

Constitution of Yipirinya School Council Inc.

Part 1 Preliminary

1 Name

The name of the incorporated association is Yipirinya School Council Inc. (**Association / Yipirinya**) which is incorporated under the NT Associations Act.

2 Objects and purposes

- (a) To promote the development of educational programs for Aboriginal children living in the township of Alice Springs and its town camps, and any other place that the members of the Council shall authorise.
- (b) To foster community participation in the education of Aboriginal children.
- (c) To ensure that all educational programs are in accordance with the traditional social organisation of the member communities.
- (d) To assist the School's two-way bilingual and bicultural model of education is maintained and fostered.
- (e) To assist the development and training programs of Aboriginal persons designed to enable them to fully participate in the education of Aboriginal children.
- (f) To act to improve the living conditions and meet the needs of Aboriginal children and their families in any way which will assist them to benefit from educational programs.

3 Minimum number of members

The Association must have at least 50 members.

4 Definitions and Interpretation

- (1) In this Constitution, unless the contrary intention appears:

Act means the *Northern Territory Associations Act* and regulations made under that Act.

Committee means the Management Committee of Yipirinya.

financial institution means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth.

general meeting means a general meeting of members convened in accordance with clause 44.

member means a member of Yipirinya.

register of members means the register of the Association's members established and maintained under section 34 of the Act.

special resolution means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

- (2) In this Constitution unless the contrary intention appears:
- (a) words importing any gender include all other genders;
 - (b) the singular includes the plural and vice versa;
 - (c) a reference to a law includes regulations and instruments made under the law;
 - (d) a reference to a clause is a reference to a clause in this Constitution unless otherwise stated;
 - (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
 - (f) a reference to a meeting includes a meeting by technology where all attendees have reasonable opportunity to participate;
 - (g) a reference to a person being present in person includes a person participating at a meeting as described in (f) above;
 - (h) a power, an authority or a discretion reposed in a Committee member, the Committee, the Association in General Meeting, or a Member may be exercised at any time and from time to time;

Part 2 Constitution and powers of Association

5 Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.

6 Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7 Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8 Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 Members

Division 1 Membership

9 Application for membership

To be eligible to be a member a person must be an Aboriginal person involved in or interested in the School run by Yipirinya in Alice Springs.

To apply to become a member of the Association a person must

submit a written application for membership to the Committee in a form approved by the Committee and signed by the person.

10 Approval of Committee

The Committee must consider any application made under clause 9 at the next available committee meeting and must accept or reject the application at that meeting or the next.

11 Joining fee

If an application for membership is approved by the Committee, the applicant becomes a member and there is no joining fee.

12 Membership fees

- (1) The membership fee is the amount, if any, determined from time to time by the Committee.
- (2) Each member must pay any membership fee to the Business Manager by the first day of each financial year or another date determined by the Committee from time to time.
- (3) A member whose fee is not paid within 1 month after the due date ceases to be a member unless the Committee determines otherwise.

Division 2 Rights of members

13 General

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

14 Voting

- (1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application for membership has been accepted.

15 Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16 Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

17 Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18 Associate members

There will not be any Associate members.

Division 3 Termination, death, suspension and expulsion

19 Termination of membership

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of any annual membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

20 Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21 Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22 Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

Part 4 Management Committee and other Groups

Division 1 General

23 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more subcommittees consisting of people (1 or more) the Committee considers appropriate.
- (5) Members in general meeting will elect a Cultural Advisory Council to serve for one year. Members of the Cultural Advisory Council will be members of the Association who will advise the Committee on indigenous cultural matters relevant to the school. The Cultural Advisory Council will have 8 members representing one Warlpiri, one Western Arrente, one Eastern/Central Arrente, one Luritja/Pintubi, one Pitjantjara, one Anmatjere, one Pertame, and one other member of any language group.
- (6) Members in general meeting may elect a Specialist Advisory Group of suitably qualified people to advise the Committee on matters such as finance, governance, funding, human resources, and compliance. Members of the Specialist Advisory Group are not required to be members of the Association and will serve for one year.
- (7) Nominations for a position on the Cultural Advisory Council and the Specialist Advisory Group must be received by the Secretary at least 7 days before the annual general meeting of members. Individuals can nominate themselves, no seconder is required, and Clauses 29, 30 and 32 of this constitution, suitably adapted, will apply. A person can serve on the Cultural Advisory Council or the Specialist Advisory Group for multiple consecutive terms.

24 Composition of Committee

- (1) The Management Committee will consist of a President/Chairperson, a Secretary, and up to 5 other persons elected by the members.

- (2) The Committee must appoint a suitable person to be the Association's public officer.

25 Delegation

- (1) The Committee may delegate to a subcommittee any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.
- (4) The Committee will decide on, and review each year, a Delegation of Authority (**DOA**) document setting out a clear allocation of responsibilities between the Committee, President, Principal and Business Manager.

Division 2 Tenure of office

26 Eligibility of committee members

- (1) A committee member must be a member who is 18 years or over, who is appropriately literate in English and able to understand the financial affairs of an organisation, and is not prohibited from being a committee member by the Act (s. 30). Staff of the School are not eligible to be Committee members.
- (2) A committee member must have attended a Yipirinya Governance training course within the last 2 years or do so within 3 months of being elected onto the Committee. This course will ensure Committee members understand their legal obligations and responsibilities including their duty to act in good faith in the best interests of Yipirinya to further its charitable purposes and to exercise their powers and discharge their duties with the appropriate degree of care and diligence. If a person fails to complete this governance training within the required time their position on the Committee is automatically vacated.
- (3) Committee members are elected to the Committee at an annual general meeting of members or appointed under clause 33.

27 Nominations for election to committee

- (1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by another

member not less than 7 days before the date of the next annual general meeting.

- (2) The nomination must be signed by:
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

28 Retirement of committee members

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32. However the President/Chairperson shall hold office for 2 years and shall be entitled for re-election.
- (2) Subject to subclauses (1) and (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve consecutive terms on the Committee.

29 Election by default

- (1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, (and the persons are eligible to be on the Committee) the Chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of

remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

30 Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Committee.

31 Vacating office

The office of a committee member becomes vacant if:

- (a) the member:
 - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association;
- (b) the member is absent from more than:
 - (i) 3 consecutive committee meetings; or
 - (ii) committee meetings in the same financial year without tendering an apology to the Chairperson;of which meetings the member received notice and the Committee has resolved to declare the office vacant;
- (c) the member does not meet the requirements of clause 26 of this constitution.

32 Removal of committee member

The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.

- (1) If a vacancy arises through removal under subclause (1), an

election must be held to fill the vacancy.

33 Filling casual vacancy on Committee

If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any member of the Association (eligible to serve on the Committee) to fill that vacancy.

Division 3 Duties of committee members

34 Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and other legislation related to the management activities of the association (e.g. Charity legislation, NT Education legislation).
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and other relevant legislation.

35 Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and committee meetings.
- (2) If the Chairperson is absent from a meeting, the Committee shall appoint another Committee member to preside at the meeting.

36 Secretary

The Secretary must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act (see clause 42 procedure re independent minute taker);
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

37 Treasurer

- (1) The Business Manager will perform the functions of a Treasurer and must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.
- (2) The Business Manager must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Business Manager must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chairperson, the Business Manager must submit to the Committee a report, balance sheet or financial statement in accordance with that direction. Also the Business Manager will submit regular financial reports to the Committee to enable the Committee to have appropriate oversight of the Association.
- (5) The Business Manager has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Business Manager must perform any other duties imposed by this Constitution on the Treasurer.

38 Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.
- (3) If the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Part 5 Meetings and Management Committee

39 Frequency and calling of meetings

- (1) The Committee must meet together for the conduct of business not less than 4 times in each financial year.
- (2) The Chairperson, or at least half the committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 22.

40 Voting and decision making

- (1) Each committee member present at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

41 Quorum

For a committee meeting, one-half of the committee members constitutes a quorum.

42 Procedure and order of business

- (1) Subject to the following provisions of this clause, the procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.
- (4) The Committee must appoint a person (except not the Principal or Business Manager) to take the Minutes of all Committee meetings. The Minutes will be settled by the Chairperson in accordance with the Act.
- (5) A copy of the Minutes of each Committee meeting will be provided to each Committee member within 7 days of a Committee meeting.
- (6) Reasonable notification of all meetings must be given to Committee

members.

- (7) Any transport arrangements to and from Committee meetings must be available to all Committee members.
- (8) Appropriate language interpreters will be made available when required at Committee meetings.

43 Disclosure of interest

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act and comply with the Associations policy on Conflicts of interest.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act and the Associations policies.

Part 6 General meetings

44 Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) Subject to the Act, the Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Committee:
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

45 Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting unless otherwise provided in the Schedule.

- (2) The request must:
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed:
 - (a) for clause 44(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

46 Annual general meeting

- (1) The Secretary must give to all members not less than 21 days' notice of an annual general meeting.
- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new committee members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

47 Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

48 Notice of meetings

- (1) The Secretary must give a notice under this Part by:
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.
- (3) The Secretary shall also place a copy of a Notice of meeting on a prominent School noticeboard and in appropriate places in town camps.

49 Quorum at general meetings

At a general meeting, 20 members present in person constitutes a quorum.

50 Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:
 - (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for

the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

51 Voting

- (1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

52 Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

Part 7 Financial management

53 Financial year

The financial year of the Association is the period of 12 months ending on 31 December.

54 Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Business Manager and one member of the Committee.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, the Business Manager may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

55 Accounts and audits

The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

Part 8 Grievance and disputes

56 Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of

- a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
 - (5) A member of the Association can be a mediator.
 - (6) The mediator cannot be a party to the dispute.
 - (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (9) The mediator must not determine the dispute.
 - (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Part 9 **Miscellaneous**

57 **Common seal**

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the Chairperson;

- (b) the Secretary;
 - (c) the Business Manager.
- (3) The common seal of the Association must be kept in the custody of the Business Manager or another person the Committee from time to time decides.

58 Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to a body in Australia that:
- (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by special resolution of the members.
- (3) Where the Association has been endorsed as a Deductible Gift Recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the Income Tax Assessment Act then, where:
- (a) the Association is wound up;
 - (b) the fund is wound up; or
 - (c) the endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked;

any surplus assets of the Association or fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with clause 58(2)(a) above and is an endorsed deductible gift recipient.

- (4) Where the Association operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.