



BUNBURY WELLINGTON
Economic Alliance
Partnering for Economic Growth

CONSTITUTION

Revised: November 2004

The Old Post Office
63 Throssell Street
COLLIE WA 6225
P O Box 807

Phone: (08) 97 34 2923
Fax: (08) 9734 1673
Email: ceo@bwea.com.au

TABLE OF CONTENTS

1. <i>Name of Association</i>	3
2. <i>Definitions</i>	3
3. <i>Objects of Association</i>	4
4. <i>Powers of Association</i>	5
5. <i>Qualifications for Membership of Association</i>	5
6. <i>Register of Members of Association</i>	6
7. <i>Subscriptions of Members of Association</i>	6
8. <i>Resignation of Members of Association</i>	6
9. <i>Expulsion of Members of Association</i>	7
10. <i>Board of Management</i>	8
11. <i>Chairperson</i>	10
12. <i>Secretary</i>	10
13. <i>Treasurer</i>	11
14. <i>Casual Vacancies in Business Membership of Board of Management</i>	11
15. <i>Proceedings of Board of Management</i>	12
16. <i>General Meetings</i>	13
17. <i>Quorum in Proceedings at General Meetings</i>	14
18. <i>Minutes of Meetings of Association</i>	16
19. <i>Voting Rights of Members of Association</i>	16
20. <i>Proxies of Members of Association</i>	17
21. <i>Rules of Association</i>	17
22. <i>Common Seal of Association</i>	17
23. <i>Inspection of Records, etc. of Association</i>	17
24. <i>Distribution of Surplus Property on Winding Up of Association</i>	17

RULES FOR INCORPORATED ASSOCIATION

1. Name of Association

The name of the Association is “Bunbury Wellington Economic Alliance inc”.

2. Definitions

In these rules, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1987*;

“**annual general meeting**” means the general meeting of the Association required in accordance with section 23 of the Act;

“**Association**” means the Association named in rule 1;

“**Board**” means the Board of Management

“**Board Meeting**” means a meeting of the Board of Management referred to in rule 15(1);

“**Board Member**” means a person referred to in rule 10(1) who is from time to time a duly elected member of the Board of Management;

“**Board of Management**” means the board of management of the Association referred to in rule 10(1) who comprise for the purposes of the Act the equivalent of the committee of management of the Association referred to in section 20 of the Act;

“**Business Member**” means a member that may be a corporation, a business trading entity or a natural person trading as a business;

“**Chairperson**” means, the person elected to that position from time to time and includes Deputy Chairperson or the person who from time to time in the absence of the elected persons fulfils the function of a chairperson;

“**Chief Executive Officer**” means the person appointed by the Board of Management to be Chief Executive Officer of the association

“**code of conduct**” means a code of conduct adopted by the Board of Management under rule 10(2)(a);

“**financial year**” has the meaning given by section 3(1) of the Act, a reference in that section to:

- (a) “an incorporated association” or “the association” being construed as a reference to the Association; and
- (b) “the committee” being construed as a reference to the Board of Management;

“**general meeting**” means a meeting of members convened under rule 16;

“**Government Member**” means a member, which is a State or Federal Government Department or instrumentality including corporations created by statute;

“**Local Government Member**” means a member, which is a local government as defined in the *Local Government Act 1995 as amended*;

“**manual of procedure**” means a manual of procedure that may be adopted by the Board of Management under rule 10(2)(b);

“**member**” means a member of the Association as provided for in rule 5 of the constitution;

“**ordinary resolution**” means a resolution passed by a simple majority of votes cast at a duly convened meeting of the Board of Management or Association as the case requires;

“**person**” includes a natural person, business entity, government member and any other incorporated association other than the Association;

“**the Region**” means the geographical area comprising the aggregate of the municipal districts of the Shires of Capel, Collie, Dardanup, Donnybrook-Balingup, Harvey and the City of Bunbury;

“**the Secretary**” means the person from time to time elected to that position or may be the Chief Executive Officer when appointed to the position by the Board;

“**special committee**” means a special committee or special committees established by the Board of management under rule 10(2)(c)

“**special resolution**” means a resolution passed by a THREE QUARTERS majority of all votes which could be cast if all members entitled to vote were present and voted;

“**the Treasurer**” means the person from time to time elected to that position;

“**a quorum**” means half the number of the Board of Management or special committee plus one

3. **Objects of Association**

(1) The objects of the Association are to:

(a) Initiate, facilitate and coordinate activities to meet the business development needs and interests of

(i) existing corporations and other business enterprises that are members of the Association, and;

(ii) corporations and other business enterprises investing in or considering investment in the Region.

(b) provide assistance to investors and potential investors in the Region

through strategic introductions and non financial assistance to appropriate sources of advice to encourage the economic development and promotion of the Region;

- (c) lobby government at all levels for the provision of government services, infrastructure, concessions and incentives which encourage and facilitate the economic development of the Region;
 - (d) strengthen the local government / business interface;
 - (e) market and promote the Region as a destination to commercial/industry visitors and recreation visitors;
 - (f) generally conduct activities identified by the Board from time to time that meet the aims of a regional economic alliance; and
 - (g) promote sustainable development through a balance between economic, environment and quality of life.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of Association

The powers of the Association are those conferred on the Association by section 13 of the Act and such other powers as are reasonably required to be exercised by the Association to achieve its objects and which are not contrary to anything expressly provided for in these Rules or in the Act.

5. Qualifications for Membership of Association

- (1) Membership of the Association is open to persons willing to be considered by the Board as eligible for membership of the association.
- (2) An organisation that wishes to become a member of BWEA shall:
 - (a) apply for membership to the Board of Management in writing:
 - (i) signed by a representative of that organisation
 - (ii) in such form as the Board of Management from time to time directs; and
 - (iii) in the application provide to the Board of Management such information concerning the applicant as the Board of Management from time to time prescribes as being required of applicants or the applicant;

- (3) The Board Members shall consider each application made under subrule (2) at a Board Meeting and shall at the Board Meeting or a subsequent Board Meeting accept or reject that application.

6. Register of Members of Association

- (1) The Secretary shall on behalf of the Association keep and maintain the register of members of the association and their postal or residential addresses and upon the request of a member of the association shall the make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members referred to in rule 6(1).

7. Subscriptions of Members of Association

- (1) The Board of Management shall from time to time by ordinary resolution determine the amount of the annual subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Board of Management from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a member whose subscription is not paid within THREE (3) months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member.
- (4) A member is a financial member for the purposes of these rules if his, her or its subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter.

8. Resignation of Members of Association

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or a Board Member ceases on that delivery to be a member.
- (2) A member who ceases to be a member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association for the whole of the year in which the resignation occurs if unpaid at the date of that cessation and no pro-rata refund of subscription fees applies.

9. Expulsion of Members of Association

- (1) If the Board of Management considers that a member should be expelled from membership of the Association because his, her or its conduct is contrary to the code of conduct the Board of Management shall communicate, in writing, to the member:
 - (a) notice of the proposed expulsion and of the time, date and place of the Board Meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct,not less than THIRTY (30) days before the date of the Board Meeting referred to in **paragraph (a)**.
- (2) At the Board Meeting referred to in a notice communicated under subrule (1), the Board of Management may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board of Management, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him, her or it is communicated to him or her under subrule (2).
- (4) A member who is expelled under subrule (2) from membership of the Association shall, if he, she or it wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule (3).
- (5) When notice is given under subrule (4):
 - (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board of Management to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board of Management to expel him, her or it is confirmed under this subrule.

10. Board of Management

- (1) The affairs of the Association shall be managed exclusively by the Board of Management which shall comprise representatives of organisations described in rules 10(1) (a), (b) and (c). These members shall in accordance with rule 10 (5)(a) elect a Chairperson, Deputy Chairperson and Treasurer and may elect a member or appoint the Chief Executive Officer as the Secretary. The Board must, consist of, at all times:
 - (a) ONE (1) natural person representing each Local Government Member who must at the time of their appointment and throughout their tenure each be the Mayor or President of the Local Government Member or the elected member nominee of the Mayor or President of the Local Government Member which they represent;
 - (b) representing business trading or Corporation Members the same number of natural persons as there are Board Members representing Local Government Members. The terms of office shall be for one (1) or two (2) year terms with approximately one half retiring each year. Persons retiring are eligible to re nominate. On the occasion of two or more vacancies the order of term of office shall be according to the votes cast whereby the person receiving the highest number of votes shall be appointed for the longest term, the person receiving the next highest votes shall be appointed for the next longest term and so on until all vacancies are filled; and
 - (c) ONE (1) natural person who must at the time of his or her appointment and throughout his or her tenure be the Chairperson of the South West Development Commission as amended from time to time or their direct nominee who shall be an appointed Board member of the South West Development Commission.

If there is at any time or from time to time any dispute as to whether a member of the Board of Management is, was or remains qualified to be a Board Member that question shall be determined by an ordinary resolution of the Board of Members in which the Board Member in question is not entitled to participate and against which resolution no appeal is allowed.

- (2) The Board of Management may;
 - (a) Adopt a code of conduct for members of the association,
 - (b) Adopt a manual of procedure for the association,
 - (c) Establish special committees to conduct activities expressly in accordance with the terms of reference established for each special committee by the Board of Management.

- (3)
- (a) It will be the function of the annual general meeting to elect the members of the Board of Management as above described PROVIDED THAT it will be the function of the elected members of the Board of Management to at their first meeting after each annual general meeting (which shall occur immediately at the end of each annual general meeting) and successively each year thereafter elect the Chairperson, Deputy Chairperson, Treasurer and Secretary, alternatively appoint the Chief Executive Officer as Secretary.
 - (b) At each first meeting of the Board of Management after the annual general meeting (which shall occur immediately at the end of the annual general meeting) ONE (1) Local Government Member of the Board of Management chosen by the Local Government Members shall chair the meeting until the Chairperson, Treasurer and Secretary are elected or in the case of Secretary appointed. This shall be the first item of business.
 - (c) Subject to paragraph (d), the method of election will be to seek nominations from the members and in this respect a Board Member may nominate themselves and may vote for themselves. The successful nominee will be the member who receives the most votes from the members present at the meeting or by proxy.
- (4) Subject to subrule (7), a person is not eligible for election to membership of the Board of Management unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.
- (5) Subrules (6) and (9) do not apply to or in relation to a person who is eligible for re-election.
- (6) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned:
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) The Secretary shall ensure that notice of all persons seeking election to membership of the Board of Management is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- (8) Subject to subrule 10(1), if the number of persons nominated for election to membership of the Board of Management does not exceed the number of vacancies in that membership to be filled:
- (a) the Secretary shall report accordingly to; and

- (b) the Chairperson shall declare those persons to be duly elected as members of the Board of Management at,

the annual general meeting concerned.
- (9) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Board of Management:
 - (a) the Board of Management may, subject to rule 10(1), appoint a member to fill that vacancy; and
 - (b) a member appointed under this subrule shall:
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Board of Management at the next annual general meeting.

11. Chairperson

- (1) Subject to this rule, the Chairperson shall preside at all general meetings and Board Meetings.
- (2) In the event of the absence of the Chairperson from a general or Board meeting, the Deputy Chairperson shall preside. In the absence of the Chairperson and Deputy Chairperson, a Board Member elected by other Board Members shall preside:

12. Secretary

The Secretary shall:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board of Management and of the Association;
- (c) comply on behalf of the Association with:
 - (i) rule 6(1) in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association; and
 - (iii) section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

- (e) perform such other duties as are imposed by these rules on the Secretary.

13. Treasurer

The Treasurer shall at least quarterly keep the Board of Management informed of appropriate accounting procedures and financial management controls being in place enabling delegation to the Chief Executive Officer to:

- (a) be responsible for the receipt of all moneys paid to or received on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board of Management may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Board of Management and in so doing ensure that all cheques are signed by ONE (1) Board Member,;
- (d) (i) keep such accounting records as correctly record and explain the financial transactions and financial position of the association (ii) keep its accounting records in such a manner that will enable true and fair accounts of the association to be prepared from time to time (iii) keep its accounting records in such manner which will enable true and fair accounts of the association to be conveniently and properly audited.
- (e) whenever directed to do so by the Chairperson, submit to the Board of Management a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in **paragraphs (d) and (e)**; and
- (g) perform such other duties as are imposed by these rules on behalf of the Treasurer.

14. Casual Vacancies in Business Membership of Board of Management

A casual vacancy occurs in the office of a Business Board Member and that office becomes vacant if the Board Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Secretary or, if the member is the Secretary then to the Chairperson;
- (c) is no longer a representative of the association member as advised by the association member in writing to the Secretary or Chairperson if that person is the Secretary;

- (d) is convicted of an offence under the Act;
- (e) is permanently incapacitated by mental or physical ill-health;
- (f) is absent from more than THREE (3) Board Meetings in the same financial year; or
- (g) ceases to be a member of the Association.

15. Proceedings of Board of Management

- (1) The Board of Management shall meet together for the dispatch of business not less than SEVEN (7) times per annum.
- (2) Each Board Member has ONE (1) deliberative vote only.
- (3) A question arising at a Board Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.
- (4)
 - (a) At a Board Meeting one half the total number of Board Members plus one Member constitutes a quorum.
 - (b) If within 30 minutes after the time specified for the holding of a meeting a quorum is not present:
 - (i) the meeting lapses; or
 - ii) the meeting stands adjourned to the same time on the same day in the following week at the same venue. If, at the adjourned meeting at the same time on the same day of the following week at the same venue, a quorum is not present within 30 minutes, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board Meeting shall be determined by the Board Members present at the Board Meeting.
- (6) A Board Member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act and the code of conduct shall comply with that section.

16. General Meetings

- (1) The Board of Management:
 - (a) may at any time convene a special general meeting;
 - (b) shall hold an annual general meeting in every calendar year within five (5) months after the end of the association's financial year and;
 - (c) shall, within THIRTY (30) days of:
 - (i) receiving a request in writing to do so from not less than **3** members of the association , convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1)(c)(i) shall:
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of THIRTY (30) days referred to:
 - (a) in subrule (1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board of Management; or
 - (b) in subrule (1)(c)(ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board of Management.
- (4) When a special general meeting is convened under subrule (3)(a) or (b):
 - (a) the Board of Management shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.

- (6) A notice given under subrule (5) shall specify:
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is:
 - (a) first, the consideration of the accounts and reports of the Board of Management;
 - (b) second, the election of Board Members to replace outgoing Board Members; and
 - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give a notice under subrule (5) or (8) 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 kept and maintained under Rule 6(1).
- (10) When a notice is sent by post under subrule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (11) A general meeting can be conducted electronically whereby all members or their proxies are in simultaneous communication and the Chairperson can discern the votes cast by each member.

17. Quorum in Proceedings at General Meetings

- (1) At a general meeting one tenth of total members present in person or by proxy constitute a quorum PROVIDED THAT of those members present THREE (3) must be Local Government Board Members.
- (2) If within THIRTY (30) minutes after the time specified for the holding of a general meeting in a notice given under rules 16(5) or (8):
 - (a) as a result of a request or notice referred to in rule 1~(l)(c) or as a result of action taken under rule 16(3) a quorum is not present, the general meeting lapses; or

- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within THIRTY (30) minutes of the time appointed by subrule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall 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.
- (6) When a general meeting is adjourned for a period of THIRTY (30) days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting:
 - (a) each member will have ONE (1) vote
 - (b) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (c)
 - (i) a special resolution put to the vote shall be decided if it is passed by a majority of not less than $\frac{3}{4}$ of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
 - (ii) at a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.
 - (iii) a declaration by the person presiding as to the result of a poll taken under rule 17(c) (ii) is evidence of the matter so declared.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).

- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

18. Minutes of Meetings of Association

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Board Meetings to be taken and then to be entered within THIRTY (30) days after the holding of each general meeting or Board Meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Board Meeting under subrule (1) are checked and signed as correct by the Chairperson of the general meeting or Board Meeting to which those minutes relate or of the next succeeding general meeting or Board Meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - (a) the general meeting or Board Meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

19. Voting Rights of Members of Association

- (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member may appoint in writing a natural person, whether or not he or she is a member, to represent the member at a particular general meeting or at all general meetings.

20. Proxies of Members of Association

A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

21. Rules of Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and **19** of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22. Common Seal of Association

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the **express** authority of the Board of Management and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Chief Executive Officer or of such other person as the Board of Management from time to time decides.

23. Inspection of Records, etc. of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

24. Distribution of Surplus Property on Winding Up of Association

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to another association incorporated under the Act; or
- (b) for charitable purposes,

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Board of Management under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.