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CONSTITUTION

Deniliquin Childrens Centre

Incorporation number Y0232509

Rules

Part I

Preliminary

1. The Deniliquin Childrens Centre
2. The Objects of Deniliquin Children's Centre Incorporated are:
 - a. To be a charity whose purpose is to advance education by operating a centre-based and mobile preschools to service Deniliquin and the surrounding district.
 - b. To advance social or public welfare by caring for young children by operating a child care service and associated toy library to support Deniliquin and the surrounding district.
 - c. To maintain a public fund (the Gift Fund) to be used solely for the acquisition, construction and maintenance of the Association's preschool building.
 - d. To do such other things as are incidental or conducive to the attainment of these objects.

PART II

INTERPRETATION

1. In these rules, except in so far as the context or subject matter otherwise indicates or requires:-

"ordinary member" means a member of the committee who is not an office bearer of the association, as referred to in Rule 13 (2).

"Secretary" means:-

 - (a) The person holding office under these rules as Secretary of the Association or
 - (b) Where no such person holds that office – the Public Officer of the Association.

"special general meeting" means a general meeting of the Association other than annual general meeting.

"the Act" means the *Association's Incorporation Act. 2009*

"the Regulation" means the *Association's Incorporation Regulation 2010*
2. In these rules:-
 - (a) A reference to a function includes a reference to a power, authority and duty and;
 - (b) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
3. The provisions of the *Interpretation Act 1987*, apply to and in respect of these rules in the same manner as those provisions would so apply if those rules were an instrument made under the Act.

PART III
MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

2. A person is qualified to be a member of the association if:-
 - (a) the person is a person referred to in Section 15(1) (a) (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporating of the association under the Act; or
 - (b) the person is a natural person who;
 - (i) has been nominated for membership of the association as provided by Rule 3 and
 - (ii) has been approved for membership of the association by the committee of the association;
 - (iii) membership to the Association will consist of parents or guardians of all children currently enrolled or attending the Centre, together with other members of the community (but not exceeding 20% of the number of parent members) as the Association may from time to time approve.

APPLICATION FOR MEMBERSHIP

3. (1) A application of a person for membership of the Association
 - (a) shall be made by a member of the association in writing in the form set out in appendix 1 to these rules; and
 - (b) shall be lodged with the Public Officer of the Association.
- (2) As soon as practicable after receiving a application for membership, the Public Officer shall refer the application to the committee which shall determine whether to approve or to reject the application.
- (3) Where the committee determines to approve a nomination for membership, the Public officer shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as entrance fee and annual subscription. If the application is not approved, the membership fee shall be returned.
- (4) The Public officer, shall on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominees name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.

CESSATION OF MEMBERSHIP

4. A person ceases to be a member of the association if the person
 - (a) Dies;
 - (b) Resigns that membership; or
 - (c) Is expelled from the Association.
 - (d) Fails to pay membership fee by 31st August each year.⁴
 - (e) Is employed by the association

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. A right, privilege of obligation which a person has by reasons of being a member of the Association
 - (a) Is not capable of being transferred or transmitted to another person; and
 - (b) Terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

6. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
 - (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the Secretary 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 member of the association ceases to be a member pursuant to clause (2), and in every other case where the member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

7. (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
 - (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

FEES, SUBSCRIPTIONS ETC.

8. (1) A member of the association shall, upon admission to membership, pay to the association a fee of \$5 or, where some other amount is determined by the committee, of that other amount.

MEMBER'S LIABILITIES

9. The liability of a member of the association 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 in rule 8.

DISCIPLINING OF MEMBERS

10. (1) Where the committee is of the opinion that a member of the association:-

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

the committee may, by resolution:-

- (c) Expel the member from the association;
 - (d) Suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under clause 10(1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after serving the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under clause (1), the Secretary shall, as soon as practicable cause a notice in writing to be served on the member:-
- (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee 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 committee at or prior to that date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Committee held as referred to in clause (3), the committee shall:-
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 11.
- (6) A resolution confirmed by the committee under clause (4) does not take effect:-
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 11(4).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

11. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under Rule 10(4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the Secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (2):-
- (a) no business other than the question of the appeal shall be transacted;

- (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART IV
THE COMMITTEE

POWERS, ETC., OF COMMITTEE

12. The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:-
- (a) shall 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 a general meeting of members of the association; and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

STRUCTURE AND MEMBERSHIP

13. (1) Subject in the case of the first members of the committee to Section 21 of the Act, the committee shall consist of:- 9 members
- (2) After the AGM the management Committee shall elect from their number the following office-bearers of the association
- (a) the president;
 - (b) the vice president
 - (c) the treasurer; and
 - (d) the secretary
- (3) a) Each member of the committee shall, subject to these rules, remain a committee member until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election. At each AGM one half of the committee shall be elected.
- b) For the first election the committee shall be responsible for determining the method of electing five committee members for one year and four committee members for two years.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, for the term of the committee whose position was vacated.
- 5) For the purposes of these rules a casual vacancy in the office of a member of the committee occurs if the member:-
- (a) dies;
 - (b) ceases to be a member of the association;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (commonwealth).

- (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under rule 18;
 - (f) is absent without the consent of the committee from 3 consecutive meetings of the committee held during a period of 6 months.
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

ELECTION OF COMMITTEE

14. (1) Nomination of candidates for election as members of the committee:-
- (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (b) shall be delivered to the Public Officer of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominations shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of officer-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

SECRETARY

15. (1) The Secretary of the association shall, as soon as practicable after being appointed as Secretary, lodge notice with the association of his / her address.
- (2) It is the duty of the secretary to keep minutes of:-
- (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

16. It is the duty of the treasurer of the association to ensure that:-
- (a) all money due to the association is collected and received and that all payments authorised by the association are made;
 - (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association; and

REMOVAL OF MEMBER

17. (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

18. (1) The committee shall meet at least 5 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the President or by any member of the committee.
- (3) oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of 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 of the time appointed for the meeting, the meeting shall be dissolved.

- (8) At a meeting of the committee:-
 - (a) the president, or in the president's absence, the vice president shall preside; or
 - (b) if the president and the vice president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.
- 9) Meetings may be held at two or more locations with committee members participating by electronic means as agreed by committee.
- 10)a) The committee may pass resolution on non contentious issues by circulating resolution, with unanimous agreement by the committee
- b)Circulating resolutions may be passed by electronic means as described in 19(9)

DELEGATION BY COMMITTEE TO SUB COMMITTEE

- 19. (1) The committee may, by instrument in writing, delegate to one or more sub committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:-
 - (a) This power of delegation; and
 - (b) A function which is a duty imposed on the committee by the Act or by any other law.
 without
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee 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 Committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

- 20. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (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 rule 19(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART V
GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – HOLDING OF

- 22.(1) In addition to any other business which may be transacted at an annual general meeting the business of an annual general meeting shall be:-
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect office bearers of the association and ordinary members of the committee;
 - (d) to receive and consider any statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
- (2) The association must hold its annual general meetings:
- (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

21. The association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

22. (1) The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the committee 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 shall be:-
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect office bearers of the association and ordinary members of the committee;
 - (d) to elect an auditor or auditors who shall not be a member or closely related to a member of the management committee;

- (e) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETING – CALLING OF

23. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 5% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:-
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in Clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

NOTICE

24. (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 secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to the contact details nominated by the member 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 Secretary shall, 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 clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

25. (1) No items of business shall 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) Nine 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.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting is convened upon the requisition of member shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not pursuant within half an hour after the time appointed from the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.

PRESIDING MEMBER

26. (1) The president or, in the president's absence, the vice president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and the vice president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

27. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall cause to be sent notice to the contact details given in the register of members notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

28. (1) A question arising at a general meeting of the association shall 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 chairperson 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 chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the written ballot shall be taken:-
 - (a) immediately in the case of a poll which relates to the election of the chairperson of 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 chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

29. A resolution of the association is a special resolution if:-

- (a) it is passed by a majority which comprises not less than three quarters of such members of the association and being entitled under these rules so to do, vote in person at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; and Section 39 of the Act or

VOTING

30. (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) Proxy voting must not be undertaken at or in respect of a General meeting.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the association unless all membership fees due and payable by the member to the association has been paid.

PART VI MISCELLANEOUS

FUNDS - SOURCE

31. (1) The funds of the association shall be derived from fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

32. (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes, electronic funds transfer and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- 3)The committee may also authorise a single employee or member to operate a debit/ credit card.

ALTERATION OF OBJECTS AND RULES

33. The statement of objects and these rules may be amended, rescinded or added to only by a special resolution of the association.

INSPECTION OF BOOKS, ETC.

34. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

CUSTODY OF BOOKS, ETC.

35. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.unless the association is required by the Law of the Commonwealth or State to withhold information

36. SERVICE OF NOTICES

37. (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by using the contact details provided in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 3)Where a document is sent properly by electronic delivery it will be deemed for the purposes of these rules to have been served on the person within 24 hours.

SURPLUS PROPERTY

38. (1) 41. 1) If the Association is wound up, any other surplus assets must not be distributed to a member or a former member of the Association, unless that member or former member is a charity described in the following clause.

2) Subject to the Associations Incorporation Act 2009 and any other applicable Act, and any court order, any surplus assets, other than the Gift Fund, that remain after the Association is wound up must be distributed to one or more charities:

- a. with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause [insert clause number for Objects Clause], and
- b. which also prohibit the distribution of any surplus assets to its members to at least the same extent as this constitution.

3) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court of NSW to make this decision.

4) Not-for-profit Clause

The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.