

PeakCare Queensland Inc.

CONSTITUTION

Amended
26 November 2008

1. NAME

The name of the incorporated association shall be PeakCare Queensland, Incorporated (in these Rules called "the Association").

2. OBJECTS

The objects for which the Association is established are:

- 2.1 To assist and encourage non-government child protection service providers and practitioners, government departments and agencies develop and maintain high standards of services directed to ensuring the safety and well-being of children, young people and the support of their families.
- 2.2 To represent and advocate for the member organisations of the Association on or before other community bodies, statutory bodies, Local, State and Commonwealth Government, their departments and agencies in any matter of importance to the members and/or to the community.
- 2.3 To facilitate and undertake research, development and training in policy and practice relating to the safety and well-being of children and young people and the support of their families.
- 2.4 To disseminate information, with a view to raising the community consciousness of matters related to safety and well-being of children, young people and families.
- 2.5 To develop and maintain collaborative relationships and partnership with all the stakeholders associated with the safety and well-being of children and young people and the support of their families.
- 2.6 To facilitate the bringing together in committee and conference, representatives of non-government child protection agencies, government departments and other agencies for the furtherance of the above objectives.

2A. DEFINITIONS

2A. In these Rules, unless there is something in the subject matter or context inconsistent therewith:

"Board" means the Board of the Association;

"Business Hours" means the hours of 9am-4.30pm Monday to Friday and including public holidays;

"Office" means the office occupied, from time to time, by the Association;

"Organisations" means bodies corporate.

2B. INTERPRETATION

In these rules, the following words and phrases have the meaning assigned:

2B.1 The singular includes the plural and the plural includes the singular.

- 2B.2 A reference to a gender includes a reference to the other gender.
- 2B.3 A reference to the Association includes the Association, its related companies (if any), and its successors or assignees.
- 2B.4 A reference to a statute includes any:
- a. statute amending, consolidating or replacing the statute; and
 - b. regulation made under the statute as that regulation is in force from time to time.
- 2B.5 Headings will be taken into account in interpreting these Rules.
- 2B.6 A reference in these Rules to a rule is, unless the context clearly indicates otherwise, a reference to a rule of these Rules.
- 2B.7 A reference to any “attendance” by a Member at a meeting includes attendance in person or by means of communication where the Member may participate without being in physical attendance or by proxy, where these Rules permit attendance by proxy.
- 2B.8 A reference in these Rules to a “Sub-rule” means, unless the context clearly indicates otherwise, a sub-rule of the Rule in which the reference to the sub-rule is made.
- 2B.9 A reference, in these Rules, to a “Schedule”, unless the context clearly indicates otherwise, is a reference to a schedule to, and forming part of, these Rules.
- 2B.10 A reference, in these Rules, to “By-laws”, unless the context clearly indicates otherwise, is a reference to by-laws to, and forming part of, these Rules.
- 2B.11 Where in these Rules any period of time, dating from a given day, act or event, is prescribed or allowed for any purpose, the period must, unless the contrary intention appears, be reckoned exclusive of such day or the day of such act or event.
- 2B.12 Where the last day of any period prescribed or allowed by these Rules for the doing of anything falls on a Saturday or a Sunday or on a day which is a public holiday or a bank holiday in the place in which the thing is to be or may be done, the thing may be done on the first day following which is not a Saturday, Sunday or a public holiday or a bank holiday in that place.
- 2B.13 A reference to the performance of a duty by any officer or person is inclusive of a reference to the officer or person causing the duty to be discharged and/or inclusive of the duty being discharged by any other Member holding the written delegation of the officer or person.
- 2B.14 A reference in a rule of these Rules to a function, or power, to be performed, or exercised, by the Association is a reference, unless these Rules provides otherwise, to that function or power being exercised by the General Manager.

2C. REPRESENTATIVES

- 2C.1 An Ordinary or Associate Member that is a corporation, Government Department, Statutory Body or Local Authority must appoint an individual as a representative to exercise all, or any, of the powers that they may exercise as a Member.
- 2C.2 The appointment of the representative will, subject to Sub-rule (4), be a standing one.
- 2C.3 The Member must notify the Secretary in writing of the appointment and the appointment will not be effective until that notification is given.
- 2C.4 The Member, referred to in Sub-rule (1), will appoint only one Representative but may replace that Representative provided that written notification of the replacement must be given to the Secretary and the replacement will not be effective and will not be able to act as the Representative of the member concerned until notification is given.

2C.5 A Representative is only entitled to exercise one vote.

3. POWERS

The Powers of the Association are:

3.1 The Association has, in the exercise of its affairs, all the power of an individual.

3.2 The Association may for example:

- a. enter into contracts; and
- b. acquire, hold, deal with and dispose of property; and
- c. make charges for services and facilities it supplies; and
- d. do other things necessary or convenient to be done in carrying out its affairs.

4. MEMBERSHIP

4.1 The membership of the Association shall consist of the following classes of members:

1. **Members** – defined as those organisations whose purpose includes the delivery of services related to the safety and well being of children and young people and the support of their families.
2. **Supporters** – any organisation or individual with an interest in supporting PeakCare’s policy platform relating to the safety and well being of children and young people and the support of their families.

4.2 (a) Ordinary Members, who are financial, are entitled, subject to these Rules, to enjoy all the privileges of membership which include:

- i. Attending any general meeting of the Board;
- ii. Proposing or seconding a motion for a general meeting of the Board;
- iii. Speak to a motion before a general meeting of the Board;
- iv. Vote on any motion at any general meeting of the Board;
- v. Vote on the election of a Member to Life Membership;
- vi. Nominate for, or stand for, any office in the Board;
- vii. Nominate a candidate for office in the Board;
- viii. Vote in any ballot for elections for any office in the Board;
- ix. If a candidate in an election for any office in the Board appoint a scrutineer;
- x. Inspect the Register;
- xi. Inspect the Minute Book;
- xii. Requisition a Special General Meeting,

Provided that only Ordinary Members who have been financial for a continuous period of 2 years are entitled to exercise the privileges provided in part (iv), (v), (vii), and (xii).

(b) Supporter Members, who are financial, are only entitled, subject to these Rules, to:

- i. Attend any general meeting of the Board;
- ii. Speak to any motion at any general meeting of the Board;
- iii. Address general meetings of the Board;
- iv. Inspect the Register;
- v. Inspect the Minute Book.

(c) Life Members are only entitled to, subject to these Rules, to:

- i. Attend any general meeting of the Board;

- ii. Speak to any motion at any general meeting of the Board;
- iii. Address general meetings of the Board;
- iv. Inspect the Register;
- v. Inspect the Minute Book.

4.3 Supporters may, however, be co-opted to the Board at the discretion of the Board in accordance with Section 10.5.

4.4 At its discretion, the Board may grant membership at a concessional rate, this having the same rights and obligations as a Supporter.

4.5 The number of members admitted to any class of membership is unlimited.

5. ADMISSION AND REJECTION OF MEMBERS

5.1 Every application for membership shall be made to the Board in the manner set out by the Board.

5.2 As soon as practicable after the receipt of an application for membership and the payment of the prescribed fees the application shall be considered by the Board.

5.3 Membership in the Association shall be considered by the Board in relation to the applicant for memberships' performance, reputation and bona fides in the field of the safety and well being of children, young people and the support of their families.

5.4 The Board has the right to accept and reject membership, provided that any such decision will be based on known and factual information about the applicants performance in the child and family service field, including their reputation, and bona fides in promoting the safety and well being of children, young people and families.

5.5 Upon the Board approving an application for membership, the applicant shall thereupon be admitted to membership.

5.5 Upon the acceptance or rejection of an application for any class of membership, PeakCare shall forthwith give the applicant notice in writing of such acceptance or rejection.

6. MEMBERSHIP FEES

6.1 The membership fees shall be such sum as the Board shall from time to time so determine.

6.2 The membership fees shall be payable at such time and in such manner as the Board shall from time to time determine.

7. TERMINATION OF MEMBERSHIP

7.1 A member may resign from the Association at any time by giving notice in writing to the secretary and such resignations shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

7.2 If a member, or a Representative of a member—

- fails to comply with any of the provisions of Rules, or
- has membership fees in arrears for a period of two months or more, or
- conducts itself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Board shall consider whether the membership shall be terminated,

the Board shall consider whether the membership of the member shall be terminated.

7.3 The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Board resolves to terminate the membership the Board shall instruct the secretary to advise the member in writing accordingly.

8. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

8.1 Any applicant for membership whose application for membership has been rejected or whose membership has been terminated (for the purposes of this Rule the 'Appellant') may within one month of receiving written notification thereof, lodge with the secretary written notice of the Appellant's appeal against the decision of the Board.

8.2 Upon receipt of a notification of appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by the secretary of the notice, a general meeting to determine the appeal (for the purposes of this Rule the 'Meeting').

8.3 At the Meeting the Appellant shall be given the opportunity to fully present the Appellant's case and the Board or those members of the Board who rejected the application for membership or terminated the membership shall also have the opportunity of presenting its or their case.

8.4 The appeal shall be determined by the vote of the members present at such a meeting.

8.5 Where an member whose application is rejected or whose membership is terminated, does not appeal against the decision of the Board within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the pro-rata amount of any fee paid.

9. REGISTER OF MEMBERS

9.1 The Association shall cause a register to be kept in which shall be entered the following

- a. the names and addresses of every member organisation;
- b. the member's membership category;
- c. the date at which any member ceased to be a member;
- d. the name and address, if relevant, of the members' Representative.

9.2 The register of members shall be kept open for inspection at the office of the Association by any member at all times during which such office is open for the transaction of business.

10. MEMBERSHIP OF THE BOARD

10.1 The number of elected members shall be no more than seven (7). The term for each elected member shall be two (2) years.

10.2 The maximum number of consecutive terms that may be served by any one member of the Board is three (3) terms, following which at least one term must elapse before renomination.

10.3 In the first year of the operation of this amendment (that being 2006) three of the members shall serve a term of one year before being required to stand for re-election. Standing members shall determine either by consensus or by ballot who shall stand for a single year in this instance only. Thereafter, a minimum of three members shall be required to stand for re-election each year.

10.4 For the purpose of implementing 10.2 all Board members serving as at 30th June 2005 shall be deemed to be serving their first term of office.

- 10.5 The Board may from time to time co-opt individuals to the Board as the need arises who will not have voting rights on the Board.
- 10.6 The number of individuals co-opted pursuant to 10.5 shall not exceed two (2) at any time.
- 10.7 The election of officers and other members of the Board shall take place in the following manner:
- a. Any two voting Representatives of member organisations shall be at liberty to propose and second any other member to serve as a member of the Board.
 - b. The nomination, which shall be in writing and signed by the nominee and their proposer and seconder, shall be lodged with the secretary at least seven days before the annual general meeting at which the election is to take place;
 - c. A list of candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting; or published on the website of the Association.
 - d. Balloting lists shall be prepared, if necessary containing the names of the candidates in alphabetical order and each Representative of a voting member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - e. Should, at the commencement of such meeting there be insufficient number of candidates nominated, nominations may be taken from the floor of the meeting provided that the nomination must be accepted by the majority of voting members or their proxies who are present.
- 10.8 Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such board member may be removed from office at a general meeting of the Association where that board member shall be given the opportunity to fully present the Board member's case.
- 10.9 The question of removal shall be determined by vote of the Representatives of the voting members present at such general meeting.
- 10.10 The Executive Director of PeakCare is appointed to the position of Secretary, provided that the Executive Director is an individual residing in Queensland, or another State but not more than 65 kilometers from the Queensland border and holds the appointment for the period the Executive Director is employed. The Executive Director shall not be a member of the Board and shall not have a vote.

11. VACANCIES ON THE BOARD

- 11.1 The Board shall have the power at any time to appoint any Representative of a voting member, to fill any casual vacancy on the Board until the next annual general meeting.
- 11.2 The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and for so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purposes.

12. FUNCTIONS OF THE BOARD

- 12.1 Except as otherwise provided by these Rules and subject to resolutions of the Representative of

the voting members carried at any general meeting the Board may exercise all the powers of the Association:

- a. shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- b. shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

13. MEETINGS OF THE BOARD

13.1 The Board shall meet at least nine times per annum.

13.2 Board meetings shall take place either face to face or via telephone or electronic means.

13.3 A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by the not less than one-third of the members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be dealt with.

13.4 At every meeting of the Board, more than 50% of current Board members shall constitute a quorum.

13.5 Subject as previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

13.6 A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or in any matter arising therefrom, and if the member does so vote the member's vote shall not be counted.

13.7 Not less than 24 hours notice shall be given by the Secretary to members of the Board of any special meeting of the Board and such notice shall clearly state the nature of the business to be considered.

a. PeakCare Queensland may give notice of a meeting to a member of the Board:

- i. personally; or
- ii. sending it by post to the address of the voting member in the register of members or alternative address (if any) nominated by the member; or
- iii. by sending it to the fax or electronic address (if any) nominated by the member.

b. Meetings can be held as determined by the Board, from time to time.

13.8 The Board may hold meetings, or permit a member of the Board to take part in its meetings, by using any technology that reasonably allowed the member to hear and take part in discussions as they happen.

13.9 A member of the Board who participates in the meeting as mentioned in 13.8 is taken to be present at the meeting.

13.10 The President shall preside as Chairperson at every meeting of the Board, or if there is no President, or if at any meeting the President is not present within ten minutes of the time appointed for holding the meeting, the Vice-President shall be the Chairperson or if the Vice-President is not present at the meeting, or if present is not willing to act, then the members may choose one of their number to be Chairperson of the meeting.

13.11 If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse and in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

13.12 Delegations of the Board:

- a. The Board may delegate, and determine the delegation of any of its powers to a sub-committee consisting of committee members and/or Representatives and/or individual supporters as the Board thinks fit.
- b. Any sub-committee so formed shall in the exercise of the powers so delegated to it conform to any regulations that may be imposed on it by the Board.
- c. A sub-committee may elect a Chairperson of its meetings and if no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairperson of the meeting.
- d. A sub-committee may meet and adjourn as it thinks proper.
- e. Questions arising at any meeting of a sub-committee shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

13.13 All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

13.14 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board. Resolutions decided via email or other electronic means require full 100% agreement to be deemed passed by the Board.

14. ANNUAL GENERAL OR GENERAL MEETINGS

14.1 The first general meeting shall be held at such time, not being less than one month or more than three months after the incorporation of the Association, and at such place as the Board may determine.

14.2 The annual general meeting shall be held within six months of the close of the financial year.

14.3 The business to be transacted at every annual general meeting shall be:

- a. The receiving of the Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding year;
- b. the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- c. the election of members of the Board; and
- d. the appointment of an auditor.

14.4 The secretary shall convene a special general meeting:

- a. when directed to do so by the Board; or
- b. on the requisition in writing signed by not less than one-third of the members presently on the Board or signed by the number of Representatives of financial Members that is not less than the number that equals 20% of Members and such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be dealt with at the meeting; or
- c. on being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any organisation.

14.5 At any general meeting the number of members' representatives required to constitute a quorum shall be the number of members presently on the Board plus one.

14.6 No business shall be transacted at any general meeting unless a quorum of Representatives of voting members is present at the time when the meeting proceeds to business.

14.7 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Members, shall lapse and in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members Representatives of voting members present shall form a quorum.

14.8 The Chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place provided that when a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

14.9 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.10 The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.

- a. The manner by which such notice shall be given shall be determined by the Board provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of a member's membership by the Board, shall be given in writing.
- b. A notice of a general meeting shall clearly state the nature of the business to be dealt with at the meeting.

14.11 Unless otherwise provided by these Rules, at every general meeting:

- a. the President shall preside as the Chairperson, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;
- b. the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- c. every question, matter or resolution shall be decided by a majority of votes of the Representatives of voting members present.

14.12 Every Representative of a voting member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote, provided that no Representative shall be entitled to vote at any general meeting if the annual subscription of the Member in relation to which they are appointed as a representative is more than one month in arrears at the date of the meeting.

- a. Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members' representative present demand a ballot, in which event there shall be a secret ballot.
- b. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- c. The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open at the office for inspection during Business Hours by any financial member who previously applies to the secretary for that inspection.
- d. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board meeting verifying their accuracy and similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting, provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.
- e. A Representative of a voting member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a Representative of a voting member shall have one vote and in a secret ballot every Representative of a voting member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- f. The instrument appointing a proxy shall be in writing in the form provided by Rule 14.12 (e) under the hand of the Representative.
- g. A proxy must be a member of the Association.
- h. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- i. Where it is desired to afford voting members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

PEAKCARE QUEENSLAND INCORPORATED

I, _____ of _____ being a voting member of the abovenamed Association hereby appoint, _____ of _____ or failing him/her, _____ of _____ as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the _____ day of _____ 20_____ and at any adjournment thereof.

Signed this _____ day of _____ 20_____
This form is to be used * against the resolution.

* in favour of

*Strike out whichever is not desired

(Unless otherwise instructed, the proxy may vote as he/she thinks fit)

- j. The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote.

15. BY-LAWS

15. The Board may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

16. ALTERATIONS OF RULES

16. Subject to the provision of the Associations Incorporation Act 1981 – 1988, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting, provided that no such amendment, rescission or addition shall be valid until approved by the Chief Executive Officer of the Office of Fair Trading.

17. FUNDS AND ACCOUNTS

- 17.1 The funds of the Association shall be deposited in the name of the Association in such Bank or Permanent Building Society as the Board may from time to time direct.
- 17.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 17.3 The Board will ensure that appropriate policies and procedures are in place to promote best practice financial accountability within the Association.
- 17.4 All expenditure shall be approved and/or ratified in accordance with organisational procedures at a Board meeting and if ratification or approval is not provided then the Board will initiate appropriate action.
- 17.5 As soon as is practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
 - a. the income and expenditure for the financial year just ended; and
 - b. the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 17.6 All such statements shall be examined by the auditor who shall present their report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 17.7 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

18. DOCUMENTS

18. The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

18A. INDEMNITY

18A.1 The Association will be responsible for the authorised acts of its employees, officers and agents provided that the Association will indemnify its employees, officers and agents in respect of payments made and liabilities incurred by them, if, and only if, the acts, payments or liabilities were performed, made or incurred by them are:

- a. within the scope of their authority;
- b. in the ordinary and proper conduct of the Association's business;
- c. in the honest and reasonable discharge of their employment, agency or office;
- d. in good faith.

18A.2 The Association will subject to the conditions contained in Sub-rule 18A.1 indemnify any of the persons mentioned in Sub-rule 18.1 against liability for any loss or damage though the loss or damage may have occurred by reason of negligence, a reasonable mistake, error, oversight or omission on their part.

19. FINANCIAL YEAR

19. The financial year of the Association shall close on 30th June in each year.

20. DISTRIBUTION OF SURPLUS ASSETS

20. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and there remains, after 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 under or by virtue of rule 17.1 such institution or institutions to be determined by the members of the Association.