

MR2 OWNERS' CLUB OF AUSTRALIA
(Victorian Branch) INCORPORATED.

BRANCH RULES 28th June 1991.

1. NAME

The name of the incorporated association shall be the MR2 Owners' Club of Australia (Victorian Branch) Incorporated.

2. OBJECTS

- 2.1 To encourage owners of Toyota MR2 cars to appreciate, maintain and use their vehicle in such a way as to promote its unique value.
- 2.2 To promote the practical and social aspects of motoring within its membership;
- 2.3 To further the motoring interests of its members generally and where necessary join with other persons or clubs or associations to this end;
- 2.4 To encourage courtesy, good driving and safety on the roads of Australia;
- 2.5 To encourage social contact between members and generally afford to them all the usual privileges, advantages and accommodation of an Association;
- 2.6 To collect and disseminate between members of the Association information regarding MR2 cars built by Toyota;
- 2.7 To establish, maintain and add to a library;
- 2.8 To establish, maintain and publish a register of MR2 cars whether or not such cars are owned by its members;
- 2.9 To establish, maintain and publish an Association magazine;
- 2.10 To raise money in such manner and on such terms as the Association shall think fit;
- 2.11 To invest the funds of the Association in any manner;
- 2.12 To do all such things as are incidental or conducive to the attainment of all or any of the objects of the association.

The powers of the Association are:-

- 3.1 To take over the funds and other assets and the liabilities of the present unincorporated association known as the MR2 Owners' Club of Australia (Victorian Branch);
- 3.2 To subscribe to become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are similar to those of the association provided that the Association shall not subscribe to or support with its funds any Club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 28.11;
- 3.3 In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association;
- 3.4 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being used in connection with, any of the objects of the Association: Provided that in the case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 3.5 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.6 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary for the purposes of the Association;
- 3.7 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated or promotion of the incorporated association or in the furtherance of its objects;
- 3.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction,

improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- 3.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 3.10 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body;
- 3.11 In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 3.12 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 3.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 3.14 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 3.15 To take hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 3.16 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule 3.4;
- 3.17 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 3.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

- 3.19 In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under and by virtue of rule 28.11.
- 3.20 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.21 In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.22 To make donations for charitable or community purposes;
- 3.23 To perform all functions, duties and responsibilities of a Branch of the MR2 Owners' Club of Australia as provided in the Constitution of the MR2 Owners' Club of Australia including appointment of Delegated to Federal Council, and to subscribe to the Constitution of the MR2 Owners' Club of Australia;
- 3.24 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4. MEMBERS

- 4.1 The membership of the association shall consist of the following classes:
 - (a) Member;
 - (b) Associate Member;
- 4.2 Eligibility for membership shall be:
 - (a) A Member - a person who:
 - (i) owns, or
 - (ii) with the written permission of the owner has possession for an indefinite period of a motor car which is built by the company referred to in Rule 2.1.
 - (b) Associate Member - a person who does not comply with Rule 4.2(a).
- 4.3
 - (a) The number of Members shall be unlimited.
 - (b) The number of Associate Members shall not exceed 50 percent of the total number of members.

- 4.4 Every applicant for either class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder and shall be in such form as the Committee from time to time prescribes.
- 4.5 A member who sells or otherwise disposes of his or her MR2 motor car, shall upon such sale or disposition of that motor car become an Associate Member provided however that upon acquiring another MR2 motor car the membership shall revert to that of a Member.
- 4.6 Associate Member shall not be entitled to:
- (a) vote at any General Meeting pertaining to a Special Resolution to amend, rescind or add to these Rules or Statement of Purpose.
 - (b) hold office in any of the following positions of:
 - (i) the Association -
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Editor
 - and of
 - (ii) The MR2 Owners' Club of Australia -
 - Federal President
 - Federal Secretary
 - Federal Delegate
- 4.7 Unless inconsistent with these Rules, whenever the term "Member" is used it shall be taken to include "Associate Member"

5. MEMBERSHIP FEES

- 5.1 The membership fees for each class of membership shall be such sum as the members shall from time to time at any General Meeting so determine.
- 5.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Committee shall from time to time determine.

6. ADMINISTRATION AND REJECTION OF MEMBERS

- 6.1 At the next meeting of the Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be

considered by the Committee, who shall thereupon determine upon the admission or rejection of the applicant.

- 6.2 Any applicant who receives a majority of the votes of the members of the Committee present at the meeting at which such application is being considered shall be accepted as a member to the relevant class of membership.

7. TERMINATION OF MEMBERSHIP

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

- 7.2 If a member:

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of these Rules; or
- (c) has membership fees in arrears for a period of two months or more; or
- (d) behaves in a manner considered to be injurious or prejudicial to the character or interests of the Association,

the Committee shall consider whether the membership shall be terminated.

- 7.3 The member concerned shall be given a full and fair opportunity of presenting the case and if the Committee resolves to terminate that membership it shall instruct the Secretary to advise the member in writing accordingly.

8. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 8.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Committee.

- 8.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene within three months of the date of receipt of such notice a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present a case and the Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting the case. The appeal shall be determined by the vote of the members present at such meeting.

- 8.3 Where a person whose application is rejected, does not appeal against the decision of the Committee within the time prescribed by these Rules or so

appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

9. REGISTER OF MEMBERS

- 9.1 The Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- 9.2 Particulars shall also be entered into the Register resignations, terminations and reinstatements of membership and any further particulars as the Committee or the members at any General Meeting may require from time to time.
- 9.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

10. MEMBERSHIP OF THE COMMITTEE

- 10.1 The Committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer, Editor and two Committeepersons, all of whom shall be Members of the Association.
- 10.2 At the Annual General Meeting of the Association, all the members of the Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 10.3 The election of officers and other members of the Committee shall take place in the following manner:
 - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Committee;
 - (b) The nomination, which shall be in writing and signed by the member and the proposer and seconder, shall be lodged with the Secretary at least twenty-one days before the Annual General Meeting at which the election is to take place;
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be published in the Association Newsletter at least seven days immediately preceding the Annual General Meeting;
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies;
 - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

11. RESIGNATION/REMOVAL FROM COMMITTEE

- 11.1 Any member of the Committee may resign from membership of the Committee at any time by giving notice in writing to the Secretary and such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice or such member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to present a case. The question of removal shall be determined by the vote of the members present at such a General Meeting.
- 11.2 Any Member of the Committee may be removed from office on the grounds of persistent lack of attendance at Committee Meetings, (without reasonable excuse), incompetence or on any of the grounds referred to in Rule 7.2.

12. VACANCIES ON THE COMMITTEE

- 12.1 The Committee shall have power at any time to appoint any Member of the Association to fill any casual vacancy on the Committee until the next Annual General Meeting.
- 12.2 The continuing members of the Committee may notwithstanding any casual vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

13. FUNCTIONS OF THE COMMITTEE

- 13.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting the Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 13.2 The Committee may exercise all the powers of the Association:
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Melbourne

for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

- (c) to invest in such manner as the members of the Association may from time to time determine.

14. MEETINGS OF THE COMMITTEE

- 14.1 Committee shall meet at least once every calendar month to exercise its functions.
- 14.2 A Special Meeting of the Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- 14.3 At every meeting of the Committee a simple majority of a number equal to the number of members elected and/or appointed to the Committee as at the close of the last General Meeting of the members, shall constitute a quorum.
- 14.4 Subject as previously provided in this Rule, the Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 14.5 A member of the Committee shall not vote in respect of any contract or proposed contract with the Association which the member is interested.
- 14.6 Not less than fourteen days notice shall be given by the Secretary to members of the Committee of any Special Meeting of Committee. Such notice shall clearly state the nature of the business to be discussed.
- 14.7 The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present within ten minutes, the Vice President shall be Chairman or if the Vice-President is not present at the meeting the Secretary shall be Chairman or if the Secretary is not present, then the members may choose one of their number to be Chairman of the meeting.
- 14.8 If, within an hour from the time appointed for the commencement of a Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

15.

SUB-COMMITTEES

- 15.1 The Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
- 15.2 A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 15.3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

16.

DEFECT IN APPOINTMENT

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

17.

RESOLUTIONS

- 17.1 A resolution in writing signed by all members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be valid and effectual as if convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

18.

FIRST GENERAL MEETING

- 18.1 The first General Meeting shall be held at such time, not being less than one month nor more than eighteen months after the incorporation of the Association and at such place as the Committee may determine.

19.

ANNUAL GENERAL MEETING

- 19.1 The Annual General Meeting shall be held within three months of the close of the financial year.
- 19.2 The business to be transacted at every Annual General Meeting shall be:

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

20.

SPECIAL GENERAL MEETING

20.1 The Secretary shall convene a Special General Meeting:

- (a) when directed to do so by the Committee; or
- (b) on the requisition in writing signed by not less than one-third of the members presently on the Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Committee plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the Committee to reject an application for membership or to terminate the membership of any person.

21.

QUORUM

- 21.1 At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Committee plus one.
- 21.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 21.3 If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Committee or the Association shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 21.4 The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from

which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. **CONVENING MEETINGS**

22.1 The Secretary shall convene all General Meetings of the Association by giving not less than fourteen days notice of any such meeting to the members of the Association, (except General Meetings pursuant to Rule 26).

22.2 The manner by which such notice shall be given shall be determined by the committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the Committee, shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

23. **GENERAL MEETINGS**

23.1 Unless otherwise provided by these Rules, at every General Meeting:

- (a) The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting the Vice-President shall be the Chairman or if the Vice-President is not present the Committeeperson shall be Chairman or if the Committeeperson is not present then the members present shall elect one of their number to the Chairman of the meeting;
- (b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (c) Every question, matter of resolution shall be decided by a majority of votes of the members present;
- (d) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any General Meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- (e) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such a manner as the Chairman shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;

- (f) a member may vote in person or in a signed sealed envelope to be handed to the Secretary prior to or during the meeting. A member shall have one vote and in a secret ballot every member present in person or by signed sealed envelope shall have one vote;
- (g) There shall be no voting by proxy.
- (h) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial members who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Committee Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Committee Meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

24. SALE OF MOTOR CARS

- 24.1 Members of the Association shall not sell an MR2 motor car (which is built by the company referred to in rule 2.1) to any person other than a Member or an Associate Member of the MR2 Owners' Club of Australia without firstly having had announced at a meeting of the Association to which such member belongs or having published in the newsletter of the Association to which such member belongs the fact that the said motor car is for sale together with a statement as to the year, model, type, chassis number and asking price for the said motor car.
- 24.2 Any member who infringes clause 24.1 hereof shall be liable to be expelled from membership.

25. BY-LAWS

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

26. ALTERATIONS OF RULES

- 26.1 Subject to the provisions of the Associations Incorporation Act 1981, these Rules and Statement of Purposes may be amended, rescinded or added to from time to time by a Special Resolution carried at any General Meeting provided however an Associate Member shall not be entitled to vote on any alteration to the Rules and Statement of Purposes.

- 26.2 A minimum of twenty one days' notice of General Meeting is required for a Special Resolution to amend, rescind or add to these Rules and Statement of Purposes. The Editor shall cause the notice to be published in the newsletter prior to the General Meeting. The Special Resolution is required to be carried by a 75 percent majority of members.

27. COMMON SEAL

- 27.1 The Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Committee and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or, by a second member of the Committee or by some other person appointed by the Committee for the purpose.

28. FUNDS AND ACCOUNTS

- 28.1 The Association shall be entitled to raise funds in the manner prescribed in Rule 3 or by such other manner as the Committee shall from time to time determine.
- 28.2 The funds of the Association shall be banked in the name of the Association in such bank as the Committee may from time to time direct.
- 28.3 Proper books and accounts shall be kept and maintained either in written or printed form showing correctly the financial affairs of the Association.
- 28.4 All moneys shall be banked as soon as practicable after receipt thereof.
- 28.5 All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Committee.
- 28.6 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 28.7 The Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 28.8 All expenditure shall be approved or ratified at a General Meeting.
- 28.9 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

- 28.10 All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 28.11 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and not portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith or interest to any such member in respect of moneys advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

29. DOCUMENTS

- 29.1 The Committee shall provide for the safe custody of books, documents, instrument of title and securities of the Association.
- 29.2 The books, documents, instruments of titles and securities of the Association shall be available for inspection by the Members at any reasonable time on reasonable notice given to the Committee.

30. FINANCIAL YEAR

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

31. DISTRIBUTION OF SURPLUS ASSETS

- 31.1 If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and if there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 28.11, such institution or institutions to be determined by the members of the Association.