

THE MONTESSORI SCHOOL, KINGSLEY, INC

CONSTITUTION AND RULES

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CONSTITUTION AND RULES
OF
THE MONTESSORI SCHOOL, KINGSLEY, INC

1. NAME

The Association shall be called THE MONTESSORI SCHOOL, KINGSLEY, INC.

2. DEFINITIONS

In these rules, unless the contrary intention appears:

‘the Act’ means the *Associations Incorporation Act 2015*;

‘the Association’ means the Association referred to in rule 1;

‘Annual General Meeting’ is the meeting convened under paragraph of rule 13(a);

‘the Chairperson’ means the Chairperson referred to in Rule 23;

‘the Deputy Chairperson’ means the Deputy Chairperson referred to in rule 23;

‘the Commissioner’ means the Commissioner for Consumer Protection exercising powers under the Act;

‘the Council’ means the Council of Management of the Association referred to in rule 15;

‘Council meeting’ means a meeting referred to in rule 20;

‘Council member’ means person referred to in rule 15(b);

‘convene’ means to call together for a formal meeting;

‘Department’ means the government department with responsibility for administering the *Associations Incorporation Act 2015*;

‘financial year’ means a period referred to in rule 5(a);

‘general meeting’ means a meeting to which all members are invited;

‘member’ means member of the Association as referred to in rule 6;

‘ordinary resolution’ means resolution other than a special resolution;

‘the Secretary’ means the Secretary referred to in rule 24;

‘Special Meeting’ means a general meeting other than the annual general meeting;

‘special resolution’ has the meaning given by section 24 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than seventy-five percent (75%) of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least three (3) members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

‘the Treasurer’ means the Treasurer referred to in rule 25.

3. OBJECTS

Underlying all the objects for which the Association is established are the objects of the Association Montessori Internazionale namely:

- (a) To propagate, maintain and further the rights of the child in society.
- (b) The objects in paragraph (a) shall be pursued by all lawful means, more particularly by:
 - (i) demonstrating the importance of Young People in and for the progress of civilisation, propagating the Montessori method;

- (ii) spreading knowledge concerning the physical, intellectual, moral, social and mental development of the child, at home as well as at school and in society;
 - (iii) the spreading and maintenance of the educational methods created by Dr Maria Montessori, aiming at developing the self-reliance and the personality of the child by allowing it to work on its own and thus to further the interest which Association has in young people;
 - (iv) the creation of an atmosphere and an opportunity for a normal development of young people, so that youth and adults may work together in harmony for higher and more peaceful civilisation, the development of the general recognition of the rights of the child and this irrespective of race, religion or political conviction, the co-operation with other bodies and organisations which fight for Human Rights, for the development of the system of education and for the furtherance of peace.
- (c) And in addition:
- (i) To promote interest in and understanding of Montessori principles and practice throughout the community.
 - (ii) To aid Directors as far as possible in their Montessori vocation.
 - (iii) To make provision for instruction and experience to give interested parents and others basic insight into the educational methods created by Dr Maria Montessori and the opportunity to provide greater assistance to objects encouraged by the Association.

4. NON-PROFIT CHARACTER OF THE ASSOCIATION

- (a) The income and property of the Association shall be applied solely towards the promotion of the foregoing objects and no portion shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to members of the Association provided that nothing shall prevent the payment in good faith of remuneration to any officer or member of the Association in return for any service actually rendered to the Association nor for goods supplied in the ordinary and usual course of business nor prevent the payment of interest on money borrowed from any member of the Association or reasonable and proper rent for premises let by any member of the Association.

- (b) If upon the winding-up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members or former members of the Association but shall be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

5. FINANCIAL YEAR

- (a) The financial year shall commence on the 1st day of January in each year and end on the 31st day of December in each year.
- (b) The annual subscription shall be due and payable within two months of the commencement of the financial year of the Association and every member whose subscription is not paid within that time shall cease to be a member of the Association.

6. MEMBERS

There shall be two classes of members namely,

- (a) Voting members

The following shall be voting members of the Association:

- (i) Members of Council
- (ii) All parents and legal guardians of children enrolled in and attending the Montessori School and all permanent employees of the School.
- (iii) Every person who has been proposed by a voting member and seconded by another voting member and who has been accepted as a voting member by the Council and who shall subscribe an amount not less than that determined by the Council for the purposes of this clause during any financial year.

(iv) Every person, firm, association or body corporate who shall have been declared by resolution of the Council to be an honorary member.

(v) Life Members.

(b) Non-Voting Members

Every other person, firm, association or body corporate who has been proposed by a voting member and seconded by another voting member and who has been accepted as a non-voting member by the Council and who shall subscribe an amount not less than that determined by the Council for the purposes of this clause during any financial year.

7. REGISTER OF MEMBERS OF ASSOCIATION

- (a) A register of all persons who are members of the Association shall be kept.
- (b) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses;
- (c) The register must be so kept and maintained at the Montessori School, Kingsley, office, or at such other place as the Council decide;
- (d) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 6 to be deleted from the register of members referred to in rule 7 (a).

8. REPRESENTATION AT MEETINGS

Each firm, association or body corporate which shall be a voting member of the Association shall be represented at the meetings of the Association by such person as it shall from time to time nominate in writing a member to vote at meetings of members.

9. LIFE MEMBERS

Life members may be elected by a seventy-five percent (75%) majority of members present at the Annual General Meeting or a Special Meeting on the recommendation of the Council for especially meritorious service rendered to the Association. Life members shall be entitled to all the privileges of membership but shall be exempt from payment of any portion of the annual subscription.

10. HONORARY MEMBERS

Honorary members may be elected by a seventy-five percent (75%) majority of the Council for any purpose. Honorary members shall be entitled to all the privileges of ordinary members but shall be exempt from payment of any portion of the annual subscription.

11. PATRONS

The Association may appoint any person or persons patron or patrons of the Association.

12. DISPUTE RESOLUTION

Any dispute which may arise between members of the Association or between a member or members and the Association shall be dealt with in accordance with the rules set out in the Association's 'Dispute Resolution and Mediation Policy and Procedures' document.

13. GENERAL MEETINGS

- (a) All General Meetings, whether Ordinary (hereinafter called 'Annual General Meeting/s') or Special, shall be held at such time and place as the Council shall determine and fourteen (14) days' notice thereof shall be given to members.
- (b) Annual General Meetings shall be held within six (6) months of the end of the financial year. If it is proposed to hold the Annual General Meeting more than six (6) months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under

section 50(3)(b) of the Act within four (4) months after the end of the financial year.

- (c) At any General Meeting, whether Annual General or Special, ten (10) members shall form a quorum.
- (d) The ordinary business of the Annual General Meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any Special Meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (ii) to receive and consider –
 - (A) the Council’s annual report on the Association’s activities during the preceding financial year; and
 - (B) the financial statements of the Association for the preceding financial year presented in accordance with Part 5 of the Act; and
 - (C) a copy of the auditor’s report on the financial statements or financial report;
 - (iii) to elect the Council members of the Association;
 - (iv) to appoint or remove an auditor of the Association in accordance with the Act;
 - (v) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- (e) The Council may at any time convene a Special Meeting.
- (f) The Council must on a requisition signed by not less than fifteen (15) members stating the objects of such requisition summon a Special Meeting of the Association to be held not later than six (6) weeks after the receipt of such requisition. If it neglects to summon such Special Meeting to be held within the time aforesaid the requisitionists may summon such meeting.

- (g) The notice convening a Special Meeting shall specify the particular matter or matters to be discussed and no resolution passed thereat shall be binding unless at least one-third of the members are present and take part in the voting, and no business other than that specified in the requisition shall be transacted.
- (h) At every Annual General Meeting and Special Meeting, the Chairperson shall preside. In the absence of the Chairperson, the Deputy Chairperson shall preside, and in the absence of both the Secretary shall preside, and in the absence of any of the Chairperson, the Deputy Chairperson and the Secretary the chair shall be taken by such member as the meeting shall then elect.
- (i) No member shall have more than one (1) vote except that in the case of equality of votes the Chairperson shall have a casting vote in addition to his or her primary vote.
- (j) No person shall vote on any matter in which he or she has a personal material interest or debate on such matter without the permission of the majority of the persons present and voting for him or her to so vote on or debate such matter.

14. OFFICERS

- (a) The Officers of the Association shall be as follows:
 - (i) Chairperson; and
 - (ii) Deputy Chairperson; and
 - (iii) Secretary; and
 - (iv) Treasurer
- (b) Only members of Council shall be eligible to be appointed to the above positions.
- (c) Officers of the Association are to be elected by Council at the first Council meeting following the Annual General Meeting each year.
- (d) A person must not hold two (2) or more of the offices listed under rule 14(a).

15. MANAGEMENT

- (a) The management of the Association shall be under the control of the Council.
- (b) The Council shall consist of:
 - (i) Three senior members;
 - (ii) Three special members;
 - (iii) Two general members;
 - (iv) The School Principal;
 - (v) The Treasurer, who shall be co-opted by Council; and may include
 - (vi) Two further co-opted members.

16. LEGAL DUTIES OF COUNCIL MEMBERS

- (a) Council members must exercise their duty:
 - (i) with care and diligence;
 - (ii) in good faith and for proper purpose in the best interests of the Association;
 - (iii) and not misuse their position, nor misuse information obtained;
 - (iv) and not allow the Association to trade when insolvent.
- (b) Under the Act the above duties of Council members also apply to other officers of the Association, which include persons who:
 - (i) participate in making decisions that affect a whole or substantial part of the Association's operations;
 - (ii) have the capacity to significantly affect the Associations financial standing; or
 - (iii) with whose instructions the management committee is accustomed to act.

17. ELECTION AND RETIREMENT OF MEMBERS OF THE COUNCIL

- (a) The names of the three initial senior members having been determined in writing by the majority of the members of the Association at the adoption of this constitution and these rules, on death or retirement of any senior member the continuing senior members shall determine in writing the name of the senior member to fill such vacancy. In the event that two (2) vacancies should arise simultaneously or the two (2) remaining senior members cannot reach agreement on a replacement, determination shall be by a majority decision of Council.
- (b) Persons eligible for nomination for election to the position as special member shall be voting members of the Association who have completed an accredited Montessori course recognised by the Council. In the event that insufficient nominations are received from members with Montessori course accreditation such other nominations as shall be approved by the Council. Election shall be for a term of two (2) years.
- (c) The two (2) general members shall be voting members of the Association elected at the Annual General Meeting for a term of two (2) years.
- (d) Subject to the foregoing at the Annual General Meeting in each year at least one special member and one general member of the Council shall retire and the vacancies so caused shall be filled by election. Any retiring member shall subject to the foregoing be eligible for re-election.
- (e) The special member and general member to retire shall be those who shall have been longest in office since his or her last election and in case more than one shall have been in office for the same period then the special member or general member to retire shall be determined by lot.
- (f) The Treasurer shall be co-opted to Council at the first meeting of Council following the AGM, or at any other time that the position become vacant.
- (g) The two (2) members of the Council co-opted by the Council may be co-opted at any time or times for a specified period by a majority decision of the Council.
- (h) School staff members may be elected to Council but no more than two (2) members of staff, in addition to the Principal, shall sit on Council at any one time. However, Council may appoint one (1) only further member of staff to one of the co-opted positions on Council.

- (i) A School staff member who is also a current parent of a student in the School may not be elected or co-opted to Council.
- (j) Nominations for Council shall be called not later than twenty-eight (28) days before the Annual General Meeting and not later than fourteen (14) days before the Annual General Meeting is to be held nominations for the vacant positions shall be made. Nominations shall be on the official nomination form and shall be signed by the proposer, a seconder and the person nominated. On the receipt of the nominations ballot papers containing the names of the candidates and the position for which they are nominated shall be printed. The list of candidates shall be advertised to the membership prior to the Annual General Meeting.
- (k) A person is excluded from being on the Council (without special approval of the Commissioner for Consumer Protection) if they:
 - (i) are bankrupt or their affairs are under insolvency laws;
 - (ii) have been convicted of an indictable offence in relation to the promotion, formation or management of a body corporate in the last five (5) years;
 - (iii) have been convicted of an offence involving fraud or dishonesty punishable by at least three (3) months imprisonment in the last five (5) years;
 - (iv) have been convicted of an offence under the Act, where a person has allowed an association to operate while insolvent in the last five (5) years.
- (l) Each member present at the Annual General Meeting shall receive a ballot paper. Members who are unable to be present may cast votes at a General or Special meeting by proxy by completing an official proxy form and lodging it with the Chairperson prior to the meeting. A maximum of two (2) proxy votes may be held by a single member at a meeting.
- (m) The Chairperson of the meeting shall determine the number of votes received by each candidate and the candidate or candidates receiving the highest number of votes for the respective offices to which they are seeking election shall be declared elected. In the event of a tie the Chairperson of

the meeting according to his or her choice shall declare one of the candidates elected.

- (n) Any vacancy among the elected members of the Council caused otherwise than by retirement under the preceding rules may be filled by the Council and the member so elected shall hold office with the normal rights and duties of a Council member until the Annual General Meeting next following his or her appointment.
- (o) All elected members of the Council shall remain in office until their successors are appointed.
- (p) The office of a member shall become vacant if he or she:
 - (i) Becomes bankrupt or makes any composition or arrangement with his or her creditors generally.
 - (ii) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (iii) Resigns his or her office by notice in writing to the Council.
 - (iv) For more than six (6) months is absent without permission of the Council from meetings of the Council held during that period.
 - (v) Is directly or indirectly interested in any contract or proposed contract with the Council and fails to declare the nature of his or her interest.

18. MATERIAL PERSONAL INTERESTS OF COUNCIL MEMBERS

- (a) A Council member who has a material personal interest in a matter being considered at a Council meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council;
 - (ii) disclose the nature and extent of the interest at the next general meeting of the Association.
- (b) This rule does not apply in respect of a material personal interest

- (i) that only exists because the member is an employee of the Association; or
 - (ii) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (c) A member of the Council who has a material personal interest in a matter being considered at a meeting of the Council must not be present while the matter is being considered at the meeting or vote on the matter.
- (d) The Association must record every disclosure made by a Council member of a material personal interest in the minutes of the Council at which the disclosure is made.

19. COMMITTEES

The Council may from time to time appoint such of the members of the Association as it thinks fit to be a committee to undertake and perform such functions as are committed to it and may delegate to such committee such of its powers and authorities as they may think fit. The Council may at any time dissolve any committee or rescind any delegation of powers made to them.

20. PROCEEDING OF COUNCIL

- (a) The Council shall meet together for the discharge of business at least eight (8) times in every calendar year and may adjourn and otherwise regulate their meetings as they may think fit. Five (5) members of the Council shall be a quorum. The Chairperson or any three (3) members of the Council may at any time summon a meeting of the Council. Notice of every meeting of the Council shall be given to members thereof in such form and in such manner as the Council shall determine.
- (b) Continuing members of the Council may act notwithstanding any vacancy in their body, provided that if their number falls below five (5) the continuing members of the Council shall not so act so long as their number is below five (5) except in an emergency or for the purpose of filling up vacancies.

- (c) The members of the Council shall elect a Chairperson and Deputy Chairperson annually at the first meeting of Council following the Annual General Meeting.
- (d) Each Council member has a deliberative vote and any question arising at a Council meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Council meeting shall have a casting vote in addition to his or her deliberative vote.
- (e) A member of the Association who is not a Council member may attend any Council meeting. A person who is not a member of the Association may attend a Council meeting if invited to do so by the Council.
- (f) Any person attending a Council meeting who is not a member of Council:
 - (i) has no right to any agenda, minutes or other documents circulated at the meeting;
 - (ii) must not comment about any matter discussed at the meeting unless invited by the Council to do so;
 - (iii) cannot vote on any matter that is to be decided at the meeting;
 - (iv) must withdraw from the meeting before any matters deemed to be of a confidential nature by person presiding at the Council meeting are raised.

21. POWERS OF THE COUNCIL

The Council shall have exercise and carry out all rights, powers, authorities and functions possessed by, vested in or exercisable by an association incorporated under the Associations Incorporation Act 1895, whether the same are or shall be implied by law or conferred by the said Act or any amendment thereof or any other statute or regulation and in particular the Council shall have full power and authority from time to time in their discretion to do, perform and carry out all or any of the acts, matters and things set out hereunder provided that the Council shall at all times act within and pursuant to the objects and limitations set out in Clause 3 hereof:

- (a) To carry out all or any of the objects of the Association;

- (b) To provide a focus and a forum for the involvement of parents and the school community;
- (c) To work in close cooperation with the Principal to set, maintain and promote the broad direction and vision of the school;
- (d) To carry out strategic planning for the school including: developing, monitoring and reviewing the objectives and targets of the strategic plan, and monitoring human resource and asset management plans;
- (e) To ensure the development of policies for the school including policies for the safety, welfare and discipline of students;
- (f) To report to the school community on: the strategic plan, the finances of the school, operational plans and the Council's operations;
- (g) To ensure the maintenance of a satisfactory standard of education and the quality of the educational program;
- (h) To employ, performance manage, discipline and dismiss the Principal;
- (i) To fix the wages, salaries or other emoluments of its employees and the remuneration of other persons rendering service to it;
- (j) To raise or aid or contribute in the raising of funds for the use and benefit of any school conducted by the Association whether for endowment, building, embellishment or improvement, education, recreation or any other purpose considered advantageous to the Association, its schools;
- (k) To borrow moneys and to secure the repayment thereof by mortgage, charge or pledge of any of the property of the Association or in any other manner the Council may consider fit;
- (l) To invest any moneys of the Association not immediately required in any security authorised by the law for the time being for the investment of trust moneys and generally to manage, invest and expend all moneys and property belonging to the Association.
- (m) To undertake or execute any trusts which may be deemed desirable or conducive to the objects of the Association;

- (n) To make donations and subscriptions for any purposes which the Council may think necessary or convenient for the promotion of any of the objects of the Association;
- (o) To purchase and take on lease or hire or otherwise acquire and hold and use real and personal property of every kind and to let, sell, transfer, mortgage, charge assign or otherwise dispose of the same or any part thereof and to make, grant and execute leases, conveyances, transfers, mortgages, assignments and other deeds or documents in relation thereto or otherwise deal with the same as fully and effectually as if a natural person;
- (p) To transfer all or any part of the property assets, liabilities and engagements of the Association to such one or more companies, institutions or associations as shall restrict the distribution of its or their income or property among its or their members to an extent at least as great as does the Association;
- (q) To make, vary or repeal rules or by-laws for the regulation, administration, control and management of any schools conducted by the Association and the conduct of any person resorting thereto;
- (r) To make standing orders relating to convening and regulations of their meetings and of any committee appointed by them and any such standing orders from time to time to suspend, vary or revoke;
- (s) To exercise all powers and authorities usually incidental to the establishment, maintenance and control of institutions similar in construction and function to any schools conducted by the Association.

22. ROLE OF THE PRINCIPAL

- (a) The Principal and the Directors in charge of any school conducted by the Association shall be appointed by the Council at such salary and upon such terms and conditions as shall be fixed by the Council.
- (b) The Principal is responsible to the Council for providing educational leadership in the school, the day-to-day running of the school and for other general responsibilities associated with running a school.
- (c) The Principal must:

- (i) implement the educational plans and school policies;
 - (ii) provide accurate and timely reports, information and advice relevant to the Council's functions;
 - (iii) provide an up to date report of the school's financial position at each Council meeting;
 - (iv) report on learning, care, training and participation outcomes;
 - (v) supervise and promote the development of staff employed by the Association;
 - (vi) be responsible for the financial, physical and human resource management of the school;
 - (vii) contribute to the formulation of the agenda of Council meetings.
- (d) The Principal is an ex-officio member of Council with voting rights.
- (e) The Principal is responsible to the Council for the recruitment, engagement, performance management, discipline and dismissal of all school staff.

23. CHAIRPERSON AND DEPUTY-CHAIRPERSON

- (a) Subject to this rule, the Chairperson must preside at all general meetings and Council meetings.
- (b) In the event of the absence from a general meeting of:
- (i) the Chairperson, the Deputy Chairperson must preside at the general meeting; or
 - (ii) both the Chairperson and the Deputy Chairperson, a member elected by the other members present at the general meeting must preside at the general meeting.
- (c) In the event of the absence from a Council meeting of:
- (i) the Chairperson, the Deputy-Chairperson must preside at the general meeting; or

- (ii) both the Chairperson and the Deputy-Chairperson, a Council member elected by the other Council members present at the Council meeting must preside at the general meeting.
- (d) The Chairperson and Deputy Chairperson shall perform such other official duties on behalf of the Council and the Association as the Council shall from time to time determine.

24. TREASURER

The Treasurer must:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must ensure the issue receipts for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in paragraph (a) into such account or accounts of the Association as the Council may from time to time direct;
- (c) ensure payments are made from the funds of the Association with the authority of the Council and in so doing ensure that all cheques are signed by persons authorized by the Council to do so;
- (d) be responsible for compliance on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
 - (i) ensuring such accounting records correctly record and explain the financial transactions and financial position of the Association;
 - (ii) ensuring its accounting records are kept in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) ensuring its accounting records are kept in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial

position of the Association at the end of the immediately preceding financial year.

- (e) whenever directed to do so by the Council, submit to the Council a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e);
- (g) perform such other duties as are imposed by these rules on the Treasurer and shall have such powers as the Council shall from time to time determine; and
- (h) unless the Council members resolve otherwise at a Council meeting to authorise another person to do so, the Treasurer may receive donations and legacies to or for the benefit of the Association and any receipt or discharge given by the Treasurer or such other authorised person for any subscriptions, donations or legacies receivable by or payable to the Association shall be a good and valid discharge and release for the person or persons paying or handling over the same.

25. SECRETARY

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Council and of the Association;
- (c) comply on behalf of the Association with:
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 7;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the Constitution and Rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a

copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

(iii) section 29 of the Act by maintaining a record of:

(A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Council and persons who are authorised to use the common seal of the Association under rule 22; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association;

(d) unless the Council members resolve otherwise at a Council meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 21 to be kept and maintained by, or in the custody of, the Treasurer; and

(e) have such powers as the Council shall from time to time determine and perform such other duties as are imposed by these rules on the Secretary.

26 COMMON SEAL

There shall be a common seal of the Association which shall be in the custody of the Secretary or other authorised person. All deeds, instruments and other documents required to be executed by or for or on behalf of the Association shall be executed by the common seal being affixed thereto and by at least three of the members of the Council signing such deed, instrument or document.

27. ALTERATION OR AMENDMENTS TO RULES

These rules and regulations may be repealed, amended or altered by a Special Resolution passed by a seventy-five (75%) majority of the members present and entitled to vote at a meeting of the members of the Association for the time being.

28. ACCOUNTS

The Association shall cause proper accounts to be kept of the moneys received and expended by the Association and the minutes and records of the assets, credits and liabilities of the Association.

29. AUDITORS

Unless the Association shall otherwise determine:

- (a) There shall be one or more auditors of the Association who shall be elected annually at the Annual General Meeting.
- (b) Once at least in every year the accounts of the Association shall be examined and the correctness of the accounts ascertained by the auditor or auditors who shall not later than fourteen (14) days before the Annual General Meeting in each year audit and report on all the accounts and books of the Association and shall at any other time if and when required by the Association audit and report on such accounts and books.
- (c) All the accounts and books of the Association shall be open to inspection of the auditor or auditors at all reasonable times.
- (d) All pecuniary donations and legacies for the general purposes of the Association and the income of investments and all other moneys from time to time forming part of the general revenue of the Association shall on the same being received be paid to the general or other account of the Association at its bankers as the Council may determine. Cheques shall be drawn under the order of the Association and shall be signed by such persons as are authorised by the Council.

30. RECORDS OF ASSOCIATION

- (a) The Council shall maintain custody of records, books, documents and securities of the incorporated association.
- (b) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

31. DISSOLUTION

- (a) The Association may be wound up voluntarily whenever a Special Resolution of which at least twenty-one days notice has been given to all members of the Association has been duly passed by seventy-five percent (75%) majority of the members present and entitled to vote at a meeting of the members of the Association for the time being.
- (b) On the cancellation of the incorporation or the winding up of the Association, any surplus property must be distributed as determined by Special Resolution and in accordance with the provisions of the Associations Incorporations Act.