



**Objects of CityServe Incorporated under the
Associations Incorporation Act, 1984
INC1500348 ABN96145519715**

1. Principal Object

The objective of CityServe Incorporated will be to collect and administer monies to support the purpose of providing direct benevolent relief to people in necessitous circumstances suffering from poverty, sickness, distress, destitution, misfortune, disability or helplessness by providing various financial and non-financial assistance and services to those people in Australia.

CityServe shall actively seek donations from the public, other organisations, the Council and Government Agencies.

2. Principal Activities

To provide direct benevolent relief to people suffering from poverty, sickness, distress, destitution, misfortune, disability or helplessness by providing various financial and non-financial assistance and services to those people in Australia. Primary persons that CityServe Incorporated will deal with are determined to be suffering from life-impacting issues shown to have a past or present basis or foundation in relational or situational trauma.

Provide and/or facilitate the provision of professional intervention, case management, counselling, respite accommodation, rehabilitation, recovery and retreat to families, couples and individuals who seek practical, emotional, social and psychosocial, psychological and/or spiritual support and refuge resulting from, through or because of causes without limitation:

- Neglect
- Abuse
- Trauma
- Distress
- Behavioural problems
- Developmental problems
- Family conflict
- Relationship breakdown
- Domestic violence
- Substance abuse
- Physical or mental illness or depression
- Poverty
- Homelessness

To organise and conduct various fund-raising activities and appeals to finance the provision of benevolent relief, to make decisions as to whom financial and non-financial support is given, and to arrange for the delivery of this support, in keeping with the objects of CityServe Incorporated.

3. Non-Profit

CityServe Incorporated will continue to operate on a non-profit basis and will be registered with The ACNC as a Public Benevolent Institution. Receipts for the donations will be issued and administered in a manner that ensures it meets the criteria set out by the government for tax-deductible gift recipients and proper accounting records and procedures shall be kept.

Further Powers:

In addition, and subject to the principle object set out above, CityServe Inc. shall have the following further powers:

3.1 The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property or chosen action.

3.2 The buying or selling, and/or supplying of, and dealing in, goods or all kinds.

3.3 The construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of CityServe Inc.

3.4 The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of CityServe Inc.

3.5 The taking of such steps from time to time as the Board may deem expedient for the purpose of procuring contribution to the funds of CityServe Inc., whether by way of donation, subscriptions or otherwise.

3.6 The printing and publishing of such newspapers, periodicals, books, leaflets or other documents in electronic form or otherwise as the Board may think desirable for the promotion of the objects and purposes of CityServe Inc.

3.7 The borrowing and raising of money in such manner or on such terms, including granting any mortgage or charge or encumbrance over any real or personal property.

3.8 Subject to the provisions of any relevant legislation, the investment of any moneys of CityServe Inc. not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine.

3.9 The establishment and support or aiding in the establishment and support of associations, institutions, funds, trust schemes, and conveniences, calculated to benefit servants or past servants of CityServe Inc and their dependants and the granting of pensions allowances or other benefits, to servants or past servants of CityServe Inc. and their dependants and the making of payments towards insurance in relation to any of those purposes.

3.10 The establishment and support or aiding in the establishment and support of any of the objects of CityServe Inc.

3.11 The purchase or acquisition and undertaking of all or any part of the property, assets, liabilities and engagements of any association or other body with which CityServe Inc. may at any time become amalgamated.

3.12 The doing of all such other lawful things as are incidental or conducive to the attainment of the objects and purposes of CityServe Inc.

Rules of CityServe Incorporated under the Associations Incorporation Act, 1984.

Part 1 Preliminary

Definitions

1. In these rules:

Association means CityServe Inc.

Director-General means the Director-General of the Department of Fair Trading.

Board means the Board of CityServe Inc.

Secretary means:

- a) the person holding office under these rules as Secretary of the association, or
- b) if no such person holds that office – the Public Officer of the association.

Chairperson means the Chairperson of CityServe Inc. appointed as herein provided.

Special General Meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the Regulation means the *Associations Incorporation Regulation 1999*.

2. In these rules:

2.1 a reference to a function includes a reference to a power, authority and duty, and

2.2 a reference to the exercise of a function included, if the function is a duty, a reference to the performance of the duty.

2.3 The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would also apply if these rules were an instrument made under the Act.

Part 2 Membership

Membership Qualifications

3. Subject to Rule 4, a person is qualified to be a member of the association if and only if the person:

- 3.1 is a natural person;
- 3.2 is nominated for membership of the association as provided by Rule 5;
- and
- 3.3 is approved for membership of the association by the Board.

4. The Board may by unanimous resolution accept the nomination of a person for membership of the association, if in the view of the Board it is in the best interests of the association to accept that nomination.

Nomination for Membership

5. A nomination of a person for membership of the association:

- 5.1 must be made by a member of the association in writing on the form set out in Appendix 1 of these rules, and
- 5.2 must be lodged with the Secretary of the association.

6. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board, which is to determine whether to approve or to reject the nomination.

7. As soon as practicable after the Board makes that determination, the secretary must:

- 7.1 notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
- 7.2 enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

Cessation of Membership

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

- 8.1 dies, or
- 8.2 resigns membership, or
- 8.3 is expelled from the association.

Membership Entitlements not transferable

9. A right, privilege or obligation which a person has by being a member of the association:

- 9.1 is not capable of being transferred or transmitted to another person, and
- 9.2 terminates on cessation of the person's membership.

Resignation of Membership

10. A member of the association is not entitled to resign that membership except in accordance with this rule.

11. A member of the association may resign from membership of the association by first giving the secretary written notice of a least one month (or such other period as

the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

12. If a member of the association ceases to be a member under Rule 11, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which a member ceased to be a member.

Register of Members

13. The secretary of the association must 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 that person became a member.

14. The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

15. A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.

Fees and Subscriptions

16. Members of the association are not required to pay any fee or subscriptions in respect of such membership.

Member's Liabilities

17. Members of the association have no liability 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.

Resolution of internal disputes

18. In the event of a dispute arising between members (in their capacity as members), or between a member and CityServe Inc., or a member and the Board, the following procedure shall apply.

19. Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.

20. Should the nominated representatives be unable to resolve the dispute within fourteen (14) days (or other such period as the parties to the dispute and their nominated representatives may agree upon) the dispute shall be referred to a person appointed by the Chairperson for mediation and the following provisions shall apply:

20.1 The person appointed by the Chairperson for mediation (the mediator) shall within 72 hours of his or her appointment notify each of the parties to the dispute of his or her appointment and the procedure the mediator proposes to follow to mediate the dispute.

20.2 Each party of the dispute shall comply with all lawful and reasonable requests by the mediator in respect of the mediation.

20.3 The mediator shall hear from both parties to the dispute and shall otherwise comply with the requirements of natural justice.

20.4 The mediator shall notify each of the parties of his or her decision in respect of the dispute within a reasonable time after the mediation occurs and in any event no later than seven (7) days after the mediation occurs.

20.5 The mediator's decision is final.

Cancellation of Membership

21. The Board may, by resolution, remove the name of a member from the register if it is of the opinion that such member no longer fulfils the conditions of membership as set out herein, provided always that before so resolving, the Board shall give opportunity to such member to be heard before it, after reasonable notice has been given to such member of such hearing.

Part 3 The Board

Powers of the Board

22. The Board is to be 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:

22.1 is to control and manage the affairs of the association, and

22.2 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

22.3 has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

Borrowing Funds etc.

23. The following functions and powers of the association may only be exercised by the members of the association in general meeting:

23.1 the power to borrow funds; and

23.2 the power to mortgage, charge or otherwise encumber property.

Constitution and Membership

24. Subject in the case of the first members of the Board to section 21 of the Act, the Board is to consist of:

24.1 the office bearers of the association, and

24.2 at least one (1) ordinary member, each of whom is to be elected at the annual general meeting of the association under rules 28 to 33.

25. The office bearers of the association are to be:

25.1 the Chairperson, and

25.2 the Public Officer / Secretary.

26. Each member of the Board is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

Appointment of Board Members

28. Nominations of candidates for election as office-bearers of the association or as ordinary members of the Board:

28.1 must be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

28.2 must be delivered to the secretary of the association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

29. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

30. If insufficient further nominations are received, and further vacant positions remaining on the Board are taken to be casual vacancies.

31. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

32. If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

33. The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

Secretary

34. The Secretary of the association will be appointed by the Board.

35. The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.

36. Unless otherwise determined by the Board the Secretary of the association shall also be the Public Officer of the association.

37. It is the duty of the Secretary to keep minutes of:

37.1 all appointments of officer-bearers and members of the Board.

37.2 the names of the members of the Board present at an Board meeting or a general meeting, and

37.3 All proceedings at Board meetings and general meetings.

38. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson at the next succeeding meeting.

Financial Records

39. It is the duty of the Board to ensure:

39.1 that all money due to the association is collected and received and that all payments authorised by the association are made,
and,

39.2 that correct books and accounts are kept showing the financial affairs of the association, including all details of receipts and expenditure connected with activities of the association; however, nothing in these rules shall prevent the Board from employing the services of other persons in the fulfilment of this duty.

Meetings and quorum

40. The Board shall meet from time to time and at such place and time as determined by the Board.

41. Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be agreed on by the members of the Board) before the time appointed for the holding of the meeting.

42. Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

43. At a meeting of the Board, the Chairperson, in the Chairperson's absence, such one of the remaining members of the Board as may be chosen by the members present at the meeting, is to preside.

Casual vacancies on the Board

44. For the purposes of these rules, a casual vacancy in the Board occurs if a member of the Board:

44.1 dies, or

44.2 ceases to be a member of the association, or

44.3 becomes insolvent under administration within the meaning of the *Corporations Law*, or

44.4 resigns office by notice given to the secretary, or

44.5 is removed from the office under rule 44, or

44.6 becomes a mentally incapacitated person, or

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

Removal from the Board

45. The chairperson may remove a member of the Board from that office if that person:

45.1 resigns from the association;

45.2 ceases to qualify for membership of the association, or

45.3 fails to attend three consecutive properly convened meetings of the Board.

Delegation by Board to Sub-board

46. The Board may, by instrument in writing, delegate to one or more sub-boards (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as specified in the instrument, other than:

46.1 the power of delegation, and

46.2 a function which is a duty imposed on the Board by the Act or any other law.

47. A function the exercise which has been delegated to a sub-board under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-board in accordance with the terms of the delegation.

48. A delegation under this section may be made subject to conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

49. Despite any delegation under this rule, the Board may continue to exercise any function delegated.

50. Any act or thing done or suffered by a sub-board 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 Board.

51. The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

Voting and decisions

53. Questions arising at a meeting of the Board or of any sub-board appointed by the Board are to be determined by unanimous agreement of members of the Board or sub-board present at the meeting.

54. Any act done or suffered, or purporting to have been done or suffered, by the Board or by a sub-board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-board.

Part 4 General Meetings

Annual general meetings – holding of

55. With the exception of the first annual general meeting of the association, the association must, 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 and annual general meeting of its members.

56. The association must hold its first annual general meeting:

56.1 within the period of 18 months after its incorporation under the Act, and

56.2 within the period of 6 months after the expiration of the first financial year of the association.

57. Rules 54 and 55 have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

Annual general meetings – calling of and business at

58. The annual general meeting of the association, is subject to the Act and to rules 55 to 57, to be convened on such date and at such place and time as the Board thinks fit.

59. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

59.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

59.2 to receive from the Board reports on the activities of the association during the last preceding financial year,

59.3 to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

60. An annual general meeting must be specified as such in the notice convening it.

Special general meetings – calling of

61. The Board may, whenever it thinks fit, convene a special general meeting of the association.

62. The Board must, on the requisition in writing of at least fifty per cent (50%) of the total number of members, convene a special general meeting of the association.

63. A requisition of members for a special general meeting:

63.1 must state the purpose or purposes of the meeting, and

63.2 must be signed by the members making the requisition, and

63.3 must be lodged with the secretary, and

63.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

64. If the Board fails to convene a special general meeting to be held within one month after that date on which the 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.

65. A special general meeting convened by a member or members as referred to in rule 61 must be convened as early as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expenses so incurred.

Notice

66. Except of the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

67. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must at least 21 days before the date fixed for the holding of the special general meeting, cause notice to

be given to each member specifying, in addition to the matters required under rule 65, the intention to propose the resolution as a special resolution.

68. No Business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 58.

Procedure

69. No item of business is to 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.

70. Five members present in person (being members under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

71. If, within half an hour of the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- 71.1 if convened on the requisition of members, is to be dissolved, and
- 71.2 in any other case, is to stand adjourned to the same day in the following week at the same 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.

72. If, at the adjourned meeting, a quorum is not present within half and Hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

Presiding member

73. The chairperson, or in the chairperson's absence, such person appointed in advance by the Board, is to preside as chairperson at a general meeting of the association.

74. Unless appointed in advance by the Board in accordance with rule 73, the members present must elect one of their number to preside as chairperson at the meeting.

Adjournment

75. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

76. If a meeting is adjourned for 14 days or more, the secretary must give written or oral 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.

77. Except as provided in rules 75 and 76, 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

78. A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration on the show of hands a poll is demanded, a declaration by the chairperson that a has, on a show of hand, 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 votes recorded in favour or against that resolution.

79. At a general meeting of the association, a poll may be demanded by the chairperson or by at least 50% of members present or by proxy at the meeting.

80. If a poll is demanded at a general meeting, the poll must be taken;
80.1 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
80.2 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 is taken to be the resolution of the meeting on that matter.

Special resolution

81. A resolution of the association is a special resolution:
81.1 if it is passed by a majority which comprises at least 3 quarters of such members of the association as, being entitled under these rules so to do, to vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
81.2 where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in sub rule 81.1 if the resolution is passed in a manner specified by the Director-General.

Voting

82. On any question arising at a general meeting of the association a member has one vote only.

83. All votes must be given personally or by proxy but no member may hold more than 5 proxies.

84. 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.

Appointment of proxies

85. Each member of the association is to be entitled to appoint another member as proxy by notice given to the secretary no later than the commencement of the meeting in respect of which the proxy is appointed.

86. The notice appointing the proxy is to be on the form set out in Appendix 2 to these rules.

Part 5 Miscellaneous

Insurance

87. The association must effect and maintain insurance under section 44 of the Act.

88. In addition to the insurance required under rule 87, the association may effect and maintain other insurance.

Funds – source

89. The funds of the association are to be derived from donations and, subject to any resolutions passed by the association in general meeting, such other sources as the committee determines.

90. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the associations bank account.

91. The association must, as soon as practicable after receiving any money, issue and appropriate receipt.

Funds- management

92. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

93. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members of the association.

Funds – use of

94. The assets and income of the association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

85. It shall not be a breach of rule 94 if any member of the association derives from its pecuniary gain to which the member would be entitled or which would be paid to the member if the member were not a member of the association.

Distributions of surplus property on winding up

96. Subject to the Act and Regulations, upon the winding up or cancellation of registration of the association the surplus property of the association shall be distributed to any organisation or association with like objects to the association and which is not carried on for the profit or gain of its individual members, as the members may determine by special resolution.

96.1 Revocation of Deductible Gift Recipient Status

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, and which is charitable at law, to which income tax deductible gifts can be made:

- a. gifts of money or property for the principal purpose of the organisation
- b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- c. money received by the organisation because of such gifts and contributions

97. For the purposes of these rules, “surplus property” has the same meaning as in the Act.

Alteration of objects and rules

98. Subject to rule 99, the statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

Alteration of schedules

99. The schedules to these rules may be altered, amended or added to by unanimous decision of the Board.

Custody of books

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

Inspection of books

101. the records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

Service of notices

102. for the purpose of these rules, a notice may be served on or given to a person:

- 102.1 by delivering it to the person personally, or
- 102.2 by sending it by pre-paid post to the address of the person, or
- 102.3 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

103. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- 103.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- 103.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- 103.3 in the case of a notice sent by a facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Appendix 1

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

CityServe Inc. (incorporated under the *Associations Incorporation Act 1984*.)

I,
(full name of applicant)

of,
(address)

.....hereby apply to
(occupation)

Become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....
(signature of applicant)

Date

I, a member of the association
(full name)

nominate the applicant, who is personally known to me, for membership of the association

.....
(signature of proposer)

Date

I, a member of the association
(full name)

Second the nomination the applicant, who is personally known to me, for membership of the association

.....
(signature of seconder)

Date

Appendix 2

(Rule 84)

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of CityServe Inc.

hereby appoint
(full name of proxy)

of
(address)

Being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting as the case may be) to be held on the

..... day of
(day, month and year)

and at any adjourned meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details):

.....
.....

.....
Signature of member appointing proxy

Date

* Note: A proxy vote may not be given to a person who is not a member of the association.