



# QUEENSLAND BLUE LIGHT ASSOCIATION INCORPORATED



## CONSTITUTION



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## CONSTITUTION

### 2.1. Name

The name of the Association is the Queensland Blue Light Association Incorporated (Hereinafter called the Association). ABN 67 047 589 753 IA No. 1478.

### 2.2. Definitions

In this constitution the following words and expressions shall have the meanings respectively assigned to them, viz:

"**The Association**" means the Queensland Blue Light Association Incorporated

"**The Act**" means the Associations Incorporation Act 1981

"**The Constitution**" means the constitution of the Association

"**Police Officer**" means a sworn member of the Queensland Police Service

"**General Manager**" means the General Manager and Secretary of the Branch for the time being appointed under these Rules.

"**Board**" means the body elected by the members who are responsible for the management of the Association

"**Director**" means a person elected to be a member of the Board in accordance with the constitution

"**The Coordinator**" means the State Coordinator of the Association

"**The Secretary**" means the secretary of the Association

"**Annual General Meeting**" means the Annual General Meeting of the Association

"**Branch**" means any duly affiliated branch or PCYC associate member of the Association

"**Delegate**" means that person appointed by an Affiliate member

"**Committee**" means the management committee of a Branch

"**year**" means the fiscal year of the Association which runs from January 1 to December 31

"**Affiliate Member**" means a duly affiliated branch of the Association

"**Associate Member**" means a PCYC branch awarded membership by the Association

"**Foundation Member**" means a founding member of the Association



"**Association Life Member**" means a volunteer awarded a life membership after 10 years of voluntary service to the Association

"**Sapphire Life Member**" means a volunteer awarded a Sapphire life membership after 15 years of voluntary service to the Association.

"**Diamond Life Member**" means a volunteer awarded a Diamond life membership after 20 years of voluntary service to the Association.

## 2.3. Objects

The objects of the Association are:

- 2.3.1. To provide benevolent services chiefly for vulnerable and disadvantaged young people up to eighteen years of age for the relief of distress, misfortune, destitution, helplessness, poverty and suffering
- 2.3.2. To encourage better relations between young people and the Police.
- 2.3.3. To prevent crime especially that involving young people through the provision of suitable programs and activities.
- 2.3.4. To donate funds to any persons or bodies within the community having charitable objects particularly those that benefit young people.
- 2.3.5. To afford the young people of Queensland an opportunity to participate in clean, healthy programs and activities in an environment free from drugs, alcohol and violence.
- 2.3.6. To encourage the principles of good citizenship.
- 2.3.7. To awaken citizens to their responsibilities towards young people up to eighteen years of age.
- 2.3.8. To promote Blue Light activities to all sections of the community.
- 2.3.9. The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

## 2.4. Powers

To achieve the objectives of the Association it shall have the POWER to:

- 2.4.1. Co-operate with or subscribe to any other association, institute, society or corporation in any part of the world, whose objects are similar to the objects of the Association.
- 2.4.2. Purchase or otherwise acquire any land or buildings to be used for any purpose of the Association and generally any property, real or personal, or any estate or interest therein, required for any purpose of the Association and to hold, sell, lease, deal with and dispose of same in such a manner as may be considered expedient for the purposes of the Association.



- 2.4.3. Borrow or raise money and to mortgage and charge all or any part of the property of the Associations for the purpose of promoting its objects.
- 2.4.4. Apply for assistance to Government, other organisations or individuals.
- 2.4.5. Employ or dismiss any person.
- 2.4.6. Remunerate any person or organisation for services rendered or to be rendered.
- 2.4.7. Require inspection of assets and records of affiliate members and arrange audits.
- 2.4.8. Take possession of any assets and records of an affiliate member as required.
- 2.4.9. To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 2.4.10. Manage any gift of money or property consistent with the terms and conditions under which the gift is made.
- 2.4.11. Provide assistance to any organisation whose general objects are similar to those of the Association.
- 2.4.12. Obtain contributions of funds and property for the benefit of the Association
- 2.4.13. Construct, alter, furnish, equip and maintain any personal or real property.
- 2.4.14. Acquire any property, assets, undertakings or liabilities of any organisation with objects similar to the Association.
- 2.4.15. Appoint and instruct attorneys and to revoke such appointment.
- 2.4.16. Do all such lawful things as are incidental or conducive to the attainment of the objects of the Association.
- 2.4.17. To suspend the operations of or disaffiliate an affiliate member where the Board is of the opinion that the member is failing to comply with the Constitution or Branch rules of the Association.

## 2.5. Categories of Membership

2.5.1. There shall be six categories of membership of the Association namely:

1. Foundation members
2. Affiliated members
3. Association Life Members
4. Association Sapphire Life Membership
5. PCYC Associate Membership
6. Association Diamond Life Membership

2.5.2. The following persons shall be Foundation Members:

- VOLZ Arthur Lawrence
- CROMPTON William Denis
- DUFFICY Mark James



- PAGE Owen Henry
- SCHOFIELD Anthony John

- 2.5.3.** Affiliated members shall be branches which have applied for and been granted such status by application to the Board of the Association in accordance with the provisions of this Constitution.
- 2.5.4.** Each application for PCYC Associate Membership shall be considered on its own merits and granted upon the payment of a yearly fee as determined by the Board.
- 2.5.5.** Branches granted a PCYC Associate Membership shall forward details of attendance numbers and financial records for each, and every Blue Light function held to QBLAI State Office within 28 days of the function date. A copy of the Branch's PCYC Annual Audit must also be forwarded to QBLAI State Office.
- 2.5.6.** PCYC Associate Membership shall be subject to review every 12 months. The QBLAI reserves the right to revoke PCYC Associate Membership at any time as determined by the Board.

## **2.6. Application for Affiliate Membership**

- 2.6.1.** An application for Affiliate Membership shall be lodged in the manner determined by the Board. Application implies acceptance of the Constitution and Branch Rules of the Association.
- 2.6.2.** No branch will be admitted for Affiliate membership unless it has a Police Officer as Coordinator and as President and at least three other committee persons.
- 2.6.3.** The President and Co-ordinator may be one and the same person.
- 2.6.4.** Should insufficient Police Officers be available provision will be made for a different composition of the committee at the discretion of the Board upon written application.

## **2.7. Register of Members**

- 2.7.1.** A register of members shall be kept showing the name and address of all categories of membership.
- 2.7.2.** The register shall close a clear thirty (30) days before the date of the Annual General Meeting and no applicant shall be admitted to membership during this time.

## **2.8. Membership Fees**

- 2.8.1.** The membership fee for each class of membership shall be such sum as the Board shall from time to time determine.
- 2.8.2.** The membership fees for each class of membership shall be payable at such time as the Board may from time to time determine.

## **2.9. Termination of Membership**

- 2.9.1.** A member shall cease to be a member of the Association if:
- a. A resignation in writing is received by the Secretary
  - b. That member becomes bankrupt or dies
  - c. In the case of an affiliate member which has requested to disaffiliate



- 2.9.2. If it is proposed to terminate the membership of a member, the member shall be provided with the details of the proposed resolution and the date, time and place at which it is intended to consider such resolution.
- 2.9.3. A member whose membership is terminated pursuant to the provisions of this constitution may, within 7 days after the notice of the resolution is served on the member, appeal to the Association in general meeting against the resolution by lodging with the Secretary a notice to that effect.
- 2.9.4. On receipt of this notice, the Secretary shall convene a general meeting of the Association to be held within 30 days after the date of the notice convening, or as soon as possible after that date.
- 2.9.5. No business other than the question of the appeal shall be transacted.
- 2.9.6. The member whose termination is proposed shall be given the opportunity to make representations in relation to the appeal either orally or in writing.
- 2.9.7. The members present shall vote by secret ballot on the question of whether the decision to terminate membership shall be confirmed or revoked.
- 2.9.8. If the meeting passes a special resolution in favour of the confirmation of the decision to terminate membership, that resolution is confirmed.
- 2.9.9. A member may at any time prior to the meeting at which the resolution is to be considered, give notice to the Secretary of their resignation.

## 2.10. Rights of Members

- 2.10.1 Affiliate members shall be entitled to receive notices of meetings and to appoint one (1) delegate to represent, speak and vote at general meetings.
- 2.10.2 Foundation and Life members shall be entitled to receive notices of and to attend, speak and exercise a single vote at general meetings.
- 2.10.3 No one delegate or member shall exercise more than one vote.

## 2.11. Meeting Procedures

The conduct of all meetings shall be in accordance with all applicable legislation and in a manner that supports transparent and prudent decision making.

## 2.12. General Meetings

- 2.12.1 An Annual General Meeting shall be held within six months of the close of the financial year.
- 2.12.2 The business to be transacted at every Annual General Meeting shall be:
  - a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year.
  - b) the receiving of the auditor's report upon the books and accounts for the preceding financial year.



- c) the election of members of the Board
- d) the appointment of an auditor.
- e) the appointment of a Patron.

**2.12.3** Notice of an Annual General Meeting and nomination forms shall be forwarded to all members six (6) weeks prior to the date for the meeting.

**2.12.4** Nominations for officers, together with Notices of Motion, shall be forwarded to all members two (2) weeks prior to the date of the meeting.

**2.12.5** All other general meetings other than the Annual General meeting shall be called "Extraordinary General Meetings".

**2.12.6** An annual general meeting shall be convened by notice duly signed by the Secretary to each member of the Association specifying the date, time and venue of meeting.

**2.12.7** Notice shall be deemed to have been given to each member if it is forwarded to the email or postal address furnished to the Secretary or at the last email or postal address known to the Secretary.

**2.12.8** A notice sent by post shall be deemed to have been served on the day following that on which the notice is posted.

**2.12.9** A certificate signed by the Secretary that the notice was properly addressed, postage pre-paid, and posted through a Post Office shall be conclusive evidence.

**2.12.10** An Extraordinary General Meeting shall be convened by the Secretary as directed by the Board, notice of which shall be given to all members not less than fourteen (14) days prior to the date of the meeting.

**2.12.11** The Secretary shall convene an Extraordinary General Meeting upon the request in writing of not less than one-third of the members of the Association. Such request shall clearly specify the special business to be submitted to such meeting, which shall be held as soon as practicable.

**2.12.12** Only the special business set out in the notice paper shall be conducted at such meeting.

**2.12.13** The accidental omission to give notice of any meeting to, or the non-receipt of notice of any meeting in sufficient time to enable attendance at each meeting by any person entitled to receive such notice, shall not invalidate the proceedings at such meeting.

## **2.13. Procedures at General Meetings**

**2.13.1** At every general meeting the President shall preside as chairperson but in such absence the Vice President or in such absence the members shall choose one of their number to be chairperson at such meetings.

**2.13.2** At any general meeting the number of members required to constitute a quorum shall be half plus one.

**2.13.3** No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule, "member" includes a person attending as a proxy.





- 2.13.4** If within thirty (30) minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall be adjourned to a date to be fixed, which shall not be less than seven (7) days from the date of the adjournment.
- 2.13.5** The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 2.13.6** When at any general meeting, a declaration by the chairperson that a resolution has been carried or lost, an entry to that effect made in the proceedings of the meeting shall be conclusive evidence of the resolution of that motion.
- 2.13.7** A delegate, member or proxy, having the right to vote at the meeting, on any question or matter other than the election of chairperson of the meeting or the adjournment of the meeting, may demand a vote.
- 2.13.8** If a vote were demanded it shall be conducted as soon as practicable and the result of such vote shall be deemed to be the resolution of the matter being polled. The demand for a vote may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the chairperson shall determine the same and such determination made in good faith shall be final and conclusive.
- 2.13.9** The demand for a vote shall not prevent the continuation of a meeting for the transaction of any business other than the question on which a vote has been demanded.
- 2.13.10** Where any meeting is adjourned for more than ten (10) days, two (2) days' notice specifying the place, day and hour of such adjourned meeting shall be given to such persons as are entitled to receive notice from the Association, but it shall not be necessary to specify in such notice the nature of the business to be transacted at such adjourned meeting.
- 2.13.11** A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 2.13.12** The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not, be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 2.13.13** Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be form BL16 or a form as near thereto as circumstances permit.
- 2.13.14** The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument purposes to vote.
- 2.13.15** Proxies shall remain valid if the adjourned meeting is held within one (1) month of the original date unless withdrawn by the member allocating the proxy.



**2.13.16 Minutes of management committee meetings**

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (b) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

**2.14. The Board**

**2.14.1** The management and control of the business and affairs of the Association shall be vested in a Board.

**2.14.2 Composition of the Board**

- a) The Board shall comprise of six to eight Ordinary Directors who shall each be elected under clauses 2.14.2 (b) & (c); 2.14.3 through 2.14.14.

The General Manager shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.

- b) The person holding the position of the President of the Board shall be a police officer and the persons holding all other positions on the Board need not be police officers.

- c) All nominees for the Board shall be a member or a nominee of a member of the Association.

**2.14.3** Should the President, as per Clause 2.14.2 (b), cease to be a police officer, that person must resign from that position and the Board appoint a person who is a police officer to complete the term of office.

**2.14.4** At the Annual general meeting of the Association all the members of the Board shall retire from office but shall be eligible to stand for re-election.

**2.14.5** In the event of a casual vacancy on the Board, the Board may appoint a person, subject to this constitution, to fill that casual vacancy until the next Annual General Meeting.

**2.14.6** In the event of a vacancy on the Board the continuing directors may act notwithstanding such vacancy.

**2.14.7** Nominations for election to the Board shall be made in writing by two members of the Association and counter signed by the nominee. The nomination shall reach the Secretary not later than 14 days prior to the Annual General Meeting.

**2.14.8** If there are only sufficient nominations for the vacancies then those candidates shall be deemed to be elected.

**2.14.9** Elections for the board shall be by vote in a manner determined by the Association.

**2.14.10** The Chairperson shall appoint a Returning Officer who is not a member of the Association. Each candidate may nominate one scrutineer to superintend the taking of the vote. If a candidate does not nominate a scrutineer then the Chairperson shall nominate one scrutineer.

**2.14.11** After counting the votes the Returning Officer shall advise the Chairperson the result of the vote and the Chairperson shall declare same. In the event of a tie, the Chairperson may determine that another vote be held or the matter be decided by other means.



**2.14.12** The decision of the Returning Officer shall be final and binding in respect of all matters affecting the election.

**2.14.13** Following the declaration of the vote the voting papers shall be destroyed by the Returning Officer.

**2.14.14** An office of the Board shall be declared vacant if the occupant:

- a) Dies.
- b) Is declared bankrupt.
- c) Is determined to be mentally ill or of unsound mind or permanently incapacitated from carrying out the duties of the office.
- d) Is absent from three (3) consecutive meetings of the Board without leave of absence from the Board.
- e) Resigns the office
- f) Is removed by ordinary resolution of members in general meeting of which special notice has been given, before the expiration of the term of office.
- g) For any reason ceases to be a Director.
- h) Is prohibited by any order made under any provision of any statute or by any Court of competent jurisdiction.
- i) Is no longer a member or nominee of an affiliate member.
- j) Holds any office of profit under the Association.
- k) Is convicted of any act of treason, felony, crime or misdemeanour which in the opinion of the Board warrants such action.
- l) Is directly or indirectly interested in any contract with the Association provided however that they shall not vacate the office by reason of being a member of any body, which has entered into contracts with, or done work for the Association if they shall have declared the nature of their interest in the appropriate manner.
- m) No director shall be entitled to remuneration for services rendered but shall be entitled to out of pocket expenses.

**2.14.15** Board to Appoint Office Bearers

The Board shall appoint a Board Chair from amongst their number annually, who shall hold office at the pleasure of the Board. The Board shall also appoint annually:

A Board Vice-Chair from amongst their number who shall hold office at the pleasure of the board;

An Honorary Treasurer of the Branch from amongst their number who shall hold office at the pleasure of the Board;

A Branch Secretary to hold office at the pleasure of the Board. The Branch Secretary will be the



General/Business Manager unless determined otherwise by the Board;

Any other positions from amongst their number who shall hold office at the pleasure of the Board.

## **2.15. Procedures of the Board**

- 2.15.1** The Board shall meet no less than six (6) times per annum with the interval between meetings to be no greater than ninety (90) days.
- 2.15.2** The quorum necessary for the transaction of business shall be half plus one (1) of the total number of members actually appointed to the Board.
- 2.15.3** The Board shall have the power to determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents and to revoke such appointments.
- 2.15.4** Minutes shall be kept of:
- a) all appointments of Officers, Patrons, Life Members and employees.
  - b) names of members present at all meetings of the Association.
  - c) proceedings of all meetings of the Association.
- 2.15.5** Two (2) directors may at any time request in writing the convening of a meeting of the Board. The Secretary shall convene such meeting.
- 2.15.6** The President of the Association shall be chairperson of all meetings of the Board. If at any meeting the President is not present then the Vice President shall chair the meeting. In the event of both not being present then the directors shall appoint one of their number to be chairperson of that meeting.
- 2.15.7** Questions arising at any meeting shall be decided by a simple majority of votes and each member of the Board shall have one (1) vote. In case of an equality of votes the chairperson shall have a second or casting vote.
- 2.15.8** All acts bona fide done at any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such member of the Board or person acting aforesaid or that they or any of them were disqualified or that due notice of any such meeting was not given, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board and such meeting had been duly convened
- 2.15.9** The Board may delegate any of its powers to committees consisting of such member or members of the Association as it thinks fit and may revoke such delegation. Any committee so formed shall, in the exercise of the powers so delegated, conform to any directions that may be imposed on it by the Board.
- 2.15.10** A resolution signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. The members of the Board may sign separate copies of the resolution circulated for this purpose.
- 2.15.11** The Board shall have the power to make, alter and repeal from time to time all such Policy Minutes as it may think fit for the proper conduct and management of the Association subject only to the provisions of this constitution.



## **2.16. Committees**

### **2.16 Appointment of subcommittees**

- 2.16.1** The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
- 2.16.2** A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 2.16.3** A subcommittee may elect a chairperson of its meetings.
- 2.16.4** If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 2.16.5** A subcommittee may meet and adjourn as it considers appropriate.
- 2.16.6** A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **2.17. Employment of Staff**

- 2.17.1** The Board shall have the power to negotiate employment contracts and terminate such contracts. Subject to the provisions of this constitution it may by resolution delegate to an Executive Committee such of those powers and authorities as it may determine.

## **2.18. Accounts and Audit**

- 2.18.1** The Board shall cause proper accounting and other records to be kept.
- 2.18.2** The Board shall provide to delegates at each Annual General meeting, copies of the following documents:
- a) the audited statement for the financial year recently completed
  - b) the auditor's report
  - c) the reports signed on behalf of the Board as required by Statute.
- 2.18.3** The books of account shall be kept at the office of the Association or at such other place or places as the Board determines and shall be available for inspection by members of the Association at Association meetings.
- 2.18.4** The Board shall determine the time, place or circumstances of which these documents shall be open for inspection by delegates of the Association.
- 2.18.5** There shall be an Auditor or Auditors of the Association appointed by the Association at its Annual General Meeting.
- 2.18.6** The Associations financial year shall be deemed to commence on the first day of January in each calendar year and terminate on the next succeeding thirty first day of December.



## **2.19. Registered Office**

**2.19.1** The registered office of the Association shall be at such place within Queensland as the Board determines.

## **2.20. The Common Seal**

**2.20.1** The Common Seal of the Association shall not be affixed to any instrument or document except by authority of a resolution of the Board.

**2.20.2** The Seal shall be affixed in the presence of two (2) members of the Board and or the Secretary or such other person the Board may appoint for that purpose; and the said members and the Secretary or other person as aforesaid shall sign every instrument or document to which the Seal of the Association is so affixed in their presence.

**2.20.3** A Common Seal Register shall be maintained. Each entry shall include the date on which the Common Seal is affixed, a description of the instrument or document sealed and the signature of the persons in whose presence it is sealed.

## **2.21. Indemnity**

**2.21.1** Every member of the Board, agent, auditor, secretary or other members of the Board shall be indemnified out of the assets and funds of the Association against all loss and expenses incurred by them in the proper exercise of their duties or functions on behalf of the Association.

## **2.22. Alteration of the Constitution**

**2.22.1** No amendment of the constitution whether by alteration, addition or deletion shall be made unless carried by not less than two thirds of the votes of those present and entitled to vote at an Annual General Meeting of which at least fourteen (14) days notification in writing of such alteration, addition or deletion has been forwarded to all members entitled to receive notice of general meeting of the Association.

**2.22.2** Notwithstanding the provisions of the constitution, no such amendment shall have any force or effect until approved by the Registrar of Incorporated Associations (Qld).

## **2.23. Disbursement of Income or Property**

**2.23.1** The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives of the Association as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are, or have been, members of the Association or to any of them or to any person claiming through any of them.

## **2.24. Dissolution or Winding Up**

**2.24.1** The Association shall be dissolved if the membership is less than ten (10) members or if a special resolution to that effect is carried at a general meeting convened to consider the question.



**2.24.2 Distribution of Surplus Assets.**

**2.24.2.1** Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in clause 2.24.2.4) that remain after the company is wound up must be distributed to one or more charities:

- a. with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 2.3
- b. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company, and
- c. that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).

**2.24.2.2** The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

**2.24.2.3** If the company's deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 2.24.2.1(a), (b) and (c), as decided by the directors.

**2.24.2.4** For the purpose of this clause:

- a) 'gift funds' means:
  - i. gifts of money or property for the principal purpose of the company
  - ii. contributions made in relation to a fund-raising event held for the principal purpose of the company, and
  - iii. money received by the company because of such gifts and contributions.
- b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

**2.24.3** The liability of a member to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the dissolution or winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

END