

Constitution- Version Five

ASHEEP & BEEF INC.

1. Name

The organisation shall be called "ASHEEP & BEEF INC." abbreviated to "ASHEEP & BEEF", hereinafter referred to as the Association.

2. Objects

Subject to this constitution and the *Associations Incorporation Act 2015*, the objects of the Association are:

- a) To promote excellence, and actively advance livestock production, research, technology and extension in the South East Agricultural and Pastoral region
- b) To maximise net livestock income/ha through increased uptake of known, new and developing information and technology
- c) To optimise the genetic potential of the regional flock/herd by increasing production characteristics, fertility and offspring survival
- d) To improve productivity by increasing grower awareness of better farming systems
- e) To represent members of the Association in negotiations or discussions with organisations or persons wherever the Association thinks such representation is desirable
- f) To develop, assist and extend research of any kind associated with the development, handling and utilisation of livestock and their derivatives
- g) To identify new and required research targets
- h) To educate producers in market description and market needs

3. Powers

The Association has power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.

4. Non Profit

1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
2. A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
3. A payment to a member out of the funds of the Association is authorised if it is —
 - a. the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - b. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve

- Bank of Australia; or
- c. the payment of reasonable rent to the member for premises leased by the member to the Association; or
- d. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

5. Members

5.1. Full Member

The following shall be eligible for full membership of the Association:

- a) Any person, partnership or body corporate (either directly or indirectly) engaged in livestock production irrespective of whether that person, partnership or body corporate owns the land on which the livestock are being produced
- b) Any person, partnership or body corporate owning the land on which livestock are being produced
- c) Any other interested person, partnership, or body corporate as deemed fit to become a nominated full member by the executive committee of the Association

5.2. Associate Member

The following are eligible for associate membership:

- a) Any person, partnership or body corporate engaged in the further processing, trading or handling of livestock and their derivatives
- b) Any other interested person, partnership, or body corporate as deemed fit to become an associate member by the executive committee of the Association
- c) A partner or shareholder of any enterprise in full membership with the Association

6. Application for membership

An applicant for membership shall advise the Secretary in writing, setting out the classification of membership being sought and providing the name to be entered on the membership register and the postal address for notices and correspondence.

7. Becoming a member

An applicant for membership of the Association becomes a member when —

- a) the committee accepts the application; and
- b) the applicant pays any membership fees payable to the Association under rule 8.

The association's secretary will issue the member of the association a copy of the rules in force at the time their membership commences.

8. Subscriptions

The members shall set the annual subscriptions in annual general meetings on the recommendation of the Executive Committee.

9. Resignation of Members

A member wishing to resign shall do so by giving written notice to the Secretary and paying all dues and monies owing by the resigning member at the date of resignation

10. Termination or Suspension of Membership

10.1 The Executive may, by resolution, order the name of the member to be removed from the register, thereupon the member shall cease to be a member of the Association, either by

termination or suspension, if the person:

- a) Ceases to be qualified as a member
- b) Fails to pay any subscription or levy within the period for payment stipulated by these rules or by the Executive
- c) Is considered by the Executive to be guilty of misconduct or conduct which is contrary to the aims and objectives of the Association

The Secretary shall forward a copy of such resolution to the member concerned as soon as practicable following the passing of such resolution.

10.2 On ceasing membership, either by termination or suspension, a person shall forfeit all right to any claim upon the Association and its property and funds, provided however that cessation of membership shall not release any person from their existing liabilities or obligations to the Association

11. Expelled or Suspended Members- Right of Appeal

Any expelled or suspended member or associate member who may be aggrieved by any expulsion or suspension by the Executive Committee under the preceding rule may appeal to an Extraordinary Meeting of the Executive Committee. This is to be done by written notice lodged with the Chairman within fourteen days of the expulsion or suspension. Such notices shall be accompanied by the sum of \$100, which sum shall be forfeited if the appeal is dismissed.

The Executive Committee shall convene an Extraordinary meeting as soon as practicable after receipt of the written notice.

The member or associate member lodging the appeal shall outline the grounds of appeal to the meeting and the Chairman or person by whom the charge was laid shall outline the charge. Thereupon the meeting shall decide by a majority whether to uphold or dismiss the appeal. Should the meeting by a majority decide to uphold the appeal of such a member or associate member against the expulsion or suspension imposed by the Executive committee their rights and privileges shall be restored.

Until the hearing of any such appeal the decision of the Executive Committee shall have full effect, but such expelled or suspended member or associate member shall have the right to attend and to address any such special meeting.

12. Register of Members

12.1 The Secretary shall keep and maintain in one or more books or in a commercial system a register of all members of the Association in alphabetical order. Any change in the membership of the association will be recorded within 28 days of the change occurring. Each individual entry shall show not less than the following particulars:

- a) The full name and postal address or residential address or email of the member
- b) The date upon which the name of such member was entered in the register as a member
- c) The category of membership
- d) The date upon which the member ceased to be a member, provided that in this case all similar individuals entries may be grouped together in the register

12.2 An entry in the register shall be evidence of membership of the Association

12.3 The Secretary, upon request by a full member of the Association, shall make the register available for the inspection by the member and the member may make a copy of or take an

extract from the register for that purpose. The committee can determine a reasonable charge for providing a copy of the register.

13. Levies

The members in general meeting may by special resolution impose a levy on members for contribution to the Associations funds. Any such levy shall become due and payable immediately after the imposing thereof. The total amount of levies payable by a member in a year shall not exceed 50% of the amount of their subscription for that year.

14. Non-financial Members

14.1 Any member failing to pay any levy within two (2) months after notification thereof has been posted to them by the Secretary, or being in arrears three (3) months with their annual subscription shall be disqualified from taking part in the proceedings of the Association or from receiving any service or benefits from the Association

14.2 If default is made by any member in payment of a levy or subscription within the relevant period set out in sub-rule 14.1 hereof the Secretary shall notify such member by post that unless the arrears are paid within thirty (30) days the membership may be terminated.

If the member remains in default after the expiration of this period the Executive may terminate the membership in accordance with rule 10.1

14.3 The Executive in its absolute discretion may extend the period for payment by any member of a levy or subscription by a period determined by the Executive Committee. During such extended period the member may, at the discretion of the Executive Committee, be entitled to take part in the proceedings of the Association and receive any service from it, but that member shall not be entitled to a vote on any matter in any meeting of the Association.

15. Financial Year

The financial year of the Association shall commence on the first day of April and end on the last day of March in each year.

16. Meetings of Members

16.1 An annual general meeting of members shall be held in each calendar year not later than six months after the end of the associations financial year at such time and place as the Executive shall determine. At such meeting, a report on the affairs of the Association during the preceding year shall be submitted by the Executive together with a Financial Report and Balance Sheet.

16.2 The Secretary shall convene a special general meeting of members of the Association as soon as possible on the instructions of the Chairman or the Executive, or on a requisition signed by at least twenty (20) members of the Association. Every requisition made by the members shall express the object of the meeting to be called and shall be sent to or given to the Secretary. At any special general meeting held upon such requisition no business shall be dealt with other than that expressed in the requisition.

16.3 At least fourteen (14) days written notice of any annual general meeting and fourteen (14) days written notice of any special meeting shall be sent by the Secretary to the members by circular setting out the business to be transacted.

16.4 Fifteen (15) full members or one third of the total full membership, whichever is the lesser, shall form a quorum at any general meeting.

16.5 At all meetings of members of the Association, the Chairman shall preside and in his/her absence, the Vice Chairman. In the event of the Chairman and the Vice-Chairman not being present at the time appointed for the holding of the meeting or within 10 minutes thereafter, the members present shall choose, by way of a simple vote, an Acting Chairman from the members present.

16.6 A full member not personally present may be represented at any meeting or any adjournment thereof by:

- a) A proxy appointed in writing under his/her hand; or
- b) An attorney authorised by power of attorney to represent him/her; or
- c) A proxy appointed by way of facsimile notice received by the Chairman or Acting Chairman

No person shall be appointed a proxy who is not a member or associate member of the Association provided that when the member appointing the proxy is a firm or company the proxy may be a member of the Association. The instrument or facsimile notice appointing a proxy or the Power of Attorney must be lodged with the secretary at the meeting or adjourned meeting of members of the Association.

16.7 No one person shall be entitled to hold more than five (5) proxy votes at any meeting or adjourned meeting of the members of the Association.

17. Voting at Meetings of Members

17.1 Every question submitted at any meeting of members shall be decided in the first instance by a vote of all members present in which case every voting member shall have one (1) vote.

- a) In the case of an equality of votes the motion would lapse
- b) At any meeting, unless a secret ballot is demanded by more than ten percent of the members present or a poll is demanded by two full members, a declaration by the Chairman or Acting Chairman that a resolution has been carried or carried by a particular majority, an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact.

17.2 When a secret ballot is held only financial members shall be entitled to vote and they shall each be entitled to one (1) vote, and subject to this constitution, any person shall also be entitled to one (1) vote for each valid proxy vote held.

17.3 When a poll is held only financial members shall be entitled to vote and they shall be entitled to one (1) vote and subject to this constitution, any person shall also be entitled to one (1) vote for each valid proxy vote held.

18. Management of Affairs

Subject to the general control of members of the Association in general meeting, the management of the Associations affairs shall be vested in an Executive Committee as hereinafter defined

19. Executive Committee

The Executive Committee shall consist of twelve members, who at the first committee meeting following the annual general meeting shall elect from within their membership the Chairman, the Vice-Chairman, the Secretary, and the Treasurer.

While a person may nominate for more than one office, with the exception of combining the positions of secretary and treasurer, a candidate is not eligible to hold simultaneously more than

one of the offices listed herein. Ballots for each office shall be held separately and consecutively in descending order from the highest office. The ballot for an office cannot commence until the result of the preceding ballot has been declared. The highest office shall be ascertained from the following table:

- Chairman
- Vice-Chairman
- Secretary
- Treasurer
- Up to 8 Ordinary Members

If a candidate is successful in one ballot and has nominated for other positions those other nominations shall be declared void and that member shall not be considered as a candidate for any other executive position.

Each member of the Executive shall be elected by the members of the Association at an annual general meeting and shall, at the end of his term of office, be eligible for re- election.

Only financial members shall be eligible for nomination

Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:

- a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
- a person who has been convicted, within or outside the State, of-
 - an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - an offence under Part 4 Division 3 or section 127 of the Act
 - Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

Section 3 of the Act provides a definition of "officer". The duties provisions will apply to committee members and to those persons who have the ability to influence the management committee but who do not hold a formal committee position

- Under section 44 of the Act an officer of an association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person-
 1. were an officer of the association in the association's circumstances; and
 2. occupied the office held by, and had the same responsibilities within the association as, the officer.
- Under section 45 of the Act an officer of an association must exercise his or her powers and discharge his or her duties-
 1. in good faith in the best interests of the Association; and
 2. for a proper purpose.
- Under section 46 an officer of an association must not improperly use his or her position to-
 1. gain an advantage for the officer or another person; or
 2. cause detriment to the Association.
- Under section 47 a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to-
 1. gain an advantage for the person or another person; or

2. cause detriment to the Association.

20. Powers of the Executive Committee

Without limiting or restricting the general powers conferred by these rules, the Executive committee shall have power:

- a) To adopt such measures from time to time as it deems expedient for the purpose of giving effect to the objects of the Association, including consideration of alternative methods or schemes of arrangement regarding the receipt and disposal of livestock and their derivatives.
- b) To act notwithstanding any vacancy in its body provided a quorum is present.
- c) To appoint such staff as may be found necessary for the proper conduct of the Association and to remove, suspend or dismiss any of such staff and to prescribe and regulate their powers and duties.
- d) To make and give receipts, releases and other discharges, for moneys payable to the Association and for the claims and demands of the Association.
- e) To draw, accept, make, endorse, transfer, discount, guarantee and negotiate such bills of exchange and promissory notes, and give such indemnities and guarantees and enter into such other obligations as may seem to it to be expedient for the purpose of the Association
- f) From time to time, make and to alter, vary and rescind, such by-laws for the carrying out of these rules, to put into effect the powers and authorities thereby vested in the executive, and for regulating the conduct and proceedings of the Association and of the Executive meetings, and generally to provide for all such matters and things relating to the management of the property of the Association in a general meeting.
- g) To liaise, interact or work with groups and / or with individuals, with similar objectives for the production of livestock and their derivatives.
- h) To appoint sub - committees consisting of one or more members and/ or officers of the Association to advise and report on such matters as the Executive directs.
- i) To expel or suspend any member in accordance with rule 10.1

21. Meetings of the executive

21.1 The Executive shall meet at least three times per year. The Chairman, or in his/her absence the Vice-Chairman, shall be empowered to convene special meetings of the Executive as he/she deems necessary.

21.2 At all meetings of the Executive, the Chairman shall preside and in his/her absence, the Vice-Chairman, and in the absence of both the Chairman and the Vice-Chairman, the Executive shall elect an Acting Chairman from amongst the members present

21.3 At least seven (7) days before the date of a meeting of the Executive, the Secretary shall give each member of the Executive written notice stating the date, time and place at which the meeting will be held and that the notice shall also include notice of the business to be transacted.

21.4 At a meeting of the Executive five members shall form a quorum. Questions arising at

any meeting of the Executive shall be decided by a majority of votes. In the case of an equality of votes of all executives present the motion would lapse.

21.5 At the meeting of the executive any motion to rescind a previous motion of the executive must be carried by an absolute majority of the executive.

22. Minutes of committee meetings

22.1 The committee must ensure that minutes are taken and kept of each committee meeting.

22.2 The minutes must record the following —

- the names of the committee members present at the meeting;
- the name of any person attending the meeting
- the business considered at the meeting;
- any motion on which a vote is taken at the meeting and the result of the vote.

22.3 The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.

22.4 The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
the chairperson of the meeting; or
the chairperson of the next committee meeting.

22.5 When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —

- the meeting to which the minutes relate was duly convened and held; and
- the matters recorded as having taken place at the meeting took place as recorded; and
- any appointment purportedly made at the meeting was validly made.

23. Election of Office Bearers

23.1 One half of all Executive Committee positions shall be declared vacant at the annual general meeting of the Association and those elected shall be appointed for a term of two years and assume office at the conclusion of the meeting.

23.2 At the first executive meeting following the annual general meeting all positions would be declared vacant and those elected for the ensuing year hold office until the conclusion of the next annual general meeting

- a) The Chairman can be appointed for a maximum consecutive term of three years
- b) No maximum term shall be applied to other executive positions

23.3 The notice to members calling for nominations shall contain the names of the members of the Executive Committee and the number of meetings of the executive committee, which they attended in the previous year.

23.4 If more nominations are received than vacant positions on the executive then a secret ballot shall be held as hereinafter provided, in order to decide the position/positions.

23.5 The only persons entitled to vote on such ballots shall be financial or nominated members of the Association

23.6 The procedure for secret ballots shall be as follows:

- a) The Chairman shall appoint a returning officer, subject to acceptance by the meeting of the person being appointed.
- b) The returning officer shall issue material to the meeting suitable for conducting a written ballot for each office for which a vote is required
- c) Unless otherwise decided by a resolution of the members at the general meeting voting shall be on the preferential system.
 - I. Where the position or positions to be filled are less than the number of candidates, the voter shall vote by marking on the ballot paper "1" against the name of the candidate who is their first choice, and a number ascending sequentially against the name of each candidate in order of preference, until a vote is recorded against each candidate.
 - II. The returning officer will ascertain the number of votes against each candidate and the candidate with the least number of votes will be elected.
 - III. Where the number of positions to be filled is greater than one, candidates will be filled in ascending sequential order of votes until all positions are filled.
 - IV. If on any count two or more candidates each receive the same number of votes, unless otherwise determined by the general meeting, the returning officer shall decide by lot which candidate shall remain in the count.
 - V. For the inaugural meeting the first six candidates elected to the Executive shall have a two-year term.
 - VI. The remaining members voted to the Executive committee shall serve a one-year term.
 - VII. At an annual meeting after the inaugural meeting the first six elected will serve a two year term, and should there be any other vacancy or vacancies on the executive, those elected will serve a one year term.

23.7 The returning officer shall reject ballot papers:

- a) Whereon there are marks, erasures or omissions, which in his/her opinion render the vote informal or tend to destroy the secrecy of the ballot.
- b) Which in his/her opinion is not the vote of the member purporting to vote or is the vote of a person not entitled to vote.

23.8 The returning officer shall declare the ballot and immediately forward to the Chairman a declaration identifying the positions that have been filled by such ballot. In the case of a tie, the meeting shall decide the issue.

23.9 Each candidate may appoint one scrutineer who may peruse nominations and be present during the counting of votes.

23.10 A scrutineer may query the acceptance of any nomination and the inclusion of or exclusion of any vote in the count but the determination of the returning officer on any such matters shall be final.

23.11 A scrutineer shall not remove, mark, alter or deface any ballot paper or other document used in connection with the election.

23.12 The returning officer shall do all that is reasonably necessary to enable a scrutineer to exercise his rights. No election shall be in any way declared void by reason of the fact that a scrutineer has not exercised his/her rights after having had a reasonable opportunity to do so.

23.13 After the declaration of all positions the meeting shall decide the fate of the ballot papers.

24. When Membership of the Committee Ceases

A person ceases to be a committee member if the person —

- a) dies or otherwise ceases to be a member; or
- b) resigns from the committee or is removed from office; or
- c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

Where a person ceases to be a member of the association's committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the association's affairs.

25. Casual Vacancies

If the office of a member of the Executive becomes vacant before the expiration of their term of office, the Executive shall, at its next meeting after the occurrence of the vacancy, choose a person to act as a holder of the office until the expiration of that term.

26. Secretary

The secretary shall carry out such duties as provided by this constitution and any other duties as prescribed by the Executive from time to time.

27. Material Personal Interests of Committee Members

Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:

- a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
- b) disclose the nature and extent of the interest at the next general meeting of the association

Under section 42(3) of the Act this rule does not apply in respect of a material personal interest:

- (a) that exists only because the member-
 - is an employee of the incorporated association; or
 - is a member of a class of persons for whose benefit the association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.

Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

28. Investments

The Executive Committee may invest any money in their hands in the name of the Association :

- a) In authorised accounts approved by the executive committee
- b) On any assets which will assist the Association in achieving its objectives.

29. Accounts

29.1 The funds of the Association and its income and property shall, subject to the members in general meetings, be under the control of the Executive which shall have the sole management thereof.

29.2 The Executive shall cause proper books of accounts to be kept recording a true account of the financial transactions of the Association and of all receipts and expenditures, and the assets, credits and liabilities of the Association.

29.3 The Treasurer shall in accordance with these rules cause the books of accounts to be maintained completely written up as hereinbefore required. At the first Executive Committee meeting after the end of each financial year the Treasurer shall cause to be prepared a financial report including a statement of revenue and expenditure and a balance sheet for such financial year. The Treasurer shall also provide a similar series of reports representing budgeted revenue and expenditure for the forthcoming financial year, which shall be submitted to the Executive for its approval.

29.4 Cheques shall be signed in the normal course of business by the Secretary / Treasurer or any other signatory being nominated by the Executive Committee.

30. Financial Statements and Financial Reports

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.
1. Under section 66 of the Act, an incorporated association must keep financial records that: -
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
2. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

31. Summoning Meetings

All general meetings of members shall be summoned in the manner prescribed by sub rule 16.3. Meetings of the Executive Committee or any sub committee shall be summoned by notice given in the manner provided in rule 21.3

32. Notices

Subject to rule 31 a notice may be given by the Association to any member either personally or by telephone, electronic mail, facsimile notice or by post, to the address supplied by the member to the Association for the giving of notices to the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the letter containing the notice and to have been effected at the time which the letter would be delivered in the ordinary course of post.

33. Reimbursement of Expenses

Every member of the Executive or other servant of the Association may be reimbursed out of the funds of the Association for authorised costs at the discretion of the Executive, and shall be indemnified by the Association for and duly authorised expenses or liabilities incurred.

34. Alternations to Rules

These rules may be altered from time to time by a resolution passed by a special majority requiring three-fourths approval of the members present at an annual general or special meeting. A notice in writing must be provided showing the proposed alterations, given to all members not less than twenty-one days prior to the meeting.

Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.

Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

35. Dissolution

The Association may be dissolved by a special resolution by a three-fourths majority of those present in person and by proxy passed at a special general meeting. Thereupon or at such future date that shall be specified in such resolution the Executive shall proceed to wind up the affairs of the Association. If on winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be classed as 'surplus property'

36. Distribution of Surplus Property on cancellation of incorporation or winding up

Under section 24(1) of the Act surplus property can only be distributed to one or more of the following

—

- a) an incorporated association;
- b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
- c) a company holding a licence that continues in force under the Corporations Act section 151;

- d) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
- e) a body corporate that —
 - I. is a member or former member of the incorporated association; and
 - II. at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
- f) a trustee for a body corporate referred to in paragraph (e);
- g) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.

(1) In this rule —

surplus property, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

37. Common Seal

The common seal of the Association engraved with the name of the Association shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the committee and in the presence of the Chairman and two members of the committee both of whom shall subscribe their name as witnesses.

38. Record of Office Holders

Under section 58 of the Act an association must maintain a record of —

- a) the names and addresses of the persons who are members of its management committee; or hold other offices of the association provided for by its rules;
- b) the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and
- c) the name and address of any person who is appointed or acts as trustee on behalf of the association.

Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

39. Inspection of Records

Any member of the Association shall be entitled during normal business hours and at such other time as mutually agreed with the Secretary to inspect the records and documents of the Association. Said member is entitled to make a copy or take an extract from the up to date rules

of the Association.