by the Associations Incorporations Act (WA)1987 to do those things:
 - i. That are incidental or conducive to the objects of the Association; and,
 - ii. For the purpose of carrying out the objects of the Association; and,

- (n) To use any power conferred by the Corporations Act 2001 (Commonwealth) as amended by the Third Schedule of that Act.
- 6.2. Except as otherwise provided by Section 4-1, the income and property of the Association may only be dealt with in support of the Objects of the Association and may not be paid or transferred to any member of the Association, directly or indirectly, whether made:
 - (i) By way of a dividend or bonus; or,
 - (ii) Otherwise in a manner that provides a profit to any member.
- 6.3. Nothing in the Constitution may be construed so as to permit the Association to pursue the purpose of securing profit to any member of the Association.
- 6.4. An exercise of power under this Constitution is not authorized where the exercise of the power:
 - (a) Is inconsistent with the Objects of the Association; or
 - (b) Is otherwise inconsistent with this Constitution; or contravenes an applicable law.

7. MEMBERSHIP CATEGORIES

7.1. Membership of the Association shall be available in the following categories:-

(a) Ordinary Membership

This category of voting membership shall be open to:

- (i) any person of CALD background with a disability,
- (ii) any person with expertise or interest in the disability and/or ethnic field, who will support and promote the objectives of the Association.

This membership entitlement has one (1) vote at any general meeting including an AGM and EGM

(b) Family or Carer Membership

This category of membership shall be open to families and carers of the person of CALD background with disability who will undertake to support and promote the objectives of the Association. This membership entitlement has one (1) vote only, per family or carer.

(c) Life Membership

This category of membership shall be accorded to members of the association in circumstances where that person has provided an outstanding, long term service to the Association. Membership shall be nominated by the Board and determined at an Annual General Meeting. A life member shall not be obliged to pay any membership fee and shall be eligible to vote.

(d) Associate Membership

This category of non-voting membership shall be open to any incorporated groups or persons who support the mission and objectives of the Association. Associate Membership has no voting rights.

- 7.2. Applications for membership should be made on the form prescribed by the Board and tabled for approval at the next Board meeting following lodgment of the application.

8. REGISTER OF MEMBERS of Association

- 8.1. The Secretary shall, on behalf of the Association, keep and maintain an accurate register of members in accordance with section 27 of the Act.
- 8.2. When a member ceases to be a member of the Association, the Secretary shall remove the name of that person from the register of financial members as soon as reasonably possible.
- 8.3. The register shall be available for inspection by all members at the address of the Association by appointment.
- 8.4. Entitlement to membership is not transferable to another person.

9. ANNUAL SUBSCRIPTION

- 9.1. The annual membership fees for each category of membership shall be recommended by the Board and then passed by a resolution at the Annual General Meeting of members.
- 9.2. Each member shall pay to the Treasurer the appropriate membership fees annually on or before 31 July of each year or such other date as the Board from time to time determines.
- 9.3. A member whose subscription is not paid within 1 month after the relevant date fixed under sub-rule 9.2 ceases to be a member of the Association unless the Board decides otherwise.
- 9.4. A member is not personally liable for the debt and liabilities of the Association.

10. RESIGNATION OF MEMBERS

- 10.1. A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Board member ceases to be a member of the Association upon delivery of the notice.

11. EXPULSION OF MEMBERS

- 11.1. If the Board considers that a member should be expelled from the Association because of conduct which is detrimental to the interests of the Association, or

contrary to its objectives, the Board shall, prior to any resolution, give the member 14 days notice in writing of the motion to terminate his/her membership.

- 11.2. The notice shall give the reasons stated for the motion to terminate membership and allow the affected member to respond to the allegations before the motion is put to vote.
- 11.3. The Board shall then notify the affected member of the termination of his/her membership within seven days of the passing of the resolution.
- 11.4. Any member may appeal against termination of membership by requesting a Special General Meeting of Members be held to hear and determine the appeal.
- 11.5. A member who wishes to appeal shall give notice to the secretary of his or her intention to do so within 14 days of notification of termination of membership.
- 11.6. Where the Board has passed a resolution to terminate membership of a particular member, and
 - (a) the right to appeal has lapsed or
 - (b) on appeal the decision of the Board to terminate membership is upheld, the Secretary shall remove that member's name from the Register of Members.

12. ELECTION OF OFFICE BEARERS AND BOARD MEMBERS

- 12.1. Nominations of candidates for election as members of the Board
 - (a) shall be made in writing,
 - (b) proposed and seconded by financial members of the Association; and
 - (c) lodged at the office of the Association not less than seven (7) days before the Annual General Meeting.
- 12.2. Each Office Bearer shall not remain in the same position on the Board for more than three (3) consecutive terms.
- 12.3. Office Bearers who have served (3) consecutive terms in the same position shall have to wait twelve (12) months before being eligible for re-nomination to that position.
- 12.4. The term of office of the President, Secretary and Treasurer shall be 2 years
- 12.5. All Board members shall be elected for a 2 year term.
- 12.6. Each member of the Board whose term is completed or otherwise ended shall retire at the Annual General Meeting.
- 12.7. Any member appointed or co-opted by the Board under the Constitution to fill a casual vacancy on the Board shall be eligible for re-election.
- 12.8. A person who is a paid employee of EDAC, other than the Chief Executive Officer shall not be eligible to be a member of the Board.

- 12.9. Where the number of nominations for the Board are not more than the number of places on the Board the Chairperson of the Annual General Meeting shall declare those persons nominated duly elected.
- 12.10. Where there is only one nomination for any Office Bearer the Chairperson of the Annual General Meeting shall declare the person nominated duly elected.
- 12.11. Election of Members of the Board and Office Bearers shall be held by secret ballot.
- 12.12. The Board shall appoint a person to act as the Returning Officer.
- (a) The Returning Officer shall have an absolute discretion to rule on any procedural discrepancy as insubstantial.

13. **BOARD OF MANAGEMENT**

- 13.1. The affairs of the Association shall be managed exclusively by a Board consisting of:
- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer;
- (e) the Chief Executive Officer of EDAC (no voting rights);
- (f) and not more than eight ordinary members.

All of whom, with the exception of the Chief Executive Officer, shall be elected to membership of the Board at an Annual General Meeting.

- 13.2. At least 6 of the 12 voting Board members shall be people of CALD background with disability or primary carers of people of CALD background with disability. In any event at least 3 members shall be people of CALD background with disability.
- 13.3. There shall be only one (1) person on the Board representing any one particular family.

14. **PRESIDENT**

- 14.1. Subject to this rule, the President shall preside at all general meetings and Board meetings, and shall act as spokesperson for the Board.
- 14.2. In the event of the absence from -
- (a) a general meeting and special general meeting of -
- (i) the President, the Vice-President; or
- (ii) both the President and the Vice-President, a member elected by the other members present at the meeting;

or

- (b) a Board meeting of -
 - (i) the President, the vice-President; or
 - (ii) both the President and the Vice President, a Board member elected by the other Board members present,

SHALL PRESIDE AT the general meeting or Board meeting, as the case requires.

15. SECRETARY

15.1. The Secretary shall :-

- (i) co-ordinate the correspondence of the Association;
- (ii) keep full and correct minutes of the proceedings of the Board and of the Association;
- (iii) comply on behalf of the Association with-
 - (a) section 27 of the Act in respect of the register of members of the Association;
 - (b) section 28 of the Act in respect of the rules of the Association; and
 - (c) section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Association;
- (iv) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 16 to be kept and maintained by, or in the custody of, the Treasurer; and
- (v) perform such other duties as are imposed by these rules on the Secretary.

16. TREASURER

16.1. The Treasurer shall:

- (a) oversee the development and observation of the Association's financial policies;
- (b) have oversight of the Association's financial transactions;
- (c) enable true and fair financial statements to be prepared and to be audited;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) keep the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition presenting regular financial statements to the Board;

- (f) perform such other duties as are imposed by these rules on the Treasurer.

17. CASUAL VACANCIES

- 17.1. A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-
- (a) dies
 - (b) resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice-President;
 - (c) is convicted of an offence under the Act;
 - (d) is absent for more than-
 - (i) Three (3) consecutive Board meetings; or
 - (ii) Three (3) Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
 - (e) ceases to be a member of the Association; or
 - (f) takes leave of absence for not less than 6 months.

18. PROCEEDINGS OF BOARD

- 18.1. The Board shall meet at least eight times in each year at such place and at such times as the Board determines.
- 18.2. Each Board member has a deliberative vote except for the Chief Executive Officer and individual/s who are appointed/coopted for particular projects as referred to in sub-rules 13.1(e) and 19.3.
- 18.3. A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote.
- 18.4. At a Board meeting five (5) voting Board members constitute a quorum.
- 18.5. Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.

19. SUB-COMMITTEES

- 19.1. The Board may appoint any number of sub-committees.
- 19.2. The Convenor of the sub-committee shall be appointed on the recommendation of the Board and shall be a member of the Board.

- 19.3. A Sub-committee formed by the Board may co-opt any members or associate members who have the rights to vote (on questions) at the meetings of that sub-committee. Non-members can be co-opted because of their expertise but shall have no voting rights at the sub-committee meetings.

20. CONFLICT OF INTERESTS

- 20.1. As required under sections 21 and 22 of the Act, if a member of the Board has a disparate interest in any contract or arrangement made or proposed to be made involving the Association, he or she shall disclose their interest at:
- (a) the first meeting at which the contract or agreements is discussed; or
 - (b) if the conflict arises at a later date, at the first available meeting thereafter.
- 20.2. A Board member with a conflict of interest is not entitled to vote on any matter relating to it and shall not be present at the time of discussion or voting in respect of any contract or agreement in which such a conflict arises.
- 20.3. The Secretary must record in the minutes of the meeting of the Board at which it is made any disclosures made to this effect under sub-rule 20.1

21. POWERS OF THE BOARD

- 21.1. The powers of the Association under Rule 6 of this constitution are vested in the Board of the Association.
- 21.2. Do all acts and deeds for the proper management of the Association
- 21.3. Regarding employees and volunteers of the Association:
- (a) Enter into contracts with them; and,
 - (b) Discipline them; and,
 - (c) Dismiss them in accordance with the National Employment Standards; as may be required, and at its discretion.
- 21.4 Do any other things as may be required, at its discretion:
- (a) That are incidental or conducive to the objects of the Association; and,
 - (b) For the purpose of carrying out the objects of the Association
- 21.5 The Board of Management may delegate any of their powers and functions to a Chief Executive Officer or any other person, as they consider appropriate. The delegation must be recorded in the company's minute book.
- 21.6 All Board members are expected to adhere to a code of conduct that is signed on appointment to the Board

22. PAYMENT OF BOARD MEMBERS

- 22.1. A member of the Board may not accept paid employment with EDAC, except as provided by the following:
- (a) The employment must be on a contractual basis.
- 22.2. The member of the Board must:
- (a) Hold the qualifications or professional registration(s) required for the position; and,
 - (b) Stand down from the Board for the period of their employment by the organisation.
- 22.3. A member of the Board who does not satisfy these requirements cannot accept paid employment from the Association.
- 22.4. The Member of the Board must abide by the Board of Management confidentiality requirements whilst in employment. Failure to abide by the Board's confidentiality requirements shall result in expulsion from the Board in accordance with Section 11 of this Constitution
- 22.5. A contractual agreement made with a member of the Board contrary to this Section is not authorised and is deemed null and void.

23. MEETINGS OF MEMBERS

23.1. ANNUAL GENERAL MEETINGS

- (a) The Association's AGM should be held between the 1st day of July and 31st day of October each year and shall be held at a place and time as determined by the Board.
- (b) The Board shall give notice of the Annual General Meeting at least twenty eight (28) days before the date it is to be held.
- (c) The ordinary business of the Annual General Meeting shall be.
 - (i) To confirm the minutes of the last preceding Annual General Meeting and of any special General Meeting held since that preceding Annual General Meeting.
 - (ii) To receive from the Board reports on the activities of the Association during the preceding financial year;
 - (iii) To receive and adopt the statements of accounts and reports submitted by the Association in accordance with Section 30(3) of the Act;
 - (iv) To declare positions vacant on the Board that are due for election.
 - (v) To elect members to positions on the Board.
 - (vi) To elect an auditor or auditors for the coming year.
 - (vii) Deal with any special business, for which due notice has been provided as per sub-rule 21.1 (d).

- (viii) Election of life members.
- (ix) A Returning officer shall be appointed by the Board
- (d) Any member may request that a matter be placed on the Agenda for the Annual General meeting as special business.
 - (i) Such requests should be made in writing to the secretary of the Board not less than 14 days prior to the Annual General Meeting.

23.2. GENERAL MEETINGS

- (a) The Board may at any time convene a general meeting of members.
- (b) The Board shall give notice of a general meeting to members at least fourteen (14) days before the date it is to be held.
- (c) The place, date and time of all General Meetings of members shall be determined by the Board.

23.3. SPECIAL GENERAL MEETINGS

- (a) The Board shall within 28 days of -
 - (i) receiving a request in writing to do so from not less than 5 financial members, convene a special meeting for the purpose specified in that request; or
 - (ii) on receiving a notice of appeal under sub-rule 11.5, convene a special meeting for the purpose of dealing with the appeal to which that notice relates.
- (b) The Board shall give to all members not less than 14 days notice of a special general meeting.

24. QUORUM

- 24.1. Ten (10) members or 5% of the financial membership present in person or by proxy shall constitute a quorum for the transaction of the business of a Annual General Meeting, General Meeting and Special General Meeting.
- 24.2. If a quorum is not present within 30 minutes of the time appointed the meeting shall be adjourned to the same time and place seven days later or within one month to a place, date and time to be determined prior to the adjournment. If at such adjourned meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of the meeting as if a quorum was present.

25. MINUTES OF MEETINGS

- 25.1. Minutes of the proceedings of every meeting shall be entered and kept in a Minute Book by the Secretary.
- 25.2. These Minutes shall be signed by the chairperson of that particular meeting.

25.3. Minutes signed and in the Minute Book shall be:

- (a) conclusive evidence of what occurred at any meetings of members properly convened and held; and
- (b) binding on all members, except as to any amendments declared or annulled at a subsequent meeting.
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

26. VOTING

26.1. Subject to any other provision of this Constitution, a resolution at a Meeting of Members shall be passed by a simple majority of those persons present in person who are entitled to vote and are voting.

26.2. In the case of equality of votes on a question or issue, the chairperson of the meeting is entitled to exercise a casting vote providing the chairperson is a member entitled to vote.

26.3. Any member may request a vote to be taken by secret ballot.

27. PROXIES

27.1. Any voting member shall be entitled to appoint a proxy to vote as instructed by that member on their behalf at any Meeting of Members.

26.2. Proxy votes shall be on a form provided by the Association.

28. POSTAL VOTING

28.1. Any voting member shall be entitled to exercise a postal vote at any Meeting of Members.

28.2. Postal votes shall be on a form provided by the Association.

28.3. Only those postal votes received by close of business one working day before the date of the relevant meeting shall be counted.

29. ELIGIBILITY TO VOTE

29.1. Any member shall only be entitled to vote if he or she;

- (a) is a financial member at that time; and
- (b) has not ceased to be a member in accordance with the Constitution of the Association.

30. FINANCE AND AUDIT

- 30.1. The financial affairs of the Association shall be administered by the Board.
- 30.2. All funds of the Association, when received, must be deposited in the account or accounts maintained in the name of the Association at such financial institution as the Board directs.
- 30.3. Official receipts in a form approved by the Board for all subscriptions, donations or other moneys paid to or received by the Association must be issued promptly by the officer of the Association the Board from time to time authorises to issue receipts. The Board must, in pursuance of its status as a 'Deductible Gift Recipient' under subsections 30-125(4) to (7) *Income Tax Assessment Act 1997* (Cth), maintain a '**Gift Fund**' for income tax deductible gifts.
- 30.4. All cheques, drafts, bills for exchange, promissory notes and other negotiable instruments shall be signed by two of the following:- President, Secretary, Treasurer and Chief Executive Officer of EDAC. The Board may duly authorise by resolution the extension of this authority to other Board members.
- 30.5. The funds of the Association shall be derived from government funding sources, annual subscriptions, donations and from such other sources from time to time as the Board shall determine.
- 30.6. The Association may from time to time apply for loan as the Board shall determine.
- 30.7. The Board may duly authorise by resolution the Chief Executive Officer to solely operate a Credit Card Account. The cash limit of this account shall be determined by the Board and reviewed on an annual basis
- 30.8. An auditor/s shall be appointed at the Annual General Meeting and shall hold office until the next Annual General Meeting. In the event of a casual vacancy in the office of auditor, the Board may temporarily appoint to such office some person qualified to hold same and the person so appointed may continue in office until immediately before the next Annual General Meeting.
- 30.9. The fees and expenses of the auditor of the Association shall be determined by the Board.
- 30.10. The auditor shall have access to the books and accounts of the Association at all times and shall make such reports as he/she considers necessary directly to the Board.
- 30.11. The Treasurer shall report to the members of the Annual General Meeting, the balance sheet and statement of income and expenditure as laid before such meeting.

31 INSPECTION OF RECORDS OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

32 RULES OF ASSOCIATION

- 32.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act. This is valid when:
- (a) A Special Resolution has been submitted to and approved by three fourths (75%) majority of the Members, present and voting, at a general meeting especially called for that purpose; and,
 - (b) Written notice of the terms of the special resolution has been sent in writing to every Member at least twenty eight (28) days prior to the date of general meeting; and
 - (c) In the case of any Special Resolution having the effect of altering objects, name and any other rules of the Association.
 - (d) The amendment is passed by three quarters of Members present and voting; and,
 - (e) The notice of special resolution is lodged with the Commissioner and any approval, if required, is given.
- 32.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

33 COMMON SEAL OF ASSOCIATION

- 33.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 33.2 The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in sub-rule 23.1.
- 33.3 The affixing of the common seal of the Association shall be witnessed by any two Board members, one of whom must be an Office Bearer.
- 33.4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

34 WINDING UP - Distribution of Surplus Property

- 34.1 If solvent, the Association may be voluntarily wound up or dissolved by a special resolution of a majority of three quarters of members present and eligible to vote at any General Meeting or Special General Meeting called for such purpose.
- 34.2 If, on the winding up of the Association, any property of the association remaining after satisfactory settlement of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.