

THE AUSTRALASIAN EPIDEMIOLOGICAL ASSOCIATION

CONSTITUTION

**As adopted in August 1987
and amended in September 2001
and amended September 2006
and amended August 2007
and amended in February 2008
and amended in April 2008
and amended in October 2018
and amended in September 2020**

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1. Name

The name of the Association is “The Australasian Epidemiological Association”.

2. Interpretation

2.1 Definition of Terms

In these rules, unless there is something in the subject or object inconsistent therewith,

“The Association” means the Australasian Epidemiological Association.

“Epidemiology” literally translated from Greek, means "the study of people" (Greek *epi* = upon, among; *demos* = people, district; *logos* = word, discourse). Epidemiology has four main aims:

- To describe health and disease patterns in human populations (the distribution);
- To identify the causes (aetiology) of diseases (the determinants);
- To provide data essential for the management, evaluation and planning of health services for the prevention, control and treatment of disease (the application).
- To promote and improve health and wellbeing.

Epidemiology serves as the foundation and logic of interventions made in the interest of the public’s health. It combines the disciplines of medicine, health sciences, social sciences and biostatistics.

"Biostatistics" is the science of statistics applied to the design, collection, analysis and interpretation of biological or health-related data in epidemiological studies. It is a discipline complementary to epidemiology and is integral to its function.

“Epidemiologist” means an investigator who studies the occurrence of disease or other health related conditions or events in defined populations.

“Bank” includes building society, credit union or other financial institution, and

“Bank account” means an account with any such institution.

”RGO” refers to the Registrar General's Office, which is a statutory office within the ACT Department of Justice and Community Safety. It is responsible for incorporating associations under the Associations Incorporation Act 1991.

“General meeting” means a general meeting of members convened in accordance with Rule 10.

“The Ordinance” means the Associations Incorporated Ordinance 1953 (as

amended) of the Australian Capital Territory; and “Public Officer” means the Public Officer of the Association for the purposes of the Ordinance.

“Financial year” means the year ending 30 June.

2.2 The Ordinance

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretations Ordinance 1937-1959 and that Ordinance as in force on the date on which these rules are adopted by the Association.

3. Objects and Powers

3.1 Objects

The objects of the Association are to develop and promote the discipline of epidemiology in Australasia through:

- a) promoting excellence in epidemiological methods;
- b) communication
- c) advocating for funding, capacity building and policy development;
- d) strategic alliances with related organisations to maintain high standards in teaching and research and to promote the use of evidence in health-related policy making and clinical practice.

This will be achieved through being an organisation committed to:

- e) leadership and advocacy on key issues related to the discipline of epidemiology
- f) excellence in governance;
- g) a strong, diverse member focus.

3.2 Powers

For the purpose of giving effect to the foregoing objects, the Association may, subject to these rules:

- a) hold or arrange for the holding of periodical meetings of its members;
- b) receive subscriptions from members;
- c) apply for and accept money by way of grant, gift, bequest or otherwise for any one or more of the objects of the Association;
- d) undertake or direct or grant sums of money out of the Association’s funds for research or study in epidemiology;
- e) invest the moneys of the Association not immediately required, in such securities, as may from time to time be determined;

- f) receive, obtain and hold lands, money, securities and other property real or personal;
- g) execute any special trusts in connection with moneys or property received, obtained and held by the Association;
- h) apply the capital and income of the funds and property of the Association or any part thereof, subject to such trusts, for or towards those objects;
- i) print or publish or assist in or promote the printing of any newspaper, periodicals, books, monographs, articles, leaflets or other literary undertakings, computer software, audiovisual materials and microreprographics, that the Association may think desirable for the promotion of its objects and distribute such articles as it may think fit;
- j) enter into any arrangement or agreement or become a member of or subscribe to or affiliate with any other organisation, whether incorporated or not, having objects altogether or in part similar to those of the Association;
- k) borrow or lend money in such a manner as the Association may think fit and guarantee loans as the Association may think fit;
- l) purchase or otherwise acquire and undertake all or any of the property assets, liabilities and arrangements of any other association or company having objects altogether or in part similar to those of the Association;
- m) purchase, apply for or otherwise acquire copyrights, privileges, exemptions, certificates, licenses, patents, trademarks, or the like which may be deemed necessary for any or all of the objects of the Association and transfer or otherwise deal with the same;
- n) insure against all risks, liabilities and eventualities as may seem advisable and apply the proceeds of any claim under any insurance in such manner for such purpose as shall be thought fit;
- o) employ such persons as the Association may deem necessary and pay such sums to such employees whether by way of remuneration or bonus as the Association may deem reasonable and proper;
- p) grant pensions, allowances and gratuities to employees or former employees of the Association or to dependents of such persons and provide a benevolent or similar fund for such purposes;
- q) do all such other lawful things as are incidental; or conducive to the attainment of those objects or any one of them;
- r) carry out any one or more of those objects independently or

exclusively of the remaining objects.

3.3 Location of Activities

Any or all of the objects of the Association may be carried out in any part of Australia, New Zealand or elsewhere.

4. Office

The office of the Association shall be located at premises to be nominated from time to time by the Annual General Meeting of the Association.

5. Membership

5.1 Ordinary Membership

Membership of the Association shall be available to anyone who wishes to join.

5.2 Student Membership

Student membership shall be available for undergraduate or postgraduate students undertaking studies in epidemiology or closely related fields.

5.3 Honorary Membership

Any member of the Association may propose that an epidemiologist be admitted as an honorary member, by writing to the Secretary of the Association with appropriate documentation. Council will determine each case on its merits. This honour would usually be considered for an international visitor making an extraordinary contribution to the objectives of the Association. An honorary member shall have no part in the government of the Association, receive none of the privileges of membership, nor suffer any of the liabilities or obligations of an ordinary member. Honorary membership would apply for one year, unless otherwise stated.

5.4 Life Membership

Life membership may occasionally be awarded at the discretion of the Council to individuals who meet two or three of the following criteria. The candidate will have:

- * been a member of the Association for 15 or more years;
- * served as a committee member for a minimum of 4 years;
- * contributed significantly through research or other involvement in epidemiology either

- a) to the international reputation of Australasian epidemiology, or
- b) to the advancement of public health in Australasia.

All nominees for life membership should be nominated and seconded by members of the Association, with a letter to the Secretary addressing the three criteria. A life member receives all privileges of ordinary membership of the Association without the payment of fees.

Awards of honorary and life membership may be made at any time, as arranged by the Secretary in consultation with the President of the Association.

5.5 Retired Membership

The Association greatly values the support, expertise and experience of members who are retiring from the workforce. Active ordinary members who have retired from full-time employment during the last year and who have advised the Secretary accordingly are eligible to pay reduced membership dues at the same rate as student members, but retaining the same rights as ordinary members.

5.6 Special Circumstances Membership

The Association is aware that some members find it difficult, for short periods of time, to remain financial members of AEA when for various reasons they may experience financial hardship. Ordinary members of the Association may apply for a special circumstances membership and pay reduced membership dues at a rate determined by the Council. An ordinary member may apply by writing to the Secretary with appropriate documentation of their circumstances. Council will determine each case on its merits.

6. Register of Members

The Association shall have a Register of Members and the Secretary (with the assistance of the Membership Officer) shall cause the full name and address of each member (and such further particulars as Council shall from time to time prescribe) to be entered in the register and shall effect changes or amendments to the register in accordance with these rules.

7. Membership Subscription

7.1 Amount and Due Date

The annual subscription for each member shall be proposed by Council and adopted by the Annual General Meeting each year and that subscription shall be due and payable annually.

7.2 Waiver of Subscription

Any member, on financial or other grounds, may apply to the Secretary to be exempted from payment of the annual subscription. Council will determine each case on its merits.

8. Cessation of Membership

8.1 Resignation

A member may, at any time, resign from the Association by sending to the Secretary a written notice of resignation. Upon receipt of a written notice of resignation, the Secretary of the Association (with the assistance of the Membership Officer) shall cause the member's name to be removed from the Register of Members.

8.2 Expulsion

The Council may by resolution expel from the Association and remove from the Register of Members any member who refuses or neglects to comply with the provisions of the rules or resolutions of the Associations **PROVIDED THAT** at least sixty days before the meeting of the Council at which such resolution for expulsion is to be moved such member shall have notice thereof and of the intended resolution of expulsion and shall have had an opportunity of attending such meeting or of giving any explanation or defence as the member may desire either orally or in writing.

8.3 Lapse of Subscriptions

The Council may regard as lapsed the membership of any member whose annual subscription has not been received within three months after the due date and may forthwith remove that member's name from the Register of Members.

9. Council and Executive

9.1 Election and Appointment of Members of Council and Executive

- (a) The conduct and management of the Association shall be vested in the Council of the Association.
- (b) The Council shall comprise not more than nine (9) persons excluding co-opted members.
- (c) Representation on the Council shall be by way of election from the general membership of the Association (with the exception of the position of New Zealand Branch President, which shall be by way of election from the general membership of members resident in New Zealand – refer to 9.1(j)).

- (d) To be eligible for nomination as a Council Member the candidate must be a financial member of the Association and not be in breach of any term of the Constitution of the Association.
- (e) Council Members shall be elected by way of a ballot to be conducted in conformity with the procedures determined by the regulations of the Association.
- (f) One (1) Member of the Association shall be elected by the Members of the Association as President-elect of the Council. The President-elect shall serve a term of up to one (1) year after which time he or she will automatically assume the position of President of the Council on the expiry or resignation of the incumbent, without a new election. The duties of the President shall be determined pursuant to the Regulations of the Council. The President shall hold office for a fixed term of three (3) years and shall not be eligible for re-election to this position. A new President-elect is to be elected when the President commences their third year of presidency. If the President intends to step down prior to the expiry of the officer holders term, he or she must give one (1) years notice of their intent to stand down if practicable, at which time a ballot of members for the election of a member of the Association to the President-elect position will be held.
- (g) Notwithstanding the generality of clause 9.1(f) the President is prohibited, after expiry or earlier resignation as President, and election to the office of Council Member from serving for any consecutive period as President and thereafter as Council Member a period which would in the aggregate exceed eight (8) consecutive years.
- (h) If the position of President becomes vacant prior to the expiry of the office holders term, the President-elect will automatically assume the position of President of the Council. If the President-elect position is vacant (which would occur if the President stands down without notice) the Vice-President assumes the position of President for one (1) year. In the event of this occurring, a ballot of members for the election of a member of the Association to the President-elect position will be held.
- (i) One (1) Council Member, being a permanent resident of New Zealand, shall be elected by the Members of the Association who are permanent residents of New Zealand to the position of New Zealand Branch President of the Council. The duties applicable to the New Zealand Branch President shall be determined pursuant to the regulations of the Council. The New Zealand Branch President can also hold the title of one of Vice President, Secretary, Treasurer or President-elect concurrently.
- (j) Six (6) further Council Members shall be elected by all the Members of the Association. In order to improve representation and diversity on Council, two (2) of these positions are reserved for members who identify as Aboriginal or Torres Strait Islander or Māori or Pasifika.

- (k) From the seven (7) Council Members elected pursuant to article 9.1(j) & 9.1(k) the Council shall appoint three (3) Council Members to hold the Executive Offices of Vice President, Secretary and Treasurer. The duties applicable to the three executive offices shall be determined pursuant to the regulations of the Council.
- (l) The President, President-elect, Vice President, New Zealand Branch President, Secretary and Treasurer shall constitute the Executive Committee.
- (m) All members elected to the Council pursuant to the provisions of 9.1(f), 9.1(g), 9.1(i) and 9.1(k) shall hold office for a two (2) year term from the date of election shall be eligible for re-election.
- (n) No Council Member excluding the President and subject to the clause 9.1(g) shall be on Council for more than three (3) consecutive terms of two years; six (6) years in total consecutively.
- (o) If any position as Council Member, becomes vacant prior to the expiry of the office holders term, then subject to clauses 9.1(h) and 9.1(l), the Executive Committee may appoint a member to fill the vacancy and the member so appointed shall hold office until the next succeeding ballot of members for the election of members of the Association to the Council.
- (p) Council may co-opt up to four (4) other members who have an appropriate role in the Association, on an annual renewable basis. One (1) of these positions is reserved for members who identify as Aboriginal or Torres Strait Islander or Māori or Pasifika. Such co-opted members may not hold the position of President or any of the Executive Committee positions. Members co-opted to Council do not have a vote on Council.
- (q) A Council Member, including the President and President-elect, shall cease to hold office as a Council Member if the Council Member:
 - (i) becomes an insolvent under administration;
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iii) is absent without the consent of the other members of Council from meetings of the Council held during a period of six (6) months;
 - (iv) ceases to be a member of the Association; or
 - (v) fails to pay any membership fees or other legal duties and imposts due and owing to the Council as and when they fall due.

9.2 Powers of Council and Executive

- a) The Council shall have the power to make decisions concerning the management of the Association. It may decide to delegate certain of its management responsibilities to the Executive.
- b) A quorum of the Council is >50% of elected Council members, including at least one non-executive member and quorum of the Executive is three members.

- c) Minutes of all Executive and Council meetings will be circulated to all Council members within two weeks of the meetings.
- d) The Executive Committee shall meet as and when required by any two members of the Council and the Council will meet as and when requested by any three members of the Council.
- e) For these purposes a video/teleconference can be organised for committee members.
- f) Each member of the Council shall have one vote at a Council meeting and in the case of an equality of votes, the motion shall be lost.
- g) A resolution of the Council or the Executive determined on without any meeting of that Committee and evidenced in writing under the hands of all the members thereof, shall be valid and effectual as a resolution duly passed at that Committee.

9.3 Meetings of Council and Executive

- a) Council shall meet at least annually and at other times to be determined by the Executive Committee or by a majority of Council.
- b) Executive will meet at least twice annually and at other times as it shall determine.

9.4 Public Officer

- a) There shall be a Public Officer elected at the Annual General Meeting who shall be a member resident in the Australian Capital Territory.
- b) If the position of Public Officer becomes vacant, the Executive Committee shall within fourteen days after it becomes vacant, appoint a member resident in the Australian Capital Territory to fill the vacancy and the member so appointed shall hold office until the next succeeding Annual General Meeting.
- c) The Public Officer shall, within twenty-eight days after election or appointment, give notice in writing to the RGO of the election or appointment, such notice to include the Public Officer's full name and residential address.
- d) The Public Officer shall within twenty-eight days after a change of residential address give notice in writing to the RGO of the change.

10. General Meetings

10.1 Notice of Meetings

The Public Officer of the Association shall, at least twenty-eight days before the date fixed for holding a General Meeting of the Association, cause all members to be notified of the place, day and time for the holding of the meeting and the nature of the business to be transacted thereat.

10.2 Quorum

No business shall be transacted at any General Meeting unless a quorum of fifteen financial members is present at the commencement of such business.

10.3 Decision

A question arising at a General Meeting shall be determined on a show of hands and, unless before or on the declaration of the result of the show of hands, a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously or carried by a majority or lost, and an entry to that effect in the minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

10.4 Proxies

- a) A member of the Association may vote at a General Meeting in person or by electronic means or by proxy and upon a show of hands every member present in person shall have one vote and upon a poll every member present in person or by electronic means or by proxy shall have one vote. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- b) If the instrument appointing a proxy is not received at the office of the Association, or at such other place specified for that purpose in the notice convening the meeting, at least twenty-four hours before the time for holding the meeting at which the person named in the instrument proposes to vote, it shall be treated as not valid.
- c) Every instrument appointing a proxy shall be in writing signed by the appointor and shall be in or to the effect of the following form:

AUSTRALASIAN EPIDEMIOLOGICAL ASSOCIATION
INCORPORATED

I, _____ of _____ being a financial member of the Australasian Epidemiological Association Incorporated hereby appoint _____ of _____ Or failing him/her, _____ of _____ As my proxy to vote for me and on my behalf at the (Annual or Special if applicable) General Meeting of the Association to be held on the _____ day of _____ And at any adjournment thereof.

Signed at _____ this _____ day of _____.

11. Annual General Meetings

11.1 Rules for Calling the Meeting

- a) The Association shall in each year hold an Annual General Meeting and all provisions of Rule 10 hereof relating to General Meetings shall apply to Annual General Meetings.
- b) The Annual General Meeting shall be held on such day (being no later than twelve months after the close of the financial year) as the Council may determine.
- c) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- d) The Annual General Meeting shall be specified as such in the notice convening it.

11.2 Ordinary Business

The ordinary business of the Annual General Meeting shall be:

- a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- b) to receive and consider reports (including financial statements where applicable) from the Council and the Executive Committee, the auditor and employees of the Association on the activities of the Association during the preceding financial year;
- c) to announce the results of the ballots held for the election of Council members according to Rule 9.1;
- d) to appoint the Auditor.

11.3 Special Business

The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

12. Receipts and Expenditure

12.1 Accounts

True accounts shall be kept:

- a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- b) of the property, credits and liabilities of the Association.

12.2 Inspection

Subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to inspection of the members of the Association.

12.3 Treasurer's Role

The Treasurer shall ensure that all general records, accounting books, and records of receipts and expenditure connected with the operation and business of the Association are faithfully kept in such form and manner as the Council may direct.

12.4 Location of Accounts

The accounts, books and records referred to in Rules 12.1 and 12.3 shall be kept at the Association's office or at such place as the Council may decide.

13. Banking and Finance

- a) The Treasurer, on behalf of the Association, shall be responsible for the receipts of all monies paid to the Association.
- b) The Council shall cause to be opened with such banks as it selects, accounts in the name of the Association into which all monies received shall be paid as soon as possible after receipt thereof.
- c) Except with the authority of the Executive Committee, no payments shall be made from the funds of the Association otherwise than by electronic funds transfer or cheque drawn on the Association's bank account, but the Executive Committee may provide the Treasurer with a sum to meet urgent expenditure subject to the observance of such conditions in relation to the use and expenditure thereof as the Executive Committee may impose.
- d) No cheques shall be drawn on the Association's bank accounts except for the payment of expenditure that has been authorised by 2 members of the Executive Committee.
- e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the President and the Treasurer or, in their absence by such other member or members of the Executive Committee as the Council may nominate for that purpose.
- f) The Council may open a business credit card with a maximum limit of \$3,000 to assist with expenditure that cannot be made by cheque or electronic funds transfer. The President and Treasurer will be the cardholders and are authorised to make payments that have been authorised by 2 members of the Executive Committee. Any expenditure on the credit card is to be paid off monthly according to the bank statement due date so as to not accrue interest charges, and to be paid from the bank accounts of the Association as authorised by 2 members of the Executive Committee.

14. Income and Property

The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association or any person claiming through any of them **PROVIDED THAT** nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employees or members of the Association or to any other person in return for services actually rendered to the Association or for goods supplied in the ordinary and usual way of business or shall prevent the payment of interest (at a rate not exceeding the rate from time to time charged by trading banks in the Australian Capital Territory on advances on overdraft accounts) on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member to the Association.

15. Auditor

- a) At each Annual General Meeting, the members present shall appoint a person who is not a member of the Association to be Auditor of the Association, subject to clause 11.2(d).
- b) A person so appointed shall hold office until the next succeeding Annual General Meeting, and shall be eligible for re-appointment.
- c) If an appointment is not made at an Annual General Meeting, the Executive Committee shall appoint an Auditor of the Association for the then current financial year of the Association.
- d) If the office of Auditor becomes vacant, the Executive Committee shall appoint a person to fill the vacancy and the person so appointed may hold office until the next succeeding Annual General Meeting.

16. Audit of Accounts

Once at least in each financial year, the accounts of the Association shall be examined by the Auditor.

16.1 Access for the Auditor

The Auditor:

- a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
- b) may require from the officers and employees of the Association such information and explanations as may be necessary for the performance of the Auditor's duties;
- c) may employ persons to assist in investigating the accounts of the

Association; and

- d) may, in relation to the accounts of the Association, examine any member of the Executive Committee or any employee of the Association.

The Auditor shall certify as to the correctness of the financial statements of the Association and shall report thereon to the members present at the Annual General Meeting.

16.2 The Auditor's Report

The Auditor's report shall state whether:

- a) the Auditor has obtained the information required;
- b) in the Auditor's opinion, the financial statements are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at the Auditor's disposal and the explanations given to the Auditor and as shown by the books of the Association; and
- c) whether the rules relating the administration of the funds of the Association have been observed.

The Public Officer shall, within one month after the Auditor has certified as to the correctness of the financial statements of the Association, file with the RGO a copy of the audited financial statements.

17. Seal of the Association

The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "seal". It shall not be affixed to any instrument except by the authority of the Council and the affixing thereof shall be attested by the signatures of two members of the Executive Committee and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Council. The seal will be held by the Secretary of the Association.

18. Alteration of the Rules

18.1 Votes Required

The rules may be amended by resolution passed by a two-thirds majority of the votes cast by those financial members present in person (or by proxy) who vote at a properly constituted General Meeting.

18.2 Notice of Amendment

Notice of the proposed amendment shall be given to members not less than

twenty-eight days prior to the said General Meeting.

18.3 Copies of Amended Rules

Following any amendments of the rules, the Secretary shall ensure that all members are provided with a copy of the amended rules.

18.4 Amended Rules that Affect Member Liability

If the rules are amended so as to affect the liability of members to contribute towards the payment of debts and liabilities of the Association or the costs, charges, and expenses of winding up the Association, the Public Officer shall, within one month after the alteration, give notice of that alteration in a newspaper circulating in the Australian Capital Territory.

19. Winding Up

19.1 Member Liability

- a) Every member of the Association undertakes that in the event that the Association is wound up, to contribute towards payments of the debts and liabilities of the Association and the costs, charges and expenses of winding up and for adjustments of the rights of contributories among themselves.
- b) For each member, the liability to contribute in terms of this rule shall:
 - (i) apply whilst the member remains a member and for one year afterwards;
 - (ii) in the case of payment towards the debts and liabilities of the Association, apply only to such debts and liabilities contracted before the member ceased to be a member; and
 - (iii) be for such amount as may be required not exceeding an amount equal to the annual subscription to the Association for the last complete financial year prior to the date of winding up.

19.2 Asset Distribution

If, upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the members of the Association. It shall, according to a resolution passed by a majority of at least two-thirds of the members of the Association, be given or transferred to one or more organisations engaged at or before the date of winding up of the Association, in activities related to one or more of the objects (objectives) of the Association and which has rules prohibiting the distribution of its assets and income to its members. If such a resolution has not been passed, such Judge of the Supreme Court of the Australian Capital Territory as may have or

acquire jurisdiction in the matter, shall make such order for the distribution of the property as having regard to the objects of the Association, as is considered just.

19.3 DGR Revocation clause

If the Association is wound up or its endorsement as a deductible gift recipient is revoked, (whichever occurs first), any surplus of the following assets will be transferred to another charitable organization to which income tax deductible gifts can be made:

- 1 gifts of money or property for the principal purpose of the Association;
- 2 contributions made in relation to an eligible fundraising event held for the principal purpose of the Association;
- 3 money received by the Association because of such gifts and contributions.