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<p><b>Rules CAcert Incorporated Association under the Associations Incorporation Act, 2009 [of New South Wales]</b></p> <p>adopted by CAcert AGM 2013-11-17 and ratified by OFT 2013-12-12 changes as at 5th of September 2015</p>	<p><b>Statutes of CAcert Incorporated Association under Swiss Civil Code</b></p> <p>to be adopted by CAcert AGM 2020-11-07</p>
<p><b>Contents</b></p> <p><b>Part 1 Preliminary.....3</b></p> <p>1 Definitions.....3</p> <p><b>Part 2 Membership.....4</b></p> <p>2 Membership qualification.....4</p> <p>3 Nomination for membership.....4</p> <p>4 Cessation of membership.....5</p> <p>5 Membership entitlements not transferable 5</p> <p>6 Membership and Conflict of Interest.....5</p>	<p><b>Proposal for a "small" revision of the Statutes. "Small" means that only the legal references to NSW will be deleted and the mandatory changes according to Swiss Civil Law. These are articles of purpose, name, registered office and signature regulations.</b></p> <p><b><u>Numbering broken -- see at the left hand side at the old statutes!</u></b> <b><u>Deleted paragraphs are marked "deleted" - so the numbering remains the same as before.</u></b></p>

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## Part 1 Preliminary

### 1 Definitions

(1) In these rules:

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

**ordinary member** means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2).

**secretary** means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

Part 1

## Preliminary

### (0.1) Name

Under the name of "CAcert Incorporated " ("CAcert Inc." in short) is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

### (0.2) Headquarters

The Organisation's headquarters are located in the State of Geneva.

### (0.3) Duration

The Association shall be of unlimited duration.

### (0.4) Aims

The Association shall pursue the following aim:

- to promote awareness and education on computer security through the use of encryption techniques,
- to continue to build and maintain a web of trust,
- to create tools and methods to enable the certification of identities of individuals and organisations or items in blockchains and related areas.

### 1 Definitions

(1) In these rules:

ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2).

a **Policy** means a reference to the Policies of the Community duly passed to at least DRAFT under CAcert Community's Policy on Policy

a **Certificate Authority** is an entity that issues digital certificates for use by other parties

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

~~the Act means the Associations Incorporation Act 2009.~~

~~the regulation means the Associations Incorporation Regulation 1999.~~

(2) In these rules:

(c) a reference to a function includes a reference to a power, authority and duty, and

(d) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

~~(3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.~~

(4) Due to the nature of the association being internet and internationally based, meetings likewise may be attended remotely in the form of teleconferencing, video conferencing, text messaging or any other forms of immediate communication, which participants were notified

secretary means:

(a) the person holding office under these rules as secretary of the association, or

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

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

**(3) (deleted)**

<p>of 24 hours prior to the start of the meeting.</p>	<p>(4) Due to the nature of the association being internet and internationally based, meetings likewise may be attended remotely in the form of teleconferencing, video conferencing, text messaging or any other forms of immediate communication, which participants were notified of 24 hours prior to the start of the meeting.</p>
<p><b>Part 2 Membership</b></p> <p><b>2 Membership qualification</b></p> <p>A person is qualified to be a member of the association if, but only if:</p> <p>(a) the person is a natural person:</p> <ul style="list-style-type: none"> <li>i. who has been nominated for membership of the association as provided by rule 3, and</li> <li>ii. who has been approved for membership of the association by the committee of the association.</li> </ul> <p><b>3 Nomination for membership</b></p> <p>(1) A nomination of a person for membership of the association:</p> <p>(a) must be made by a member of the association in writing or by digitally signed email in the form set out in Appendix 1 to these rules, and</p>	<p><b>Part 2 Membership</b></p> <p><b>2 Membership qualification</b></p> <p>A person is qualified to be a member of the association if, but only if:</p> <p>(a) the person is a natural person:</p> <ul style="list-style-type: none"> <li>i. who has been nominated for membership of the association as provided by rule 3, and</li> <li>ii. who has been approved for membership of the association by the committee of the association.</li> </ul> <p><b>3 Nomination for membership</b></p> <p>(1) A nomination of a person for membership of the association:</p> <p>must be made by a member of the association in writing or by digitally signed email in the form set out in Appendix 1 to these rules, and</p> <p>must be lodged with the secretary of the association.</p> <p>Nominee must not be an employee of, or contracted to, either a Certificate Authority which provides digital</p>

<p>(b) must be lodged with the secretary of the association.</p> <p>(c) Nominee must not be an employee of, or contracted to, either a Certificate Authority which provides digital certification or identification services or digital signing services for financial reward, or an organisation which is employed by or contracted to a Certificate Authority which provides digital certification or identification services or digital signing services for financial reward.</p> <p>(d) Failure to adhere with clause (c) results in expulsion from the association at any time.</p> <p>(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.</p> <p>(3) As soon as practicable after the committee makes that determination, the secretary must:</p> <p>(a) notify the nominee, in writing or by digitally signed email, that the committee approved or rejected the nomination (whichever is applicable), and</p> <p>(b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.</p>	<p>certification or identification services or digital signing services for financial reward, or an organisation which is employed by or contracted to a Certificate Authority which provides digital certification or identification services or digital signing services for financial reward.</p> <p>Failure to adhere with clause (c) results in expulsion from the association at any time.</p> <p>(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.</p> <p>(3) As soon as practicable after the committee makes that determination, the secretary must:</p> <p>notify the nominee, in writing or by digitally signed email, that the committee approved or rejected the nomination (whichever is applicable), and</p> <p>if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.</p> <p>the secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period</p>
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- (4) the secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

#### **4 Cessation of membership**

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) has accumulated three years of unpaid membership fees.

#### **5 Membership entitlements not transferable**

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### **6 Membership and Conflict of Interest**

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(1) If a member enters into the employment of or becomes contracted to either a Certificate Authority which provides digital certification or identification services or digital signing services, any of which for financial reward, or an organisation which is employed by or contracted to a Certificate Authority which provides digital certification or identification services or digital signing services for financial reward, that person must;

(a) lodge notification with the secretary of change in circumstances, in writing or by digitally signed email, and membership is to be immediately suspended during the term of employment or contract.

(b) At the committees disgression, may withdraw membership at any time during the suspension.

(c) Failure to comply with clause (a) results in expulsion from the association.

## **7 Resignation of membership**

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

(2) A member of the association may resign from membership of the association by giving to the secretary written or digitally signed email notice to resign. On acceptance of the resignation, the member ceases to be a member. Acceptance

digital signing services, any of which for financial reward, or an organisation which is employed by or contracted to a Certificate Authority which provides digital certification or identification services or digital signing services for financial reward, that person must;

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A member of the association may resign from membership of the association by giving to the secretary written or digitally signed email notice to resign. On acceptance of the resignation, the member ceases to be a member. Acceptance may only be delayed under rule 11.

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may only be delayed under rule 11.

- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8 Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour, and by prior arrangement.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of US\$2.50 for each page copied.

## **9 Fees and subscriptions**

- (1) In addition to any amount payable by the member under rule 8(3), a member of the association must pay to the association an annual membership fee of ~~US\$~~10 or, if some

under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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A member of the association may obtain a copy of any part of the register on payment of a fee of US\$2.50 for each page copied.

## **9 Fees and subscriptions**

In addition to any amount payable by the member under rule 8(3), a member of the association must pay to the association an annual membership fee of €10 or, if some other amount is determined by the committee, that other amount:

except as provided by paragraph (b), before 1 July in each calendar year, or

other amount is determined by the committee, that other amount:

- (a) except as provided by paragraph (b), before 1 July in each calendar year, or
- (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

- (2) The committee may waive the membership fee on a case-by-case basis for members actively helping the community and facing a tense financial situation.

### **10 Members' liabilities**

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

### **11 Resolution of internal disputes**

- (1) Disputes between members (in their capacity of members) of the association and disputes between members and the association, are to be dealt with in accordance with the association's Dispute Resolution Policy.

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### **12 Disciplining of members**

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- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and willfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written or digitally signed

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must cause notice of the complaint to be served on the member concerned; and

must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

must take into consideration any submissions made by the member in connection with the complaint.

(3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written or digitally signed email notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 13.

The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

email notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 13.

- (5) The expulsion or suspension does not take effect:
- (a) (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 13(5), whichever is the later.

### **13 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 13(5), whichever is the later.

### **13 Right of appeal of disciplined member**

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The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

At a general meeting of the association convened under clause (3):

no business other than the question of the appeal is to be transacted, and

the committee and the member must be given the

<p>(4) At a general meeting of the association convened under clause (3):</p> <ul style="list-style-type: none"> <li>(a) no business other than the question of the appeal is to be transacted, and</li> <li>(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing or in digitally signed email, or by all three, and</li> <li>(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.</li> </ul> <p>If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.</p>	<p>opportunity to state their respective cases orally or in writing or in digitally signed email, or by all three, and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.</p> <p>If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.</p>
<p><b>Part 3 The committee</b></p> <p><b>14 Powers of the committee</b></p> <p>The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:</p> <ul style="list-style-type: none"> <li>(a) is to control and manage the affairs of the association, and</li> <li>(b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these</li> </ul>	<p>Part 3 The committee</p> <p><b>14 Powers of the committee</b></p> <p>The committee is to be called the committee of management of the association and, subject these rules and to any resolution passed by the association in general meeting:</p> <p>is to control and manage the affairs of the association, and</p> <p>may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and</p> <p>has power to perform all such acts and do all such things as appear to the committee to be necessary or</p>

rules to be exercised by a general meeting of members of the association, and

- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

## **15 Constitution and membership**

- (1) Subject in the case of the first members of the committee ~~to section 28 of the Act~~, the committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) 3 ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 16.
- (2) The office-bearers of the association are to be:
  - (a) the president
  - (b) the vice-president
  - (c) the treasurer, and
  - (d) the secretary
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the

desirable for the proper management of the affairs of the association.

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- (2) The office-bearers of the association are to be:
  - the president
  - the vice-president
  - the treasurer, and
  - the secretary
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy

membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **16 Election of members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
  - (a) must be made in writing or by digitally signed email, signed by 2 members of the association and accompanied by the written or digitally signed email consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to

and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **16 Election of members**

Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:

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

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

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

If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

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

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



the number of vacancies to be filled, the persons nominated are taken to be elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) Early Ballots may be made with digitally signed email to the secretary, or using other usual and proper methods as the committee may direct. Early ballots must be accepted from fourteen days prior to, and up to one hour before the meeting, and be accepted with signed email.

## **17 Secretary**

- (1) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee,
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and

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It is the duty of the secretary to keep minutes of:  
all appointments of office-bearers and members of the committee,  
the names of members of the committee present at a committee meeting or a general meeting, and  
all proceedings at committee meetings and general meetings.

(c) all proceedings at committee meetings and general meetings.

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

## **18 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received, that all payments authorised by the association are made and that correct operation of the association's financial facilities is maintained, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## **19 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

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

## **18 Treasurer**

It is the duty of the treasurer of the association to ensure:

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For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

dies, or  
ceases to be a member of the association, or  
becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or  
resigns office by notice in writing or by digitally signed email given to the secretary, or

- (d) resigns office by notice in writing or by digitally signed email given to the secretary, or
- (e) is removed from office under rule 20, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

**20 Removal of member**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing or by digitally signed email to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

is removed from office under rule 20, or becomes a mentally incapacitated person, or is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

**20 Removal of member**

The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing or by digitally signed email to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21 Meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written or digitally signed email notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as many be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time in the following week.

## **21 Meetings and quorum**

The committee must meet at least 3 times in each period of 12 months at such time as the committee may determine.

Additional meetings of the committee may be convened by the president or by any member of the committee.

Oral or written or digitally signed email notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as many be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

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

No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time in the following week.

If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

At a meeting of the committee:

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

**22 Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing or by digitally signed email, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

the president or, in the president's absence, the vice-president is to preside, or  
 if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

**22 Delegation by committee to sub-committee**

The committee may, by instrument in writing or by digitally signed email, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:  
 this power of delegation, and  
 a function which is a duty imposed on the committee by the Act or by any other law.  
 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing or by digitally signed email, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

**23 Voting and decisions**

- (2) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee participating in the meeting.
- (3) Each member participating in a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or

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

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

Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

The committee may, by instrument in writing or by digitally signed email, revoke wholly or in part any delegation under this rule.

A sub-committee may meet and adjourn, as it thinks proper.

**23 Voting and decisions**

Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee participating in the meeting.

Each member participating in a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

casting vote.

- (4) Subject to rule 21(5), the committee may act despite any vacancy on the committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

**23A Postal and other ballot methods**

- (1) Questions may be put by any member of the committee outside of a meeting by circulating the question to all board members by digitally signed email to a mailing list containing all members of the committee.
- (2) A question circulated by way of rule 23A(1) is taken to have been received by all committee members 48 hours after transmission or such other period as may be unanimously agreed on by the members of the committee.
- (3) A question so put under this rule shall be voted on by digitally signed email to the committee mailing list, or by any other method deemed unanimously acceptable to the members of the committee.
- (4) A question put under this rule must be held open for votes for 72 hours following deemed receipt

Subject to rule 21(5), the committee may act despite any vacancy on the committee.

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

**23A Postal and other ballot methods**

Questions may be put by any member of the committee outside of a meeting by circulating the question to all board members by digitally signed email to a mailing list containing all members of the committee.

A question circulated by way of rule 23A(1) is taken to have been received by all committee members 48 hours after transmission or such other period as may be unanimously agreed on by the members of the committee.

A question so put under this rule shall be voted on by digitally signed email to the committee mailing list, or by any other method deemed unanimously acceptable to the members of the committee.

A question put under this rule must be held open for votes for 72 hours following deemed receipt of the question in clause (2), or until such time as all members of the committee have voted, whichever is the sooner.

A question is not resolved unless it is voted on by at least as many members as would be required to constitute a quorum under rule 21(5).

<p>of the question in clause (2), or until such time as all members of the committee have voted, whichever is the sooner.</p> <p>(5) A question is not resolved unless it is voted on by at least as many members as would be required to constitute a quorum under rule 21(5).</p> <p><b>23B Open and transparent governance</b></p> <p>(1) The committee must, except as provided in this rule, cause any and all business transacted by it to be published on the association's website.</p> <p>(2) The committee may, by its own motion, close its deliberations to the public, restrict access to any document, or do any other thing as necessary for the proper administration of the association.</p> <p>(3) In the event of the use of rule 23B(2), the committee must record and publicly disclose the reasons for its decision.</p>	<p style="text-align: center;"><b>23B Open and transparent governance</b></p> <p>The committee must, except as provided in this rule, cause any and all business transacted by it to be published on the association's website.</p> <p>The committee may, by its own motion, close its deliberations to the public, restrict access to any document, or do any other thing as necessary for the proper administration of the association.</p> <p>In the event of the use of rule 23B(2), the committee must record and publicly disclose the reasons for its decision.</p>
<p><b>Part 4 General meeting</b></p> <p><b>24 Annual general meetings - holding of</b></p> <p>(1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.</p>	<p>Part 4 General meeting</p> <p style="text-align: center;"><b>24 Annual general meetings - holding of</b></p> <p>With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.</p> <p><b>(2) (deleted)</b></p>



- ~~(2) — The association must hold its first annual general meeting:~~
- ~~(a) — within the period of 18 months after its incorporation under the Act, and~~
  - ~~(b) — within the period of 6 months after the expiration of the first financial year of the association.~~
- ~~(3) — Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 37(2) of the Act.~~

**25 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject ~~to the Act and~~ to rule 24, to be convened on such date and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and

**(3) (deleted)**

**25 Annual general meetings - calling of and business at**

The annual general meeting of the association is, subject to rule 24, to be convened on such date and time as the committee thinks fit.

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

- to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- to receive from the committee reports on the activities of the association during the last preceding financial year,
- to elect office-bearers of the association and ordinary members of the committee,
- to receive and consider the statement which is required

<p>ordinary members of the committee,</p> <p>(d) to receive and consider the statement which is required to be submitted to members <del>under section 44 for a tier 1 association or section 48 for a tier 2 association of the Act.</del></p> <p>(3) An annual general meeting must be specified as such in the notice convening it.</p> <p><b>26 Special general meetings - calling of</b></p> <p>(1) The committee may, whenever it thinks fit, convene a special general meeting of the association.</p> <p>(2) The committee must, on the requisition in writing or by digitally signed email, of at least 5 per cent of the total number of members, convene a special general meeting of the association.</p> <p>(3) A requisition of members for a special general meeting:</p> <p>(a) must state the purpose or purposes of the meeting, and</p> <p>(b) must be signed by the members making the requisition, and</p> <p>(c) must be lodged with the secretary, and</p> <p>(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.</p> <p>(4) If the committee fails to convene a special general meeting to be held within 1 month after</p>	<p>to be submitted to members.</p> <p>An annual general meeting must be specified as such in the notice convening it.</p> <p><b>26 Special general meetings - calling of</b></p> <p>The committee may, whenever it thinks fit, convene a special general meeting of the association.</p> <p>The committee must, on the requisition in writing or by digitally signed email, of at least 5 per cent of the total number of members, convene a special general meeting of the association.</p> <p>A requisition of members for a special general meeting: must state the purpose or purposes of the meeting, and must be signed by the members making the requisition, and must be lodged with the secretary, and may consist of several documents in a similar form, each signed by one or more of the members making the requisition.</p> <p>If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.</p> <p>A special general meeting convened by a member or</p>
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that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **27 Notice**

- (1) Except if special resolutions under rule 32 are proposed, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If special resolutions under rule 32 are proposed, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying the intention to propose the resolutions as special resolutions, and include any ordinary business received at that time. The secretary may, no later than 14 days before the date, update the notice to include additional ordinary business duly received.
- (3) No business other than that specified in the notice convening a general meeting is to be

members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

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No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25(2).

transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25(2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing or by digitally signed email, of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28 Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another time is specified at the adjournment by the person presiding at the meeting or communicated by written or digitally signed email notice to

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

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

if convened on the requisition of members, is to be dissolved, and

in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another time is specified at the adjournment by the person presiding at the meeting or communicated by written or digitally signed email notice to members given before the day to which the meeting is adjourned).

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the

members given before the day to which the meeting is adjourned).

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

### **29 Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **30 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or digitally signed email or oral notice of the

commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

### **29 Presiding member**

The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **30 Adjournment**

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

If a general meeting is adjourned for 14 days or more, the secretary must give written or digitally signed email or oral notice of the adjourned meeting to each member

adjourned meeting to each member of the association stating the date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31 Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration 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 particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an

of the association stating the date and time of the meeting and the nature of the business to be transacted at the meeting.

Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31 Making of decisions**

A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration 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 particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

If a poll is demanded at a general meeting, the poll must be taken;

immediately in the case of a poll which relates to the

adjournment, or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **32 Special resolution**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy or by secure online methods at a general meeting of which at least 21 days' written or digitally signed email notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, ~~or~~

- ~~(b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.~~

### **33 Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy, or

election of the chairperson of the meeting or to the question of an adjournment, or

in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **32 Special resolution**

A resolution of the association is a special resolution:

if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy or by secure online methods at a general meeting of which at least 21 days' written or digitally signed email notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

### **33 Voting**

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

All votes must be given personally or by proxy, or by methods sanctioned by the committee over the internet

by methods sanctioned by the committee over the internet but no member may hold more than 5 proxies.

- (3) Early votes may be made with digitally signed email to the secretary, or using other usual and proper methods as the committee may direct. Early votes must be accepted from fourteen days prior to, and up to one hour before the meeting, and be accepted with signed email.
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **34 Appointment of proxies**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

but no member may hold more than 5 proxies.

Early votes may be made with digitally signed email to the secretary, or using other usual and proper methods as the committee may direct. Early votes must be accepted from fourteen days prior to, and up to one hour before the meeting, and be accepted with signed email.

In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **34 Appointment of proxies**

Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

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



## **Part 5 Miscellaneous**

### **35 Insurance**

The association may effect and maintain insurance.

### **36 Funds - source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37 Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory

## **Part 5 Miscellaneous**

### **35 Insurance**

The association may effect and maintain insurance.

### **36 Funds - source**

The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

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

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

### **37 Funds - management**

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

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by

notes and other negotiable instruments must be approved by the committee, either directly, or under standing motions as duly approved by the committee.

- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a designated representative of the committee, being a member or employee of the association, duly approved to the task of operating a financial facility by the committee.

### **38 Alteration of objects and rules**

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

### **39 Custody of books**

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

### **40 Inspection of books**

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

the committee, either directly, or under standing motions as duly approved by the committee.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a designated representative of the committee, being a member or employee of the association, duly approved to the task of operating a financial facility by the committee.

### **38 Alteration of objects and rules**

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

### **39 Custody of books**

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

### **40 Inspection of books**

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

#### **41 Service of notices**

- (1) For the purpose of these rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) or the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

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<p><b>42 Non-profit application of assets and income</b></p> <p>The assets and income of the organisation shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.</p> <p><b>43 Association assets with a dissolution</b></p> <p>In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.</p>	<p><b>42 Non-profit application of assets and income</b></p> <p>The assets and income of the organisation shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.</p> <p><b>43 Dissolution</b></p> <p>Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.</p>
	<p><b>44 Signature and representation</b></p> <p><i>The Association is legally bound by the joint signature of two of President, Secretary and Treasurer, OR persons appointed by the Board through the use of a motion.</i></p> <p><b>45 Final Clauses</b></p> <p>The present Statutes have been approved by the Constituent General Assembly of July 24, 2003 and entered into force on that date. Revisions have been</p>

	<p>made on November 27, 2011 (Adjustment to the New South Wales Association Incorporation Act 2009) and November 10, 2020 (relocation).</p> <p>For the Association: McCoullough, president Ruedin, secretary</p> <p><b>Transitional clause (not part of the statutes, but part of the vote at the AGM)</b></p> <p>(1) The new committee is responsible for implementation.</p> <p>(2) The changes come into force immediately / on 1 December 2020 / on New Year's Day 2021.</p>
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