

**The Constitution of  
Community Industry  
Group Inc.**

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## **PHILOSOPHY OF THE COMMUNITY INDUSTRY GROUP INCORPORATED**

The Community Industry Group Incorporation is committed to social justice. It is a peak organisation representing, resourcing and/or supporting community services across South Eastern NSW.

As a broad based regional peak organisation it takes up issues across program areas that impact on the region's community services and disadvantaged communities. Roles include: promoting the well-being of disadvantaged communities, resourcing and supporting community service organisations and their Boards, advocacy, information provision, social justice strategies, building expertise in community services and representational roles.

The organisation advocates for a united Australia which respects the land, values Aboriginal and Torres Strait Islander heritage and provides justice and equality for all. It is especially concerned with the well-being of disadvantaged and vulnerable individuals and groups, and promotes their well-being through socially-just policies and programs.

The Community Industry Group values co-operation, community participation, social justice, people's right to equality of opportunity, community development, community management, self-determination of the Aboriginal and Torres Strait Islander community and the development of innovative and alternative approaches and ideas.

The philosophy of the organisation incorporates its aims, and should be read in conjunction with the Aims of the Organisation.

## **AIMS OF THE COMMUNITY INDUSTRY GROUP INCORPORATED**

In pursuing its aims, the Community Industry Group Inc. strives to create a co-operative work environment wherein the skills and knowledge of all Staff, Board and Members are equally respected and utilised to contribute to the joint outcomes of the organisation.

1. To pursue social justice and develop programs / strategies for promoting equitable access to services and participation by disadvantaged groups.
2. To strengthen the capacity of community service organisations to meet their goals.
3. To encourage co-operation and co-ordination between community service organisations.
4. To provide relevant information services to Members.
5. To conduct research, promote good practice models and develop innovative models of community management and community service.
6. To represent and advocate for the community services industry, service users, and Members.
7. To effectively administer and manage the Community Industry Group to enhance its ability to meet its goals.

## **PART 1: PRELIMINARY**

### **1. NAME**

- 1) The name of the Association is Community Industry Group Incorporated (referred to in these rules as the **Association**).

### **2. DEFINITIONS**

- 1) In these rules, unless the context or subject matter clearly indicates otherwise:

**The Act** means the Associations Incorporation Act 2009 (NSW).

**Chief Executive Officer, Community Industry Group** means an employee of the Association, employed to oversee the affairs of the Association.

**Ordinary Board Member** means a Member of the Board who is not an office-bearer of the Association.

**Executive Member** means a Member of the Board who is an office bearer of the Association.

**Peak body** means a representative organisation that provides information dissemination, services, membership support, co-ordination, advocacy and representation, research and policy development services for its Members and other interested parties.

**Person** includes a group, service, individual, Government body and other interested bodies.

**South Eastern NSW** includes the local government areas of Wollongong, Shellharbour, Kiama, Shoalhaven, Eurobodalla, Bega Valley, Cooma-Monaro, Palerang, Goulburn and Yass.

**The Regulation** means the Associations Incorporation Regulation 2010 (NSW).

**Special General Meeting** means a general meeting of the Association other than Annual General Meeting.

- 2) In this constitution:

- a. a reference to a function includes a reference to a power, authority and duty, and
- b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- 3) The provisions of the Acts Interpretation Amendment Act 2011 (Commonwealth) Interpretations apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART 2: MEMBERSHIP**

### **3. MEMBERSHIP GENERALLY**

- 1) Unless the context indicates otherwise, a reference to membership includes Members and Associate Members of the Association.

### **4. ELIGIBILITY FOR MEMBERSHIP**

- 1) Subject to these rules, the Association's Members and Associate Members shall comprise of the Association's current membership, together with other persons to whom the Board admits membership.
- 2) Membership is open to:
  - (a) Individuals; and
  - (b) Non-profit community based social / welfare organisations.
- 3) Associate membership is open to Government bodies and agencies, and other interested bodies.
- 4) Associate membership shall entitle Associate Members to all rights and responsibilities of Members except:
  - (a) The right to vote at general meetings of the Association;
  - (b) The right to be elected to the Board; and
  - (c) The right to inspect the Association's register of Members.
- 5) Members and Associate Members must comply with the Philosophy and Aims of the Association. In accepting membership to the Forum, Members must acknowledge their acceptance of the Philosophy and Aims of the Association.

### **5. MEMBERSHIP QUALIFICATIONS**

- 1) A person is qualified to be a Member of the Association if, but only if:
  - (a) the person is a natural person, and
  - (b) has been nominated and approved for membership of the Association as provided by Clause 3 of the Regulation.

## **6. NOMINATION FOR MEMBERSHIP OR ASSOCIATE MEMBERSHIP**

- 1) A nomination of a person for membership of the Association shall be made in writing by the person seeking membership and lodged with the office of the Association.
- 2) As soon as practicable after receipt of a nomination for membership the nomination will be referred to the Board which is to determine whether to approve or reject the nomination. In no case will the Association be required to give any reason for the rejection of any application.
- 3) If the Board determines to approve a nomination for membership, the nominee will be notified of that approval and requested to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable as determined under rule 11 by a Member as entrance fee and annual subscription.
- 4) The public officer must, on payment by the nominee of the amounts referred to in sub-rule (3) within 28 days, enter the nominee's name in the register of Members and, on the name being so entered, the nominee becomes a Member of the Association.

## **7. CESSATION OF MEMBERSHIP**

- 1) A person ceases to be a Member of the Association if the person:
  - a) dies; or
  - b) resigns that membership;
  - c) is expelled from the Association; or
- 2) Fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

## **8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

- 1) A right, privilege or obligation which a person has by reason of being a Member of the Association:
  - a) is not capable of being transferred or transmitted to another person; and
  - b) terminates upon cessation of a person's membership.



## **9. RESIGNATION OF MEMBERSHIP**

- 1) A Member of the Association is not entitled to resign that membership except in accordance with this rule.
- 2) A Member of the Association who has paid all amounts payable by the Member to the Association in respect of the Member's membership may resign from membership of the Association by first giving written notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- 3) Where a Member of the Association ceases to be a Member pursuant to the sub-rule (2), and in every other case where a Member ceases to hold membership, the public officer must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.
- 4) Nothing within these rules prohibits the Board from terminating membership for failure to pay outstanding membership fees within three months of the due date.

## **10. REGISTER OF MEMBERS**

- 1) The public officer of the Association must establish and maintain a register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which the person became a Member.
- 2) The register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member (except any Associate Member) of the Association at any reasonable hour.
- 3) Nothing in these rules prevents any person inspecting the register of Members of the Board pursuant to section 7 of the Regulation.

## **11. FEES AND SUBSCRIPTIONS**

- 1) A Member of the Association must pay to the Association an annual membership fee as determined by the Board.

## **12. MEMBER'S LIABILITIES**

- 1) The Members of the Association are not liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees as required by rule 11

### **13. RESOLUTION OF INTERNAL DISPUTES**

- 1) Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to:
  - a) the Board for handling within the disputes policy, and if unable to resolve to:
  - b) a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983; or
  - c) if a Community Justice Centre is unavailable, to a mutually acceptable mediator.

### **14. DISCIPLINING OF MEMBERS**

- 1) A complaint may be made by any Member of the Association that some other Member of the Association:
  - a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 2) On receiving such a complaint, the Board:
  - a) must cause notice of the complaint to be served on the Member concerned; and
  - b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - c) must take into consideration any submissions made by the Member in connection with the complaint.
- 3) The Board may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 4) If the Board expels or suspends a Member, it must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal, under rule 15.
- 5) The expulsion or suspension does not take effect:
  - a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned;
  - b) If within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 15(4), whichever is the later.

## **15. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 1) A Member may appeal to the Association at a general meeting against the resolution of the Board under rule 14 within seven days after notice of the resolution is served on the Member by lodging with an Executive Member a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 3) Upon receipt of a notice from a Member under sub-rule (1), an Executive Member must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Executive Member received the notice.
- 4) At a general meeting of the Association convened under sub-rule (3):
  - a) no business other than the question of the appeal is to be transacted; and
  - b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - c) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 3: THE BOARD**

### **16. POWERS OF THE BOARD**

- 1) The Board, subject to the Act, the Regulations, these rules and to any resolution passed by the Association in general meeting:
  - a) is to control and manage the affairs of the Association; and
  - b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the Association and
  - c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

### **17. MEMBERSHIP OF THE BOARD**

- 1) The Board is to consist of:
  - a) The office bearers of the Association, and
  - b) 5 ordinary Members,
  - c) The total number of Board Members is to be 9, all of whom are representative of the community services sector.
- 2) Of these 9 Members at least 6 Members of the Board must be representatives of community based and managed organisations
- 3) In addition to the 9 Members, the Board may co-opt an additional 3 Members who are eligible to hold office until the next AGM
- 4) The office-bearers of the Association are as follows:
  - a) the Chairperson,
  - b) the Vice-Chairperson
  - c) the Treasurer,
  - d) the Secretary.
- 5) Board Members shall be elected at the Annual General Meeting pursuant to rule 17 on rotation for a term of two years, so that half the Members' appointments expire each year.
- 6) Each Member is eligible for re-election, up to a maximum period of 8 years.

## **18. ELECTION OF BOARD MEMBERS**

- 1) Nomination for candidates for election to the Board:
  - a) must be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - b) must be delivered to the main office of the Community Industry Group at least fourteen (14) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) If insufficient nominations are received to fill all vacancies on the Board the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated are taken to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 6) The ballot for the election of the ordinary Members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 7) The ballot for the election of the office bearers will be conducted at the AGM.

## **19. SECRETARY**

- 1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 2) It is the duty of the Secretary to keep minutes of:
  - a) all appointments of office-bearers and Members of the Board, and
  - b) the names of Members of the Board present at a Board meeting or a general meeting, and
  - c) all proceedings at Board meetings and general meetings.
- 3) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **20. TREASURER**

- 1) It is the duty of the Treasurer of the Association to ensure:
  - a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
  - b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## **21. CASUAL VACANCIES**

- 1) For the purpose of these rules, a casual vacancy in the office of a Member of the Board occurs if the Member:
  - a) dies; or
  - b) ceases to be a Member of the Association; or
  - c) becomes an insolvent under administration within the meaning of the Corporations Law; or
  - d) resigns office by notice in writing given to the Secretary; or
  - e) is removed from office under rule 14; or
  - f) becomes incapacitated to a point where they can no longer fulfil the duties of a Board Member;
  - g) is absent without the consent of the Board from all meetings of the Board held during a period of three months.
- 2) In the event of a casual vacancy occurring in the membership of the Board the Member so appointed shall hold office, subject to these Rules, until the conclusion of the next annual general meeting.
- 3) Casual vacancies can be filled by a resolution at any Board meeting.

## **22. REMOVAL OF MEMBER FROM OFFICE**

- 1) The Association in a general meeting may:
  - a) by resolution remove any Member of the Board from office before the expiration of the Member's term; and
  - b) by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- 2) A Member proposed to be removed by resolution as in sub-rule (1) may make representations in writing to an Executive Member (not exceeding reasonable length) which:
  - a) may at an Executive Member's discretion be sent to Members of the Association; or
  - b) if not, must be read aloud at the meeting considering the resolution to remove the Member.

## **23. MEETINGS AND QUORUM**

- 1) The Board may meet as often as necessary to conduct the business of the Association at such place and time as the Board may determine, but not less than three times in one year.
- 2) Oral or written notice of a meeting must be given by the secretary to each Member of the Board at least 48 hours in advance (or such other period as may be unanimously agreed on by the Members of the Board).
- 3) The meeting of the Board may be held at 2 or more venues using any technology that gives each of the Board Members a reasonable opportunity to participate.
- 4) Notice of a meeting given under paragraph (2) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at that meeting, except business which the Board Members present at the meeting unanimously agree to treat as relevant business.
- 5) Any four (4) Members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 6) If a quorum is not present within half an hour of the time appointed for the meeting the Board Members present can vote that either:
  - a) the meeting will stand adjourned until an alternative time as arranged by the Board Members; or
  - b) the meeting may proceed to discuss the business in accordance with rule (4), but voting in respect of any matter is not permitted.

- 7) If a quorum is not present, and the meeting proceeds in accordance with (6) (b), then recommendations may be made by the Members present:
  - a) as soon as practicable from the date of the meeting these recommendations must be forwarded, in writing, to absent Members for their consideration;
  - b) the absent Members must reply within a reasonable time (as determined by the Board) as to whether or not they agree with the recommendations; If they do not reply within this period, then they will be deemed to be abstaining from the recommendations.
  - c) if a majority of the Members, comprised of those Members present at the meeting and those who have replied in accordance with (7)(b) agree to the recommendations, this has the effect of ratifying the recommendations as would have occurred if a quorum was present at the original meeting.
  - d) recommendations ratified in this manner must be documented at the next scheduled meeting.

#### **24. DELEGATION BY BOARD TO SUB-COMMITTEE**

- 1) The Board may delegate, in writing, to one or more sub-committees such responsibilities and duties of functions of the Board, other than: this power of delegation; and a function which is a duty imposed on the Board by law.
- 2) Membership of a sub-committee is determined by the Board and is limited to Members of the Association including at least one Member of the Board.
- 3) A sub-committee formed in accordance with rule 24 (1) can exercise its delegated functions and duties, until the delegation is revoked.
- 4) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- 5) The Board may, in writing, revoke in whole or in part, any delegation under this rule.
- 6) The sub-committee must provide information on decisions made and make recommendations to the Board through the process identified by the Board.
- 7) On financial matters, sub-committees can only make recommendations and must refer such matters to the Board for decision.
- 8) The Board can overrule a decision made by a sub-committee if it is counter to the aims of the Association or is counter to duties imposed on the Board by legislation.
- 9) The sub-committee may meet and adjourn as it thinks proper or as directed by the Board.



## **25. VOTING AND DECISIONS**

- 1) Questions arising at a meeting of the Board, or at any subcommittee are to be determined by a majority of the votes of Members of the Board or sub-committee present the meeting.
- 2) Each Member present at a meeting of these committees is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Except where a quorum is not present, committees may act despite any vacancies of their membership.
- 4) Anything done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or subcommittee.

## **PART 4: GENERAL MEETINGS**

### **26. ANNUAL GENERAL MEETINGS-GENERALLY**

- 1) An Annual General Meeting of the Association must be held at least once between July 1 and December 31 each year.

### **27. ANNUAL GENERAL MEETINGS -CALLING OF AND BUSINESS AT**

- 1) The Annual General Meeting of the Association is, subject to the Act and rule 31, to be convened at a date, place and time as the Board thinks fit.
- 2) In addition to any other business which may be transacted at an Annual General Meeting, the business must be:
  - a) to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;
  - b) to confirm the Board reports on the activities of the Association during the last financial year;
  - c) to elect office-bearers of the Association and ordinary Board Members;
  - d) to appoint the public officer; and
  - e) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- 3) The quorum for an Annual General Meeting is 10% of Members.
- 4) An Annual General Meeting must be specified as such in the notice convening it.

### **28. SPECIAL GENERAL MEETING -CALLING OF**

- 1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 2) The Board must, upon receiving a request in writing, from at least five per cent of total number of Members, convene a Special General Meeting of the Association.
- 3) A request of Members for a Special General Meeting:
  - a) must state the purpose or purposes of the meeting; and
  - b) must be signed by the Members making the request; and
  - c) must be lodged with an Executive Member; and
  - d) may consist of several documents in a similar form, each signed by one or more of the members making the request
- 4) If the Board fails to convene a Special General Meeting requested to be held within one month after that date on which a request of Members for the meeting is lodged with the Executive Member, any one or more of the Members who made the request may convene a Special General Meeting to be held not later than three months after that date.

- 5) A Special General Meeting convened by a Member or Members as referred to in sub-rule (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## **29. NOTICE**

- 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Board must, at least 14 days before the date fixed for the holding of the general meeting, cause to notify each Member, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Board must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in sub-rule (1) specifying, in addition to the matter required under sub-rule (1), the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27 (2).
- 4) A Member desiring to bring any business before a general meeting may give notice in writing of that business and that business will be included in the next notice calling a general meeting given after receipt of the notice from the Member.

## **30. PRESIDING MEMBER**

- 1) A Board Member (generally the Chairperson or Vice-Chairperson) must preside as discussion facilitator at each general meeting of the Association.

## **31. MAKING OF DECISIONS**

- 1) A question arising at a general meeting shall be by a show of hands and a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a majority or lost, or an entry to the effect in the Minute Book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

## **32. QUORUM**

- 1) A quorum for a Special General Meeting is 10% of Members present in person and by proxy.

### **33. SPECIAL RESOLUTION**

- 1) A special resolution shall be passed in the following manner:
  - a) written notice must be sent to all Members advising that a general meeting is to be held to consider a special resolution;
  - b) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
  - c) a quorum must be present at the meeting;
  - d) at least three quarters of those present and proxy voters must vote in favour of the resolution;
  - e) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be sent to the relevant statutory authority for permission to pass the resolution in some other way.

### **34. VOTING**

- 1) Upon any question arising at a general meeting of the Association, Members (except Associate Members) are entitled to one vote.
- 2) A Member or proxy is not entitled to vote at any general meeting unless all monies due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription in respect of the then current financial year.
- 3) Votes must be given personally or by proxy, but no Member may hold more than one proxy.
- 4) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

### **35. APPOINTMENT OF PROXIES**

- 1) Each Member is entitled to appoint another Member as proxy by notice given to an Executive Member no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy shall be on the form prescribed by the Board.

### **36. POSTAL BALLOTS**

- 1) The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 15).
- 2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **PART 5: MISCELLANEOUS**

### **37. INSURANCE**

- 1) The Association will effect and maintain insurance.

### **38. FUNDS -SOURCE**

- 1) The funds of the Association are primarily derived from government funding, entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- 2) All moneys received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39. FUNDS -MANAGEMENT**

- 1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

### **40. ALTERATION OF OBJECTS AND RULES**

- 1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

### **41. CUSTODY OF BOOKS ETC.**

- 1) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association, must be maintained at the registered office.

### **42. INSPECTION OF BOOKS ETC.**

- 1) The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:
  - a) records, books and other financial documents of the Association,
  - b) this Constitution,
  - c) minutes of all Board meetings and general meetings of the Association.
- 2) A Member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

### **43. SERVICE OF NOTICES**

- 1) For the purpose of these rules, a notice may be served by or on behalf of the Association on any Member either personally or by sending it, either by post or by electronic means.
- 2) If a document is sent to a person by properly addressing, pre-paying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 3) If documents are sent to a person electronically, the document is, unless the contrary is proved, taken for the purpose of these rules to have been served on the person at the time at which it was sent.

### **44. WINDING UP**

- 1) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members
- 2) Further, in the event that the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
  - a) Gift of money or property for the principal purpose of the organisation
  - b) Contributions made in relation to an eligible fundraising event held for the principle purpose of the organisation
  - c) Money received by the organisation because of such gifts and contributions
- 3) Any distribution of surplus property must be approved by the Director General of The Department of Fair Trading.

### **45. INDEMNITY**

- 1) Every Member of the Board, working parties, auditors and other officers for the time being of the Association must be indemnified out of the assets of the Association against any liability arising out of the execution of duties incurred in defending any proceedings, whether civil or criminal, in which:
  - a) judgement is given in that person's favour; or
  - b) that person is acquitted; or
  - c) in connection with any application under the Ordinance where relief is granted by the court in respect of any negligence default, breach of duty or breach of trust.

#### **46. FINANCIAL YEAR**

- 1) The financial year of the Association is:
  - a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
  - b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.