

## Articles of Association

### **THE OBJECTS OF TAFE DIRECTORS AUSTRALIA INCORPORATED (THE ASSOCIATION)**

The objects and purposes for which the Association is established are:

- To provide national leadership in relation to vocational education and training, and to promote the role of TAFE Institutes, and the contribution they make to the development of Australian society, culture and economic achievement
- To provide a forum for TAFE Directors to consider matters of common concern, formulate advice for TAFE Institutes collectively, and take other appropriate action whenever this is seen to be useful
- To undertake or commission research or information collection relating to the needs and development of TAFE Institutes and their relationship with governments, industry, other educational institutions and organisations, and the community; and to publish or otherwise disseminate the results of such research
- To promote international co-operation and to assist in the development of relationships with a variety of countries on vocational education and training matters
- To promote the representation of TAFE Directors on committees and the like which are set up to undertake work of significance affecting vocational education and training nationally or internationally. As appropriate, to undertake or arrange such representation.
- To work with other sectors of education including schools and higher education on matters of mutual interest
- To facilitate the development of TAFE staff through a variety of means including staff exchange programs
- To promote the welfare of students, staff and graduates of TAFE Institutes.
- To facilitate opportunities for Members to develop their knowledge and skills.
- To receive and manage fees, donations, bequests and other contributions from individuals or organisations and apply these to pursuing the objects of the Association.
- To do all such other lawful things as are conducive to the attainment of the Association's Objects.

**The Rules of TAFE Directors Australia Incorporated  
(The Association)**

As passed by the TDA AGM 26 May 2011

## **Table of Provisions**

Articles of Association .....	1
<b>The Rules of TAFE Directors Australia Incorporated (The Association)</b> .....	2
PART I - PRELIMINARY .....	4
<b>1. Interpretation</b> .....	4
PART II - MEMBERSHIP .....	4
<b>2. Types of membership</b> .....	4
<b>3. Membership qualifications</b> .....	5
<b>4. Application for membership</b> .....	5
<b>5. Transfer of membership rights</b> .....	5
<b>6. Cessation of membership</b> .....	6
<b>7. Resignation of membership</b> .....	6
<b>8. Fee, subscriptions etc</b> .....	6
<b>9. Members' liabilities</b> .....	6
<b>10. Disciplining of members</b> .....	7
PART III – THE NATIONAL BOARD .....	7
<b>11. Powers of the National Board</b> .....	7
<b>12. Constitution and membership</b> .....	8
<b>13. Election of National Board members</b> .....	8
<b>14. Election of office bearers</b> .....	9
<b>15. Acting National Board Members</b> .....	9
<b>16. Vacancy of National Board position</b> .....	9
<b>17. National Board meetings and quorum</b> .....	10
<b>18. Delegation by National Board to committee and CEO</b> .....	10
<b>19. Voting and decisions</b> .....	11
PART IV - GENERAL MEETINGS .....	11
<b>20. Annual general meetings-holding of</b> .....	11

<b>21. Annual general meetings-calling of and business at</b> .....	11
<b>22. General meetings-calling of</b> .....	12
<b>23. Notice</b> .....	12
<b>24. General meetings-procedure and quorum</b> .....	12
<b>25. Making of decisions</b> .....	12
<b>26. Presiding member</b> .....	13
<b>27. Appointment of proxies</b> .....	13
<b>28. Voting</b> .....	13
<b>29. Executive Officer</b> .....	13
<b>PART V - MISCELLANEOUS</b> .....	13
<b>30. Funds-source</b> .....	13
<b>31. Funds-management</b> .....	14
<b>32. Alteration of objects and rules</b> .....	14
<b>33. Common seal</b> .....	14
<b>34. Custody of books</b> .....	14
<b>35. Inspection of books</b> .....	14
<b>36. Winding Up</b> .....	14

## PART I - PRELIMINARY

### 1. Interpretation

1. In these rules, unless a contrary intention appears
  - a. "Act" means the Associations Incorporation Act 1991;
  - b. "Executive Officer" means the paid non-member executive officer of the association appointed under rule 29;
  - c. "financial year" means the year ending on 31 December;
  - d. "member" means an ordinary member, associate member or TAS member of the association;
  - e. "National Board" means the national board of the association constituted under rule 12;
  - f. "ordinary member" means an individual who holds the office of TAFE Director and meets the membership qualifications prescribed in 3.1.a or b and c;
  - g. "Regulation" means the Associations Incorporation Regulation 1991;
  - h. "TAFE Director" means the chief executive officer or equivalent officer in a TAFE Institute or the Head of the TAFE Division of a multi-sectoral university or other educational institution;
  - i. "TAFE Institute" means and includes public sector institutes of technology and technical and further education (TAFE), including the TAFE component of a multi-sectoral university or other educational institution, whether styled or called an institute or not;
2. The provisions of the Legislation Act 2001 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## PART II - MEMBERSHIP

### 2. Types of membership

1. The association will have three types of membership:
  - a. ordinary members who will be referred to as 'ordinary members' and, where the context permits, individuals who are ordinary members hold their membership jointly with the TAFE Institute with which that individual is associated and the member's entry in the register of members will reflect this;
  - b. associate members who will be referred to as 'associate members' and who will provide advice and support to the association; and
  - c. TAS members who will be referred to as 'TAS members' and who will be eligible to participate in the association's higher education and/or vocational education and training tuition assurance schemes (TAS).
2. Ordinary members will have full voting rights but associate members and TAS members will be non-voting members and will:
  - a. not have the right to vote at annual general meetings or extraordinary general meetings
  - b. not have the right to vote for National Board members
  - c. not have the right to vote for the calling of extraordinary general meetings
  - d. not have the right to stand for National Board positions

### 3. Membership qualifications

1. An individual is qualified to be an ordinary member if:
  - a. the individual is an inaugural member and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
  - b. the individual holds the office of TAFE Director; and
  - c. the individual:
    - i. has applied for membership in accordance with subrule 4(1); and
    - ii. has been approved for membership of the association by the National Board of the association.
2. An individual or organisation is qualified to be an associate member if:
  - a. if an individual, the individual is a former TAFE Director; or
  - b. the individual or organisation has in the opinion of the National Board made a distinguished contribution to TAFE; and
  - c. the individual or organisation:
    - i. has applied for associate membership in accordance with subrule 4(1); and
    - ii. has been approved for associate membership of the association by the National Board of the association
3. An organisation is qualified to be a TAS member if:
  - a. the organisation is an educational institution;
  - b. the organisation is in the opinion of the National Board appropriate to be eligible to participate in the association's higher education tuition assurance and/or vocational education and training tuition assurance schemes; and
  - c. the organisation:
    - i. has applied for TAS membership in accordance with subrule 4(1); and
    - ii. has been approved for TAS membership of the association by the National Board of the association.

### 4. Application for membership

1. An application of a person for membership of the association:
  - a. will be made by a prospective member of the association in writing in the form set out in Appendix 1 to these rules; and
  - b. will be lodged with the Executive Officer of the association.
2. As soon as is practicable after receiving an application for membership, the Executive Officer will refer the application to the National Board which will determine whether to approve or to reject the nomination.
3. Where the National Board determines to approve an application for membership, the Executive Officer will as soon as practicable after that determination notify the applicant of that approval and request the applicant to pay within 28 days after receipt of the notification the sum payable under these rules by a member as the first year's annual subscription.
4. The Executive Officer will, on payment by the applicant of the amounts referred to in subrule 4(3) within the period referred to in that subrule, enter the applicant's name in the register of members and, upon the name being so entered, the applicant will become a member of the association.

### 5. Transfer of membership rights

1. A right, privilege or obligation which a person has by reason of being an ordinary member can be transferred or transmitted to a person who is acting in the ordinary member's role as TAFE Director of the ordinary member's TAFE Institute or is newly appointed to the position of TAFE Director of the ordinary member's TAFE Institute.
2. A right, privilege or obligation which an individual or organisation has by reason of being an associate member or TAS member cannot be transferred or transmitted to another person.

## 6. Cessation of membership

A person ceases to be a member of the association if the person:

- a. dies or, in the case of a body corporate, is wound up;
- b. resigns from membership of the association;
- c. is expelled from the association;
- d. fails to renew membership of the association; or
- e. in the case of an ordinary member, ceases to meet the requirements of subrule 3(11.b) of these rules.

## 7. Resignation of membership

1. A member is not entitled to resign from membership of the association except in accordance with this rule.
2. A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than one month or, if the National Board has determined a shorter period, that shorter period) in writing to the Executive Officer of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
3. Where a person ceases to be a member, the Executive Officer will make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 8. Fee, subscriptions etc

1. The annual ordinary membership fee of the association is \$5,500 or, if any other amount has been determined by resolution of the National Board, that other amount.
2. The annual associate membership fee of the association is \$500 for individuals and \$1500 for organisations or, if any other amount has been determined by resolution of the National Board, that other amount.
3. The annual TAS membership fee of the association is the amount determined by resolution of the National Board from time to time.
4. The annual membership fees, are payable
  - a. except as provided by subrule 8(4b), before 28 February in each calendar year; or
  - b. where a person becomes a member on or after 1 July in any calendar year, upon joining the association, in accordance with subrule 4(3).
5. Fees payable by members joining the association after 30 June in any calendar year may be pro-rated, as determined by resolution of the National Board.

## 9. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount if any, unpaid by the member in respect of membership of the association as required by rule 8.

## 10. Disciplining of members

1. Where the National Board is of the opinion that a member:
  - a. has persistently refused or neglected to comply with a provision of these rules; or
  - b. has persistently and wilfully acted in a manner prejudicial to the interests of the association, the National Board may, by resolution
  - c. expel the member from the association; or
  - d. suspend the member from such rights and privileges of membership of the association as the National Board may determine for a specified period.
2. A resolution of the National Board under subrule 10(1) is of no effect unless the National Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule 10(3), confirms the resolution in accordance with this rule.
3. Where the National Board passes a resolution under subrule 10(1), the Executive Officer will, as soon as practicable, cause a notice in writing to be served on the member;
  - a. setting out the resolution of the National Board and the grounds on which it is based;
  - b. stating that the member may address the National Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - c. stating the date, place and time of that meeting; and
  - d. informing the member that the member may do either or both of the following:
    - i. attend and speak at that meeting;
    - ii. submit to the National Board at or prior to the date of that meeting written representations relating to the resolution.
4. Subject to section 50 of the Act, at a meeting of the National Board mentioned in subrule 10(2), the National Board must:
  - a. give to the member mentioned in subrule 10(1) an opportunity to make oral representations;
  - b. give due consideration to any written representations submitted to the National Board by that member at or prior to the meeting; and
  - c. by resolution determine whether to confirm or to revoke the resolution of the National Board made under subrule 10(1).

## PART III – THE NATIONAL BOARD

### 11. Powers of the National Board

The National Board, subject to the Act, the Regulation, these rules, and to any resolution passed by the association in general meeting

- a. will control and manage the affairs of the association;
- b. may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- c. has power to perform all such acts and do all such things as appear to the National Board to be necessary or desirable for the proper management of the affairs of the association.

## 12. Constitution and membership

1. The membership of the National Board will be comprised of:
  - a. up to eleven members, being one elected member from each State and Territory elected by the association members from the respective State or Territory, as provided for in rule 13; and
  - b. up to two co-opted members appointed by the National Board in accordance with rule 12(10).
2. The National Board will consist of
  - a. the office-bearers of the association;
  - b. up to six ordinary National Board members; and
  - c. up to two additional ordinary members who may be co-opted by the National Board.
3. The office-bearers of the association will be
  - a. the chairperson; and
  - b. two deputy chairpersons.
4. The term of office for members of the National Board will be for a period of three years and they will be eligible for re-election for one consecutive term of three years, however, this will not preclude a state/territory from nominating an ordinary member for an additional term irrespective of whether that person has served two consecutive terms.
5. The term of office for office bearers will be:
  - a. In the case of the chairperson, two years; and
  - b. In the case of a deputy chairperson, three yearsand they will be eligible for re-election.
6. In the event of a vacancy in the membership of the National Board, the vacancy will be filled by a member from the outgoing member's State or Territory for the remainder of the outgoing member's term by calling for nominations and the holding of an election if more than one nomination is received.
7. In the event of a vacancy in the office bearers of the association, the National Board may appoint a member of the National Board to fill the vacancy for the remainder of the office bearer's term.
8. Once a chairperson is elected, the State or Territory from which the chairperson comes will continue to be represented by the Chair and will not be entitled to elect another member of the National Board.
9. In the event that the chair vacates the position of chair between elections, a new chairperson will be appointed under subrule 12(7).
10. The National Board may co-opt two additional ordinary members to be members of the National Board for a period not exceeding 12 months. For the avoidance of doubt, an ordinary member who has previously been a member of the National Board is not precluded from being co-opted by the National Board under this subrule.
11. At the end of a Chair's term (whether by expiration and non-renewal, or vacation of office), the member will continue as an ordinary member until the expiration of their elected term. They may be re-elected as an ordinary member in accordance with Rule 12(4).

## 13. Election of National Board members

Election of National Board members under rule 12(1) is to be held every three years and will be conducted in the following manner:

- a. the Executive Officer will be the returning officer to conduct elections to the National Board in accordance with this rule;
- b. the election will be conducted by postal vote and declared at the annual general meeting;
- c. nominations for the position of National Board member will be delivered in writing to the Executive Officer in the form set out in Appendix 2 not less than forty (40) days before the date of the annual general meeting;
- d. where more than one nomination is received from members in a State or Territory, the Executive Officer will prepare a postal ballot form with the names placed on the

form as determined by draw and forward a form to each member in that State or Territory not less than thirty (30) days before the date of the annual general meeting;

- e. members wishing to cast a vote will complete and return the ballot form to the returning officer not less than ten (10) days before the date of the annual general meeting;
- f. the candidate with the highest number of votes will be declared elected; and
- g. in the event that there is equality in the number of votes for the highest ranking candidates, the candidate to be elected will be determined by a draw.

#### **14. Election of office bearers**

1. The members of the National Board will elect the office-bearers of the association at the first meeting of the National Board after the annual general meeting in the year in which the members National Board are elected.
2. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be taken to be elected.
3. If the number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.
4. The ballot for the election of office-bearers will be conducted in such manner as the National Board may direct.
5. A person is not eligible to simultaneously hold more than one position on the National Board.

#### **15. Acting National Board Members**

1. A TAFE Director who is a National Board member may appoint an acting TAFE Director, or a deputy TAFE Director from his/her TAFE Institute, or another TAFE Director from the same State or Territory to attend National Board meetings and act as proxy on behalf of that member in all respects subject to that proxy arrangement being for no more than two consecutive meetings.
2. Where there is only one member from a State or Territory, a National Board member may appoint an acting TAFE Director or a deputy TAFE Director or other senior staff member from his/her TAFE Institute to attend National Board meetings and act as proxy on behalf of that member in all respects, subject to that proxy arrangement being for no more than two consecutive meetings.
3. A National Board member may, with the agreement of the National Board, appoint a proxy or alternate for a specified period approved by the National Board, subject to that period not exceeding the term of the Board member's membership of the National Board and subject to the proxy/alternate meeting and continuing to meet the eligibility requirements specified under 15(1) and 15(2).
4. The National Board member will give notice, in the form set out in Appendix 3 to these rules, to the Executive Officer no later than 24 hours before the time of the meeting in respect of which proxy is appointed.

#### **16. Vacancy of National Board position**

For the purposes of these rules, a vacancy in the office of a member of the National Board occurs if the member:

- a. dies;
- b. ceases to be a member of the association;
- c. resigns the office;
- d. becomes an insolvent under administration within the meaning of the Corporation's Act 2001;
- e. suffers from mental or physical incapacity;
- f. is disqualified from office under subsection 63(1) of the Act; or

- g. is absent without the consent of the National Board from all meetings of the National Board held during a period of 6 months.

### **17. National Board meetings and quorum**

1. The National Board will meet at least 3 times in each calendar year at such place and time as the National Board may determine.
2. Additional meetings of the National Board may be convened by any member of the National Board.
3. Oral or written notice of a meeting of the National Board will be given by the Executive Officer to each member of the National Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the National Board) before the time appointed for the holding of the meeting.
4. Notice of a meeting given under subrule 17(3) will specify the general nature of the business to be transacted at the meeting and no business other than that business will be transacted at the meeting, except business which the National Board members present at the meeting unanimously agree to treat as urgent business.
5. Any 5 members of the National Board constitute a quorum for the transaction of the business of a meeting of the National Board.
6. No business will be transacted by the National Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
7. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting will be dissolved.
8. At meetings of the National Board
  - a. the chairperson or in the absence of the chairperson, a deputy chairperson will preside; or
  - b. if the chairperson and the deputy chairpersons are absent, one of the remaining members of the National Board may be chosen by the members present to preside.
9. Meetings of the National Board may be held either in person or by teleconference.

### **18. Delegation by National Board to committee and CEO**

1. The National Board may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the association as the National Board thinks fit) or the Chief Executive Officer (CEO) the exercise of such of the functions of the National Board as are specified in the instrument, other than
  - a. this power of delegation; and
  - b. a function which is a function imposed on the National Board by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
2. A function, the exercise of which has been delegated to a committee or the CEO (as applicable) under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee or CEO (as applicable) in accordance with the terms of the delegation.
3. A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Notwithstanding any delegation under this rule, the National Board may continue to exercise any function delegated.
5. Any act or thing done or suffered by a committee or the CEO (as applicable) acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the National Board.
6. The National Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
7. A committee may meet and adjourn as it thinks proper.

## **19. Voting and decisions**

1. Questions arising at a meeting of the National Board or of any committee appointed by the National Board will be determined by a majority of the votes of members of the National Board or committee present at the meeting.
2. Each member present at a meeting of the National Board or of any committee appointed by the National Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to subrule 17(5), the National Board may act notwithstanding any vacancy on the National Board.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the National Board, by a committee appointed by the National Board or by the CEO pursuant to delegation from the National Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the National Board or committee or delegation to the CEO.

## **PART IV - GENERAL MEETINGS**

### **20. Annual general meetings-holding of**

1. With the exception of the first annual general meeting of the association, the association will, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
2. The association will hold its first annual general meeting:
  - a. within the period of 18 months after its incorporation under the Act; and
  - b. within the period of 5 months after the expiration of the first financial year of the association.

### **21. Annual general meetings-calling of and business at**

1. The annual general meeting of the association will, subject to the Act, be convened on such date and at such place and time as the National Board thinks fit.
2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting will be:
  - a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b. to receive from the National Board reports on the activities of the association during the last preceding financial year;
  - c. to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act; and
  - d. every three years, to declare the election of members of the National Board.
3. An annual general meeting will be specified as such in the notice convening it in accordance with rule 22.

## **22. General meetings-calling of**

1. The National Board may, whenever it thinks fit, convene a general meeting of the association. All general meetings, other than annual general meetings, will be called extraordinary general meetings.
2. The National Board will, on the requisition in writing of not less than 20 per cent of the total number of members, convene an extraordinary general meeting of the association.
3. A requisition of members for an extraordinary general meeting
  - a. will state the purpose or purposes of the meeting;
  - b. will be signed by the members making the requisition;
  - c. will be lodged with the Executive Officer; and
  - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

## **23. Notice**

1. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Executive Officer will, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Executive Officer will, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule 23(1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.

## **24. General meetings-procedure and quorum**

1. No item of business will be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
2. 5 members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

## **25. Making of decisions**

1. A question arising at a general meeting of the association will be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
2. At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
3. Where the poll is demanded at a general meeting, the poll will be taken
  - a. immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - b. in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter will be deemed to be the resolution of the meeting on that matter.

## **26. Presiding member**

1. The chairperson, or in the absence of the chairperson, a deputy chairperson, will preside at each general meeting of the association.
2. If the chairperson and the deputy chairpersons are absent from a general meeting, the members present will elect one of their number to preside at the meeting.

## **27. Appointment of proxies**

1. Each member will be entitled to appoint a senior staff member of his/her TAFE Institute or another member as proxy, by notice given to the Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy will be in the form set out in Appendix 4 to these rules.

## **28. Voting**

1. Subject to subrule 28(3), upon any question arising at a general meeting of the association a member has one vote only.
2. All votes will be given personally or by proxy but no member may hold more than 5 proxies.
3. In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
4. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **29. Executive Officer**

1. The National Board will appoint an Executive Officer who will be responsible, through the chairperson to the National Board, for the day to day conduct of the association's business and affairs.
2. The Executive Officer will also:
  - a. keep minutes of
    - i. all elections and appointments of officer-bearers and ordinary National Board members;
    - ii. the names of members of the National Board present at a National Board meeting or a general meeting; and
    - iii. all proceedings at National Board meetings and general meetings.
  - b. collect and receive all moneys due to the association and make all payments authorised by the association; and
  - c. keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

## **PART V - MISCELLANEOUS**

### **30. Funds-source**

1. The funds of the association will be derived from annual subscriptions of members, donations, fee-for-service activities and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the National Board determines.
2. All money received by the association will be deposited as soon as practicable and without deduction to the credit of the association's bank account.
3. The association will, as soon as practicable after receiving any money, issue an appropriate receipt.

### **31. Funds-management**

1. The funds of the association will be used solely for promoting the objects of the association and no part of the association's income or property will be distributed paid or transferred by way of bonus, dividend or other similar payment to its members.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by any two members of the National Board or employees of the association, being members of the National Board or employees authorised to do so by the National Board.
3. The Executive Officer may enter into contracts relating to the running of the association and be the sole signatory for the association, where this is in accordance with delegation instruments agreed by the National Board.

### **32. Alteration of objects and rules**

Neither the objects of the association referred to in section 29 of the Act nor these rules will be altered except in accordance with the Act.

### **33. Common seal**

1. The common seal of the association will be kept in the custody of the Executive Officer.
2. The common seal will not be affixed to any instrument except by the authority of the National Board and the affixing of the common seal will be attested by the signatures of any two members of the National Board or employees of the association, being members of the National Board or employees authorised to do so by the National Board.

### **34. Custody of books**

Subject to the Act, the Regulations and these rules, the Executive Officer will keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

### **35. Inspection of books**

The records, books and other documents of the association will be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of the association at any reasonable hour.

### **36. Winding Up**

If the association is wound up, any surplus property of the association must vest in a fund, authority or institution in Australia named or described in Section 30-15 of the Income Tax Assessment Act 1997 which is charitable at law, as nominated by a special resolution of the association.

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