

CONSTITUTION



OPERATIVE FROM 14 OCTOBER 1999
Amended 19 October 2005
Amended 4 November 2015



1. Words and expressions to have meaning in Act	4
2. Name	4
3. Objects	4
4. Powers	4
5. Classes of members	5
6. Membership	5
7. Membership fees	5
8. Admission and rejection of members	6
9. Termination of membership	6
10. Appeal against rejection or termination of membership	7
11. Register of members	7
12. Member Services	7
13. Secretary	8
14. Membership of management committee	8
15. Resignation or removal from office of member of management committee	9
16. Vacancies on management committee	9
17. Functions of the management committee	10
18. Meetings of management committee	10
19. Delegation of powers of management committee	12
20. Acts not affected by defects or disqualifications	12
21. Electronic Communication	12
22. Resolutions of management committee without meeting	13
23. Annual general meetings	13
24. Business to be transacted at annual general meeting	13
25. Special general meeting	14
26. Quorum at general meeting	14

27.	Notice of general meeting	15
28.	Procedure at general meeting	15
29.	By-laws	18
30.	Alteration of rules	18
31.	Common seal	18
32.	Funds and accounts	18
33.	Documents	19
34.	Financial year	20
35.	Distribution of surplus assets to another entity	20
36.	Winding up of gift fund	20
37.	Matters not provided for	20

WOMEN'S HEALTH QUEENSLAND WIDE INC CONSTITUTION

1. Words and expressions to have meaning in Act

A word or expression that is not defined in these rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

2. Name

The name of the incorporated association shall be ***Women's Health Queensland Wide Inc*** (in these rules called "the association") which was formerly *Women's Health Centre Inc* and prior to that *Women's Community Health Centre Inc* having taken over the funds and other assets and liabilities of the unincorporated association known as the *Brisbane Women's Health Centre*.

3. Objects

The objects of the of the association are

- (1) To actively promote and advance the health and wellbeing of women of diverse backgrounds and needs.
- (2) To provide direct relief from the burden of ill health in women by supplying independent information on a range of health practices and care options.
- (3) To facilitate women's decision making in relation to the prevention or control of disease and support informed access to quality health care services.
- (4) To provide broad based education to individuals, carers, service providers and the wider community to improve women's health and increase the capacity of others to support women's health needs.
- (5) To source and disseminate information on current research and trends and participate in and support ongoing research into the prevention causes, and treatment of disease.
- (6) To promote women's health through a holistic approach that emphasises the value of a woman's own experience and issues affecting her health and well-being.
- (7) To promote women's health by engaging in activities that raise awareness of women's health issues and that inform policy development processes within the wider community.

4. Powers

- (1) The association has, in the exercise of its affairs, all the powers of an individual.
- (2) The association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

(4) 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 or by virtue of rule 32.(10) and which is approved by the Commissioner of Taxation as a fund, authority or institution referred to in section 30-45 (1) Item 4.1.1 of the *Income Tax Assessment Act 1997*.

5. Classes of members

(1) The membership of the association shall consist of ordinary members, and organisational members.

(2) The number of ordinary and organisational members shall be unlimited.

(3) Organisational members shall be non-voting.

6. Membership

(1) Subject to this constitution, any woman shall be eligible to become an ordinary member of the association.

(2) Organisational members shall be organisations which support the aims and objectives of the association.

(3) Every application for any class of membership of the association shall be made in writing, signed by the applicant and shall be in such form as the management committee from time to time prescribes.

7. Membership fees

(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.

(2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.

8. Admission and rejection of members

(1) At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.

(2) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

(3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

9. Admission and Termination of membership

(1) When considering a person's eligibility for (continuing) membership, the management committee shall take into consideration if the person:

(a) has been convicted of an indictable offence involving violence against women or children;

(b) commits, and continues to comply with the Objects and any published values of Women's Health Qld Wide;

(c) complies of the provisions of these rules;

(d) has membership fees in arrears for at least 2 months; or

(e) conducts herself or itself in a manner considered to be injurious or prejudicial I to the character or interests of the association;

the management committee may reject the person's application for membership or terminate the member's membership.

(2) A member may resign from the association at any time by giving notice in writing to the secretary.

(3) 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.

(4) If a member has membership fees in arrears for a period of 12 months, the member's membership will terminate automatically on the day which is 12 months from the date on which the membership fees became due and payable.

10. Appeal against rejection or termination of membership

(1) A woman or organisation whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.

(3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

(4) The appeal shall be determined by the vote of the members present at such meeting.

(5) Where a person whose application is rejected, does not appeal against the decision of the management 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.

(6) A woman or an organisation whose application for membership has been rejected or a member whose membership has been terminated shall not be entitled to legal representation at any meeting convened under rule 10.(2). The association shall not be entitled to legal representation at any meeting convened under rule 10.(2).

11. Register of members

(1) The management committee shall cause a register to be kept in which shall be entered the names and addresses of all persons and organisations admitted to membership of the association and the dates of their admission.

(2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.

(3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection however particulars other than name and dates of admission, death, resignation, termination and reinstatement of membership shall not to be open to inspection.

12. Member Services

(1) Any member may request that the secretary forward correspondence on their behalf to other members and the request shall be granted provided any costs are

borne by the member making the request and the nature and contents of the correspondence are consistent with the objects of the association.

(2) Where the Secretary refuses a request made under rule 12.(1) the decision shall be advised in writing including reasons for refusal and there is no right of appeal against the decision.

13. Secretary

(1) If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 1 month after the vacancy happens.

(2) The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is

- (a) a member of the association nominated for membership of the management committee and elected at the Annual General Meeting by the association as secretary; or failing (a),
- (b) a member of the association's management committee appointed by the committee as secretary; or failing (b),
- (c) appointed by the management committee as secretary (whether or not the individual is a member of the association).

(3) The management committee may appoint and remove the secretary at any time.

14. Membership of management committee

(1) The management committee of the association, numbering not less than six and not more than nine in total, shall consist of a chairperson and treasurer, who shall be ordinary members of the association, and such number of other ordinary members as the members of the association at any general meeting may from time to time elect or appoint.

(2) An ordinary member who is an employee of the association or has been an employee of the association in the previous 12 months shall not be elected as a member of the management committee.

(3) At the annual general meeting of the association, all the members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

(4) The election of officers and other members of the management committee shall take place in the following manner—

- (a) any 2 ordinary members of the association shall be at liberty to nominate any other ordinary member to serve as an officer or other member of the management committee;

- (b) the nomination, which shall be in writing and signed by the ordinary member and the ordinary member's proposer and seconder, shall be lodged with the secretary at least 14 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 posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;
- (d) balloting lists shall be prepared containing the names of the candidates in alphabetical order, and each ordinary member present at the annual general meeting shall be entitled to vote for any number of such 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.

15. Resignation or removal from office of member of management committee

(1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary but 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 or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.

(2) The question of removal shall be determined by the vote of the ordinary members present at such a general meeting.

(3) There is no right of appeal against a member's removal from office under this section.

16. Vacancies on management committee

(1) The management committee shall have power at any time to appoint any ordinary member of the association to fill any casual vacancy on the management committee until the next annual general meeting.

(2) The continuing members of the management committee may act notwithstanding any casual vacancy in the management 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 management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

17. Functions of the management committee

(1) Except as otherwise provided by these rules and subject to resolutions of the ordinary members of the association carried at any general meeting the management 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.

(2) The management 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; and
- (b) to borrow amounts from members and to pay interest on the amounts borrowed, 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.

(3) For rule 17.(2)(b), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever the term of the loan) by—

- (a) the financial institution for the association; or
- (b) if there is more than 1 financial institution for the association—the financial institution nominated by the association.

18. Meetings of management committee

(1) The management committee shall meet at least once every 4 calendar months to exercise its functions.

(2) The management committee must decide how a meeting is to be called.

(3) Notice of a meeting is to be given in the way decided by the management committee.

(4) A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

(5) At every meeting of the management committee a simple majority of a number equal to the number of members elected and appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.

(6) Subject as previously provided in this section, the management committee may meet together and regulate its proceedings as it thinks fit.

(7) However, questions arising at any meeting of the management committee shall be decided by consensus, but failing consensus, by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

(8) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.

(9) Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.

(10) Such notice shall clearly state the nature of the business to be discussed thereat.

(11) The chairperson shall preside at every meeting of the management committee, or if there is no chairperson, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members may choose 1 of their number to be chairperson of the meeting.

(12) If within half an hour from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse.

(13) 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 management 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.

19. Delegation of powers of management committee

- (1)** The management committee may delegate any of its powers to a subcommittee consisting of such members of the association as the management committee thinks fit.
- (2)** Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.
- (3)** A subcommittee may elect a chairperson of its meetings.
- (4)** If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5)** A subcommittee may meet and adjourn as it thinks proper.
- (6)** Questions arising at any meeting shall be determined by consensus or failing that 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.

20. Acts not affected by defects or disqualifications

All acts done by any meeting of the management committee or of a subcommittee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management 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 management committee.

21. Electronic Communication

(1) For the purpose of these rules, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of the management committee not less than the quorum, whether or not any one or more of the management committee is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the management committee and all the provisions in these regulations as to meetings of the management committee shall apply to such meetings as long as the following conditions are met—

- (a)** all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be entitled to notice of a meeting by telephone or other means of communication and to be linked by telephone or such other means for the purposes of such meeting. Notice of any such meeting may be given on the telephone or other means of communication;

- (b) each of the members of the management committee taking part in the meeting by telephone or other means of communication must be able to hear each of the other members of the management committee taking part at the commencement of the meeting; and
- (c) at the commencement of the meeting each member of the management committee must acknowledge her presence for the purpose of a meeting of the management committee of the association to all the other members of the management committee taking part. A member of the management committee may not leave the meeting by disconnecting her telephone or other means of communication unless she has previously obtained the express consent of the Chairperson of the meeting and a member of the management committee shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.

(2) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

22. Resolutions of management committee without meeting

(1) A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.

(2) Any such resolution may consist of several documents in like form, each signed by 1 or more members of the management committee.

23. Annual general meetings

Each annual general meeting must be held—

- (d) at least once each year; and
- (e) within 6 months after the end of the association's previous financial year.

24. Business to be transacted at annual general meeting

The following business must be transacted at every annual general meeting—

- (a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;

- (b) the receiving of the auditor's report on the financial affairs of the association for the last financial year;
- (c) the presenting of the audited statement to the meeting for adoption;
- (d) the election of officers and other members of the management committee;
- (e) the election of a secretary if a person is nominated under rule 13.(2)(a); and
- (f) the appointment of an auditor.

25. Special general meeting

(1) The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of—

- (a) being directed to do so by the management committee; or
- (b) being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of ordinary members of the association which equals double the number of members presently on the management committee plus 1; or
- (c) being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.

(2) A requisition mentioned in rule 25.(1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

26. Quorum at general meeting

(1) At any general meeting the number of ordinary members required to constitute a quorum shall be double the number of members presently on the management committee plus 1.

(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.

(3) For the purposes of this rule—

“**member**” includes a person attending as a proxy

(4) 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 management committee or the association, shall lapse.

(5) 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 management 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.

(6) The chairperson may, with the consent of any 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.

(7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. Notice of general meeting

(1) The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.

(2) The manner by which such notice shall be given shall be determined by the management committee.

(3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the management committee, shall be given in writing.

(4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

28. Procedure at general meeting

(1) Unless otherwise provided by these rules, at every general meeting—

- (a)** the chairperson shall preside, or if there is no chairperson, or if the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect 1 of their number to be chairperson of the meeting;
- (b)** the chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (c)** every question, matter or resolution shall be decided by consensus but failing this by a majority of votes of the ordinary members present;

- (d) every ordinary member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote;
- (e) however, no ordinary member shall be entitled to vote at any general meeting if the member's annual subscription is in arrears at the date of the meeting;
- (f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the ordinary members present demand a ballot, in which event there shall be a secret ballot;
- (g) the chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (h) an ordinary member may vote in person or by proxy or by attorney and on a show of hands every person present who is an ordinary member or a representative of an ordinary member shall have 1 vote and in a secret ballot every ordinary member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote;
- (i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of the appointor's attorney duly authorised in writing;
- (j) a proxy may but need not be a member of the association;
- (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (l) where it is desired to afford ordinary members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit—

WOMEN'S HEALTH QUEENSLAND WIDE INC:

I,.....of , being
a member of Women's Health Queensland Wide Inc, hereby appoint
.....of, or
failing the member, of
..... ,
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the.....day of..... , 19... ,
and at any adjournment thereof.

Signed this day of, 19... .

Signature.

This form is to be used
*in favour of the resolution.
*against

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.)

- ;
- (m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
 - (n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

(2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.

(3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

(4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

29. By-laws

The management 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.

30. Alteration of rules

(1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

(2) However an amendment, rescission or addition is valid only if it is registered by the chief executive.

31. Common seal

(1) The management committee shall provide for a common seal and for its safe custody.

(2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

32. Funds and accounts

(1) The funds of the association must be kept in the name of the association in a financial institution¹ decided by the management committee.

(2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.

(3) All moneys shall be deposited as soon as practicable after receipt thereof.

¹ See *Acts Interpretation Act 1954*, section 36, definition "financial institution" and the definitions of institutions mentioned in the definition "financial institution".

(4) All amounts of \$100 or over shall be paid by cheque signed by any 2 of the chairperson, secretary, treasurer or other member authorised from time to time by the management committee.

(5) Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recouplements which may be open.

(6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.

(7) All expenditure shall be approved or ratified at a management committee meeting.

(8) 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.

(9) The auditor must examine the statement prepared under rule 32.(8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.

(10) 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 no 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 members of the association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by her to the association or otherwise owing by the association to her or of remuneration to any officers or servants of the association or to any member of the association or other person in return for any 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.

(11) The association shall maintain a gift fund for receipt of gifts of money or property, and money received because of such gifts. The gift fund shall not receive any other money or property and it shall be used only for the principal purpose of the association including purposes that are incidental or ancillary to that principal purpose. The gift fund shall be accounted for separately from other money or property held by the association including the separate recording of all gifts, transfers from the gift fund, and investment returns on money or property that has not been transferred out of the gift fund.

33. Documents

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

34. Financial year

The financial year of the association shall close on 30 June in each year.

35. Distribution of surplus assets to another entity

(1) This section applies if the association is wound-up under part 10 of the Act and there are surplus assets.

(2) The surplus assets must not be distributed among the members but must be given to another entity—

- (a) that has objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members to an extent at least as great as is imposed on the association under or by virtue of rule 32.(10) and which is an entity approved by the Commissioner of Taxation as a fund, authority or institution referred to in section 30-45 (1) Item 4.1.1 of the *Income Tax Assessment Act 1997*, such entity or entities to be determined by the members of the association.

(3) In this section—

“surplus assets” has the meaning given by section 92(3) of the Act

36. Winding up of gift fund

If the gift fund is wound up, or if endorsement (if any) of the association as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997* is revoked, any surplus assets of the gift fund remaining after payment of the liabilities attributed to it, shall be transferred at the earlier of those events to an entity approved by the Commissioner of Taxation as a fund, authority or institution referred to in section 30-45 (1) Item 4.1.1 of the *Income Tax Assessment Act 1997*, such entity or entities to be determined by the management committee of the association.

37. Matters not provided for

Section 47(1) of the *Associations Incorporation Act 1981* does not apply to the association or these rules.