

ASSOCIATIONS INCORPORATION ACT 2009 No 7 (NSW)

(“The Act”)



CONSTITUTION

OF

AUSTRALIAN GARAGE DOOR ASSOCIATION

1. The name of the Association (hereinafter called "the Association") is
“AUSTRALIAN GARAGE DOOR ASSOCIATION”
2. The registered office of the Association will be situated in the State of New South Wales unless and until otherwise determined by resolution of the members in General Meeting.
3. The objects for which the Association is established are to:-
 - a) enable manufacturers and those associated with the manufacture or servicing of doors and shutters in Australia to discuss common problems and to take such action as may be for the welfare and common good of the membership and of the industry.
 - b) promote and encourage amongst the membership technical and business competence and professional integrity in conduct and trading
 - c) promote such services as may appear to be for the benefit of members generally
 - d) promote and encourage the trade of members by whatever means may from time to time appear to be appropriate
 - e) represent members in their individual and collective capacities and to safeguard their interest in regard to existing or proposed legislation, dealings with Government Departments, professional and trade organisations, nationalised undertakings and other public or private bodies
 - f) do all things as may appear to be conducive to the attainment of the aforementioned objects or any of them.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely

- a) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and. to construct, maintain and alter buildings or erections.
- b) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association

- c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- d) To borrow or raise money on such terms and on such security as may be thought fit.
- e) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- f) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- g) To promote either alone or in association with others and to meet or contribute towards the cost of any wholly or partly owned subsidiary Association in furtherance of or incidental to the said objects or any of them
- h) To do all such things as are incidental to the attainment or furtherance of the said objects or any of them

PROVIDED THAT

- i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations or employers.
4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth herein 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 members of the Association and no member of its Executive Committee shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association

- a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Executive Committee) for any services rendered to the Association
 - b) of interest at a rate not exceeding 5 per cent per annum over the Association's banker's base lending rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee;
 - c) to any members of its Executive Committee of out-of-pocket expenses;
 - d) to an Association of which a member of the Association or its Executive Committee may be a member.
5. No addition, alteration, or amendment shall be made to or in the provisions of the Constitution and Rules for the time being in force, unless the same shall have been submitted to a general meeting of Members. An alteration to the Constitution and Rules shall only be made by Special Resolution of the Members as defined in the Act.

6. **MEMBERSHIP**

Membership will be in one of the following categories namely

- a) Full Member
- b) Associate Member
- c) Trade Member
- d) Dealer Member

and the qualifications for such categories of membership shall be as follows:-

(i) Full Member

To be eligible for Full Membership an applicant must be carrying on a business a substantial part of which comprises the manufacture of residential and/or industrial garage doors and shutters and/or garage door openers and the marketing of the same to distributors of such products or to the final users thereof or an applicant who is considered by the Executive Committee to be substantial in the marketing of such products. From time to time the executive committee may accept as full members, applicant organisations which would otherwise qualify in membership categories of Associate Member or Trade Member.

(ii) Associate Member

To be eligible for Associate Membership an applicant must be a Corporation which is a subsidiary of a Full member and which is carrying on a business complying with the provisions of sub-clause (i) immediately above.

(iii) Trade Member

To be eligible for Trade Membership an applicant must be engaged in the manufacture and/or distribution of goods connected with the production and marketing of residential and/or industrial garage doors and shutters and/or garage door openers but not engaged in the activities qualifying it for Full Membership.

(iv) Dealer Member

To be eligible for Dealer Membership an applicant must be engaged in any or all of the following - the manufacture, supply, installation or servicing of residential and/or industrial garage doors and shutters and/or garage door openers.

Dealer Members shall be entitled to nominate and select a proportionately elected representative by postal ballot in accordance with Schedule 3 of the Associations Incorporation Regulation 2010. The representative(s) so chosen shall be entitled to exercise one vote at any meeting of the Association as well as take a seat on the Executive Committee.

Proportional representation entitlements are laid out in the following table:

- | | |
|----------------------------|----------------------------------|
| ○ Up to 10 Dealer Members | 1 representative |
| ○ 11 to 20 Dealer Members | 2 representatives |
| ○ 21 to 30 Dealer Members | 3 representatives |
| ○ 31 to 40 Dealer Members | 4 representatives |
| ○ 41 to 50+ Dealer Members | 5 representatives (capped level) |

7. All applications for membership shall be made to the Executive Committee in the proper form as prescribed by the Executive Committee. The Executive Committee shall maintain a register of members on the Association's premises for the time being.
8. Upon applying for membership an applicant which is a Corporation (other than a Corporation whose shares are quoted on a recognised stock exchange or dealt with on the unlisted Securities Market) shall provide such details as the Executive Committee shall decide as to the ownership of its share capital. If after election to membership there shall be any change in the name or ownership of a member that is to say:-
 - (a) In the case of a Corporation (other than as before mentioned) a transaction resulting in the beneficial interest in 30% or more of the issued share capital of that Corporation or 30% or more of any class of share capital passing from one or more persons to another person or persons
 - (b) in the case of a partnership the admission of a new partner or the retirement of an existing partner
 - (c) in the case of a sole trader the disposal of the whole or part amounting to 30% or more of the value of the assets and undertaking of the business

Such member concerned shall notify the Secretary of such events with the relevant details within 30 days of the event giving rise to the change of ownership.

9. The Secretary shall be entitled to seek from any member such information as he considers desirable to ensure compliance with the clauses relating to eligibility for membership of the Association and such member shall provide such information as soon as practicable and on the basis of that information the Secretary may report to the Executive Committee who may proceed in such manner as herein provided.
10. A member may withdraw from the Association by giving six calendar months notice, in writing, from any date to the Secretary of intention to do so. On the expiry of such notice, the retiring member shall forfeit all benefits and Interest in the funds of the Association but shall be liable for all dues and responsibilities accrued up to the date of expiry.

11. **SUBSCRIPTIONS**

Each member shall pay on the 1st April each year a subscription as decided upon from time to time by the Association in General Meeting. Each new member shall pay an entrance fee as laid down from time to time by the General Meeting. The Dealer Member category Subscription amount shall be as determined from time to time by the Executive Committee.

12. **FORFEITURE AND EXPULSION FROM MEMBERSHIP**

If a member ceases to have the qualifications necessary for his membership category, or shall become bankrupt or compound with creditors or being a Corporation shall go into liquidation whether voluntarily or compulsory, otherwise than for the purpose of reconstruction or amalgamation, such member shall immediately be deemed to have forfeited membership of the Association and all benefits and interests in the Association, but shall be liable for all dues and responsibilities accrued up to the date of ceasing to be a member of the Association.

13. Any member of the Association may be expelled where that member is in breach of any rule or is otherwise conducting himself or his business in a manner likely to bring himself or the Association or its membership into disrepute and a complaint to this effect is duly made in accordance with the following procedures:-

- a) The complaint must be submitted, in writing, by a member to the Secretary who shall inform the chairman who shall convene a meeting of the special sub-committee to hear the complaint. The special sub-committee shall consist of three members of the Executive Committee appointed by the Executive Committee for the purpose
- b) Written notice of the hearing of the complaint by the special sub-committee together with a copy of the written complaint must be given to the members of the sub-committee and the member concerned not less than 28 days before the date fixed for hearing
- c) The member shall be informed of and given the opportunity to inspect all documentary evidence and exhibits to be submitted to the sub-committee.
- d) The member shall have the right to make written or verbal representations to the hearing and to be represented by any person of his choice.
- e) No member of the sub-committee hearing the matter shall have been

involved in the complaint or in its submission to the Secretary.

- f) The decision of the sub-committee to uphold a complaint must be carried by a two-thirds majority of the members attending the meeting and should there not be such a majority, then the complaint shall be considered as not substantiated.
- g) The member may appeal against the decision of the sub-committee by giving notice to the Secretary within 10 days of the notification to the member of the result of the hearing. The appeal shall be heard by the Executive Committee of the Association in accordance with the above procedure. The decision of the Executive Committee shall be by simple majority of those attending the meeting and shall be final. No member may serve on both the sub-committee and the Executive Committee hearing the same complaint.
- h) Any member the whole or any part of whose subscription or entrance fee shall be three months or more in arrears shall retire from membership if requested to do so by the Executive Committee and his name shall be removed from the Register or Members but without prejudice to all liability accrued due at the date of retirement.
- i) Any dispute by and between members or a member and the Association relating to the affairs of the Association may be dealt with upon complaint as provided above. A final decision on such complaints shall be binding on the parties and the Association. Alternatively any party may refer such dispute to a Community Justice Centre in accordance with The Community Justice Centre Act 1983.

14. **GENERAL MEETING**

The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee and shall specify the meeting as such in the notice calling it, provided that every Annual General meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its First Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

15. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

16. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting may also be convened on the written requisition, of not less than five (5) full Members.
17. Twenty one days' notice in writing at the least of every Annual General Meeting and of every Extraordinary General meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such person (including the Auditors) as are hereunder or by law entitled to receive such notices from the Association.
18. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

19. **PROCEEDINGS AT GENERAL MEETINGS**

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting other than the consideration of the income and expenditure account and balance sheet, the reports of the Executive Committee and of the Auditors, the election of members of the Executive Committee in the place of those retiring (if any is necessary), the appointment of, and the fixing of the remuneration of, the Auditors and the fixing of the annual subscription and entrance fee.

20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members personally present shall be a quorum. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive Committee may determine.
21. The Chairman of the Association shall preside as Chairman at every General Meeting, or the Vice Chairman but if there be no such Chairman or Vice Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Executive Committee or if no such member be present₁ or if all the members of the Executive Committee present decline to take the chair₁ they shall choose some member of the Association who shall be present to preside.

22. The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote by Articles 28 & 29, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two Full Members present in person or by proxy or by a Full Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting; and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
24. Subject to the provisions of Article 26, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
27. A resolution in writing signed by all the members for the time being entitled to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

28. **VOTES OF MEMBERS**

Subject as hereinafter provided only Full Members shall be entitled to vote at any meeting of the Association and each Full Member shall be entitled to exercise one vote with the exception that Dealer Member Representative(s) shall be entitled to one vote each at any meeting of the Association.

All members shall be entitled to vote by postal ballot in accordance with Schedule 3 of the Associations Incorporation Regulation 2010.

29. Save as herein expressly provided, no member other than a Full Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting with the exception that the Dealer Member representative(s) shall be entitled to vote by proxy.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer duly authorised. A proxy need not be a member of the Association.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not later than the time appointed for holding the meeting or the adjourned meeting at which the person named in the instrument proposed to vote. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is issued.

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

I
of
a member of
hereby appoint of
and failing him of

to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Association to be held on the day of and at every adjournment thereof.

As witness my hand this day of 20

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

34. **EXECUTIVE COMMITTEE**

Each Full Member of the Association who is a founding member shall be entitled to become a member of the Executive Committee and if a Corporation to appoint a person to represent its interests on the Executive Committee until such time as a General meeting of Members of the Association decides to restrict the number of persons serving on the Committee.

35. a) Every appointment of a person to represent a Full Member on the Executive Committee shall be in writing and under the hand of a duly authorised officer and shall take effect upon lodgement at the office. No Corporate member may appoint more than one person at any one time to represent it on the Executive Committee but subject thereto such member may remove any person so appointed and appoint another person in his place. A register of Executive Committee members for the time being shall be kept and entered up in conformity with S21A of the Act.
- b) If the Association determines in General Meeting to restrict the numbers of Full Members of the Executive Committee then at the following Annual General Meeting all members of the Executive Committee shall retire but shall be eligible for re-election. New members of the Executive Committee shall be elected up to the maximum number prescribed by the Association in General Meeting and at the following and all subsequent annual general meetings one third (to the nearest whole number) of the members of the Executive Committee shall retire (but shall be eligible for re-election) those retiring being the members who have served longest and if this does not determine who should retire then it shall be decided by drawing lots
- c) No member shall be elected to the Executive Committee unless a nomination in writing for such election is lodged at the office at least seven days prior to the Annual General Meeting except that a retiring member may be re-elected without nomination and if the nominations lodged and retiring members seeking re-election are insufficient to

make up the maximum number of permitted members of the Executive Committee nominations may be made and voted on at the Annual General Meeting itself.

36. The Executive Committee may from time to time and at any time appoint any member of the Association as a member of the Executive Committee either to fill a casual vacancy or by way of addition to the Executive Committee provided that

the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

37. No person who is not a Full Member of the Association shall in any circumstances be eligible to hold office as a member of the Executive Committee with the exception that the Dealer Member representative(s) shall be entitled to hold office as a member of the Executive Committee including President, Vice-President and Treasurer Positions.

38. **POWERS OF THE EXECUTIVE COMMITTEE**

The business of the Association shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by this Constitution and Rules required to be exercised or done by the Association in General Meeting.

39. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Executive Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with a resolution of the members in General Meeting, it shall be lawful for them to act as the Executive Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or summoning a General Meeting, but not for any other purpose.

40. **PROCEEDINGS OF THE EXECUTIVE**

The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined one-third

of the membership shall be a Quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

41. If a quorum is not present the meeting shall proceed with the Agenda but the decisions reached at that meeting shall be subject to ratification by the majority of members of the Executive Committee.
42. A meeting of the Executive Committee shall be convened on seven days clear notice being given whenever the Chairman considers it desirable, or when a requisition has been received by the Secretary, signed by at least one third of the members of the Executive Committee requiring such meetings to be convened and specifying the business for which the meeting is desired.
43. The Chairman of the Association shall be entitled to preside at all meetings of the Executive Committee at which he shall be present and if he is not present then the Vice Chairman but if at any meeting neither the Chairman nor the Vice Chairman be present within five minutes after the time appointed for holding the meeting or be unwilling to preside, the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting.
44. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Constitution and Rules of the Association for the time being vested in the Executive Committee.
45. The Executive Committee may delegate any of their powers to committees consisting of such member or members of the Executive Committee as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of this Constitution and Rules for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee.
46. All acts bona fide done by any meeting of the Executive Committee or of any committee of the Executive Committee, or by any person acting as a member of the Executive Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee.

47. The Executive Committee shall cause proper minutes to be made by the secretary of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Association and of the Executive Committee and of committees of the Executive Committee and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

48. A resolution in writing signed by all the members for the time being of the Executive Committee or of any committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted.

49. **DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

The office of a member of the Executive Committee shall be vacated if the member or his appointor:

- a) becomes bankrupt or makes any arrangement for composition with his creditors generally; or being a Corporation goes into liquidation otherwise than for the purposes of reconstruction or amalgamation
- b) becomes prohibited from being a member of the Executive Committee by reason of any disqualification under the Act; or
- c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- d) resigns his office by notice in writing to the Secretary; or
- e) ceases to be a Full Member of the Association.

50. **SECRETARY**

- a) The secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as the Executive Committee may think fit; and any secretary so appointed may be removed by it; provided always that no member of the Executive Committee may occupy the salaried position of secretary.

- b) The Executive Committee shall ensure that adequate secretarial' and administrative resources are available for the efficient conduct of the business of the Association and for this purpose may in addition to appointing and remunerating a Secretary, also employ or retain such other professional or skilled persons firms or companies (such Secretary and persons firms or companies being refereed to as "the Secretariat") upon such terms as to remuneration and otherwise as the Executive Committee shall consider proper.

51. A provision of the Act or this Constitution and Rules requiring or authorising a thing to be done by or to a member of the Executive Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Executive Committee and as the secretary.

52. **CHAIRMAN AND VICE CHAIRMAN**

The Chairman and Vice Chairman of the Association shall be appointed at the Annual General Meeting and shall hold office until the next succeeding Annual General Meeting when they shall retire, but shall be eligible for re-election, provided that no person shall hold office as Chairman for more than two years consecutively.

53. **THE SEAL**

The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and in the presence of at least two members of the Executive Committee and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence. For any person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

54. **ACCOUNTS**

The Executive Committee shall cause accounting records to be kept as are usually kept or as required by law. Cheques and withdrawals shall be signed by the Secretary and a member of the Executive Committee or two members of the Executive Committee.

55. The books of account shall be kept at the office at such other place or places as the Executive Committee shall think fit and open to the inspection of the

Members of the Association as provided in Article 56.

56. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by the Act, or authorised by the Executive Committee or by the Association in General Meetings
57. The Executive Committee shall from time to time in accordance with the Act, cause to be prepared and to be presented to the Members in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as required by this Constitution and Rules or the Act.
58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be presented to the members in General Meeting, together with a copy of the auditor's report the Executive Committee's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of the Association. Provided that this rule shall not require a copy of those documents to more than one of joint holders of any debentures.

59. **AUDIT**

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act or other law in force for the time being and applying to the Association.

60. **NOTICES**

- . A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put in the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter.

62. FUNDS AND INSURANCE

- (a) The Funds of the Association should be derived from the entrance fees membership fees, donations and the proceeds of any activity or undertaking which the Association is empowered to do or engage in, in accordance with the objects of the Association.
- (b) All funds paid to and received by the Association shall be receipted and paid into the Association's bank account as soon as practicable.
- (c) The Association may effect and maintain insurance.

63. INDEMNITY

Members of the Executive Committee and the sub-committees and the Secretariat shall be indemnified out of the funds and assets of the Association from and against all proceedings, losses, costs, damages and expenses which may be incurred or paid in relation to or for which they may be liable arising out of the execution and carrying out of their duties offices or trusts provided that in carrying out those offices, duties or trusts, the proceedings, losses, costs, damages or expenses were not a consequence of gross negligence or dishonesty or wilful commission of any act known by the person concerned to be a breach of duty or breach of trust.

64. DISSOLUTION

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object. The members liability in case of any deficiency shall be limited to the amount (if any) of unpaid membership fees due and payable at the time of winding up or dissolution.

65. FINANCIAL YEAR

The financial year of the Association shall commence on 1st of January and end on 31st of December each year.