

QUEENSLAND JUSTICES ASSOCIATION CONSTITUTION (Approved at Special General Meeting November 2008)

1. NAME

1.1 The name of the company is the Queensland Justices Association

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:-

“Association” means the Queensland Justices Association.

“Board” means the Directors elected at an annual general meeting or interim directors appointed by the board under section 16 of this constitution

“Constitution” means this Constitution.

“Intellectual Property” means all statutory and other proprietary rights (including rights to require information be kept confidential) in respect of inventions, copyright, trade marks, designs, patents, plant breeder's rights, circuit layouts, know-how, trade secrets and all other rights as defined by Article 2 of the Convention establishing the World Intellectual Property Organisation of July 1967, all rights to apply for the same and, for the avoidance of doubt, includes:

- Patents under the Patents Act 1990 (Cth.);
- Copyright and moral rights vesting by virtue of the Copyright Act 1968 (Cth.) in literary works (including computer programs), dramatic works, musical works, artistic works, films, sound recordings, broadcasts, published editions and certain types of performances;
- Trade marks registered under the Trade Marks Act 1995 (Cth.);
- Designs registered under the Designs Act 2003 (Cth.);
- Trade secrets and other confidential material under Common Law;

“Member” means a person appointed to membership under this Constitution.

“Objects” mean the Objects of the Company as provided under this Constitution.

“Office” means the Office of Justice of the Peace or Commissioner for Declarations.

“Officer” has the same meaning as in the Corporations Law.

“Voting Member” means a member who is allowed to participate in voting under section 6.7 of this constitution and is not in breach of section 9.7 of this constitution

2.2 Words importing the singular include the plural and vice versa.

2.3 Words importing gender include the other genders.

2.4 Words importing persons include corporations.

2.5 Acts permitted or required to be done may be done from time to time, as circumstances require.

2.6 Headings contained in this Constitution are for guidance and do not form part of the substance of this Constitution.

2.7 The replaceable rules set out in the Corporations Law are incorporated in this Constitution except to the extent they are excluded or modified by this Constitution.

2.8 References to legislation means the legislation as amended from time to time.

2.9 Section 110B of the Corporations Law applies to this Constitution as if it were an instrument made under the Corporations Law

3. OBJECTS

3.1 The Association is established to:-

- a** Encourage high ethical standards of conduct of Members in performing their Office.
 - b** Promote and maintain the status of the Office.
 - c** Provide Members with advice on the duties, rights and obligations of the Office they hold.
 - d** Represent the interests of Members specifically and the Office generally to the Government and to the general community.
 - e** Provide education and training to advance the interests of Members and potential members.
 - f** Monitor relevant changes in legislation, assess the impact of these and advise Members accordingly.
 - g** Provide Members with a forum for the exchange of views and ideas.
 - h** Promote fellowship and goodwill between the Members.
 - i** Promote fellowship and goodwill between Members and Office holders who are not Members as well as Justices of the Peace from other jurisdictions.
- and any other Objects as the Members decide in general meeting.

4. POWERS

4.1 The Association has all the powers of a natural person in carrying out its Objects.

5. INCOME, FINANCES AND PROPERTY OF THE ASSOCIATION

5.1 The income and property of the Association must be applied solely towards promoting the Objects irrespective of the source.

5.2 The income and property of the Association must not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to a Member. This restriction does not prevent paying in good faith:-

a Remuneration to an officer in return for services actually rendered or goods supplied in the ordinary course of business to the Association but in no case may Directors fees be paid for sitting on the Board.

b Interest on money borrowed from a Member or a director.

c A payment made to members or directors with the approval of the Board for out of pocket expenses related to association business

FINANCES

5.3 The financial year for the Association ends on the 30th June in each year when the Association books are balanced.

5.4 *No clause – motion withdrawn before passing*

5.5 Withdrawals from the Association's accounts must be signed by any one of the President, a Vice President, a Director or the Registrar and countersigned by any one of the President, a Vice President, a Director or the Registrar of the Association, provided that the person concerned is authorised by the board to be a signatory to the accounts

5.6 Except for expenditure of a minor nature less than an amount as determined by resolution of the Board, all payments are made by cheque or electronic means and all receipts banked intact. Where payments are made by electronic means, authorization as per section 5.5 must still apply

5.7 The Registrar must report to the board on the financial position of the Association once a month.

5.8 The accounts are to be audited by the auditor as soon as possible after the end of the financial year.

6. MEMBERSHIP: CLASSES, RIGHTS AND PRIVILEGES; LIABILITY AND GUARANTEE

6.1. Associate membership is open to any person who has registered and undertaken JP training with the QJA or has sat for the examination for a Justice of the Peace (Qualified) for the State of Queensland and has paid the membership fee. Associate membership, once granted, expires at June 30th in the calendar year after membership is granted.

6.2 a Life membership may be conferred by the Board to a Member who has demonstrated service to the association above and beyond the call of duty for an extended period of time. A Life Member is entitled to all the privileges of ordinary membership of the Association without being liable for membership fees. Any member may nominate to the board, with reasons outlined, the name of another member whom they think is deserving of life membership. The board is to consider the nomination at its next meeting after receiving the nomination.

b Decisions regarding life membership appointments shall be communicated to all members of the association as soon as practicable after the appointment has been made

6.3 Honorary membership may be conferred by the Board to a person who in the opinion of the Board is worthy of recognition by the Association. Honorary membership is valid for the period the Board determines.

6.4 Concession membership may be granted to full time students, pensioners and concession card holders who are Justices of the Peace or Commissioners for Declarations for the State of Queensland. Concession members must have paid the membership fee and have signed the membership application form signifying agreement to be bound by the Constitution. It is the responsibility of the member to prove eligibility for concession membership, both when seeking this category and at any other time when asked to do so by the association. At no stage can concession membership be applied retrospectively. A concession member has all of the rights and privileges of an ordinary member

6.5 Joint membership is open to two people living at the same address who are Justices of the Peace or Commissioners for Declarations for the State of Queensland, or any combination of the above or any other persons or class of persons approved by the Board. Joint members must have paid the membership fee and signed the membership application form signifying agreement to be bound by this Constitution. Joint members, when exercising their privileges, may do so individually

6.6 Ordinary membership is open to any person who is a Justice of the Peace or Commissioner for Declarations for the State of Queensland or any other person or class of persons approved by the Board. Ordinary members must have paid the membership fee and must have signed the membership application form signifying agreement to be bound by this Constitution. Any person who does not fit into categories 6.1 to 6.5 is classed as an ordinary member.

6.7 All members have the right to

a Attend the general meetings of the Association

b Receive the Association's Journal

c Attend all lectures and any entertainment the Board arranges for Members. Participating Members may be required to contribute toward the cost of these activities.

In addition ordinary members, joint members, concession members and life members may

d Vote at general meetings and for the election of members of the Board.

e Be elected to any office of the Association or as a member of the Board, subject to this Constitution

6.8 The Registrar appointed by the Board is to keep a register of the names, addresses and any such details of Members the Board considers relevant. The names and addresses of Members are to be available for inspection by Members, subject to any requirements of the Corporations Act 2001 or any acts succeeding this legislation.

LIABILITY AND GUARANTEE

6.9 The liability of Members is limited.

6.10 Every Member undertakes to contribute to the assets of the Association if it is wound up while they are Members, or within one year of ceasing to be a Member, the amount required for the payment of debts and liabilities of the Association contracted before they ceased to be a Member and the costs charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves but not exceeding \$1.00

7. MEMBERSHIP FEES

7.1 The membership fee is an annual fee the amount of which the Board determines for the time being.

7.2 The membership fee is payable on 1st July in each year. The Board is to notify Members of the membership fee in the quarter preceding 1st July.

7.3 The Association year for membership extends from the 1st July to the 30th June.

7.4 Pro-rata membership fees are payable by new Members, as follows:-

Applications 1st July – 30th December Full annual fee

Applications 1st January – 30th June Pro Rata per month for the remaining months in the financial year

8. ADMISSION OR REJECTION OF MEMBERSHIP

8.1 The Board is to consider all applications received on a completed application form accompanied by the membership fee, and determine to admit or reject the applicant.

8.2 An applicant who receives a majority of votes of the Directors present and voting at the meeting at which the application is considered becomes a Member.

8.3 If an application for membership is rejected, the Association is to give the applicant notice in writing within seven days of the Board's decision and is to refund membership fees paid.

8.4 The Board may divulge the reasons for a rejection and the applicant has no right of appeal to the Association.

9. SUSPENSION OR TERMINATION OF MEMBERSHIP

9.1 The Board may consider suspending or terminating a Member's membership if:-

a the Member is convicted of an indictable offence, or

b the Member fails or wilfully refuses or neglects to comply with the provisions of this Constitution, or

c the Member's behaviour is injurious or prejudicial to the character or interests of the Association.

9.2 The Member is to be given at least seven days notice of the meeting at which the Member's case is to be considered and is to be either invited to attend or make written submissions as to why membership should not be suspended or terminated.

9.3 The Board may suspend or terminate the membership after due consideration at a properly constituted meeting of the Board by resolution.

9.4 The Board must write to the person within seven days following the Board meeting that resolved to suspend or

terminate the membership and advise of the resolution, the reasons and the right of appeal of the person concerned.

9.5 Suspension or termination of membership does not absolve the person from any fees or monies owing at the time of the suspension or termination.

9.6 A Member may resign in writing from the Association nominating a day on or after the date of the notice on which resignation is to take effect.

9.7 Membership is suspended if the membership fee remains unpaid for two calendar months after it became due, and the Member is not entitled to vote at any meeting of the Association nor stand for any office of the Association nor conduct business on behalf of the Association.

9.8 The Board must without further notice terminate membership by resolution if the membership fee remains unpaid for a further 30 days after notice of unpaid fee has been sent by the Association to a Member.

9.9 The Board may consider reinstatement of membership upon payment of outstanding dues and fees.

10. APPEAL AGAINST SUSPENSION OR TERMINATION

10.1 A person whose membership has been suspended or terminated may appeal against the decision of the Board within 28 days of being notified of the resolution by lodging with the Association a written notice of appeal.

10.2 The matter will be considered by an Appeals Committee, which must resolve to either ratify or overturn the board's decision to suspend or terminate membership. Deliberations of the appeals committee shall always be made independent of board involvement.

10.3 The Registrar must arrange a meeting of the Appeals Committee upon receiving written notice of appeal. The meeting must be held within four weeks of receipt of the notice of appeal. The meeting will consist of three members of the appeals committee, who are chosen by the registrar. In choosing members on each occasion of appeal, the registrar should utilise all of the members of the committee, where possible, on a rotational basis. Other than the role mentioned, the registrar has no other involvement in the operations of the appeals committee.

10.4 The Appeals Committee must give the appellant the opportunity to advance reasons in support of the appeal and to present a case against the suspension or termination at the meeting of the Appeals Committee.

10.5 The Appeals Committee must give the Board of Directors the opportunity to advance reasons in support of its resolution to suspend or terminate that person's membership at the meeting of the Appeals Committee.

10.6 The appeals committee must provide reasons for the decision to both the appellant and the board. Reasons given must be consistent with this constitution and the by laws. Once the decision is made, there is no further right of appeal available to the member.

11. THE BOARD

11.1 The management of the Association is deputed to a Board of 10 Directors comprising the President, three Vice Presidents and six Directors.

11.2 The President is the Chairman of the Board.

11.3 The three Vice-Presidents are to assist the President in carrying out the function of President and may act on a rotational basis in the place of the President during the absence from duties of the President.

11.4 The President allocates the functions of Company Secretary, Financial Controller, Membership and Training and may allocate any other function of the Association to individual Directors who have responsibility for overseeing those functions and reporting to the Board.

11.5 Management of the Association may continue with less than 10 Directors provided that the number of Directors is not less than five.

11.6 The Board has:-

a general control and management of the administration of the affairs, property and funds of the Association.

b The authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution and the Corporations Law is silent

c the power to borrow money in the manner the Board thinks fit and secure the borrowing or the payment of any liability incurred in any way, and in particular by the issue of debentures, perpetual or otherwise, charged on the Association's property and to pay off the securities.

d The power to borrow money from Members and to pay interest on the amounts borrowed at a rate not to exceed the rate of interest being charged for overdrawn accounts of money lent by the financial institution for the Association .

12 MEETINGS OF THE BOARD

12.1 The Board is required to meet at least once each two months at the time and place decided by the Board.

12.2 The Board may meet by electronic means in a manner approved by the Board.

12.3 A Director who is absent from three consecutive meetings without leave of the Board vacates their position as Director.

12.4 A Special Meeting of the Board may be convened by the Company Secretary on behalf of the President or on the requisition in writing of three Directors, which requisition must clearly state the reasons why the special meeting is being convened and the nature of the business to be transacted.

12.5 Questions arising at meetings of the Board are decided in the form of resolutions passed by a simple majority of Directors voting and in the case of equality of votes, the question is decided in the negative.

12.6 A Director must not vote on a contract or proposed contract with the Association in which the Director is interested, or on any matter arising from the contract or proposed contract, and if the Director does so vote, the vote is not counted.

12.7 A resolution in writing signed by a majority of Directors is as valid as if it had been passed at a meeting of the Board if the majority includes two of the President or any Vice President. The resolution may consist of several documents in similar form, each signed by the majority. A signature may include a statement in electronic format specifically indicating the support of a Director.

12.8 All acts done by any meeting of the Board and any sub-committee or by any person acting as a Director or member of a sub-committee is valid even if it is discovered afterwards that there was some defect in the appointment of the Director or member or person, or that the Director or member or person were disqualified.

12.9 The Registrar or his approved delegate is to attend all meetings of the Board of Directors, but does not have the power to vote on resolutions proposed at the meeting.

13. QUORUM FOR MEETINGS OF THE BOARD

13.1 The quorum for a meeting of the Board is greater than fifty percent of the current number of appointed directors of whom one must be the President or a Vice President

13.2 If within 15 minutes from the time appointed for the commencement of the Board meeting a quorum is not present, the meeting:-

a lapses, if convened upon the requisition of the Directors.

b in any other case, stands adjourned to the same day in the next week at the same time and place, or to another time and place as the Board determines, and if at the adjourned meeting a quorum is not present within half an hour from the time for the meeting, the meeting will lapse.

14. DELEGATION OF POWERS OF THE BOARD

14.1 The Board may delegate any of its powers to a sub-committee consisting of the persons the Board thinks fit.

14.2 A sub-committee must conform to any terms of reference imposed on it by the Board in the exercise of its powers.

14.3 A sub-committee may elect a chairman for its meetings from its members.

14.4 A sub-committee may meet and adjourn as it thinks proper subject to the meetings conforming with its terms of reference.

14.5 Questions arising at a meeting of a sub-committee are decided by a simple majority of votes of the members of the subcommittee voting and in the case of an equality of votes, the question is decided in the negative.

14.6 All Directors are ex-officio members of any sub-committee and may attend any meetings, take part in any discussion and vote on any question.

14.7 The Board may delegate the day-to-day administrative duties of the Association to the Registrar.

14.8 The Board may approve the establishing of Branches, which may carry out functions of the Association designated in the Bylaws and as the Board may direct.

15. ELECTION TO THE BOARD

15.1 The President is elected every two years. The President cannot hold office as President for more than two consecutive terms.

15.2 A Member is not eligible for nomination as President unless they have been a Director for at least 12 months.

15.3 The previous President is entitled to be designated as the Immediate Past President

15.4 A Member is not eligible for nomination to the Board unless they have been a financial Member for at least 12 months.

15.5 Directors are elected every two years at the Annual General Meeting.

15.6 At the expiration of each two-year period, the Directors must retire but are eligible for re-election.

15.7 The Board is to appoint a Member, independent from the Board and from candidates for election, as the Returning Officer.

15.8 Nominations to the Board are to be signed by the nominee, a proposer and a seconder all of whom must be financial Members.

15.9 Eligible Members may nominate for more than one office but can only be elected to hold one position.

15.10 Nominations may be accompanied by a brief résumé of not more 200 words and this résumé will be included with the ballot paper sent to Members.

15.11 Nominations close not less than 33 days before the date fixed for the Annual General Meeting and must be received at the Association office by 4pm on the closing day

15.12 Within five days after the close of nominations, the Registrar must send to members by post or electronically

a An instruction sheet on the voting procedure and showing the closing date for voting.

b A ballot paper containing the names of candidates listed in order as randomly selected by the Returning Officer.

c An envelope addressed to the Returning Officer at the office of the Association or, if sending electronically, a form that can be transmitted that has the provision for the Member's name, membership number and signature to be endorsed.

d In the case of postal notification a separate envelope clearly marked 'Voting Paper'.

e A bulletin containing the résumés of the candidates

15.13 Members may vote for one person as President, up to three persons as Vice Presidents and up to six persons as Directors.

15.14 The ballot closes exactly 48 hours before the commencement of the Annual General Meeting.

15.15 The Returning Officer must place all ballot papers received before the close of the ballot in a ballot box. Ballot papers received after the close of voting are to be put aside and held to be destroyed along with all other ballot papers after the declaration of the poll at the Annual General Meeting.

15.16 The Returning Officer is to oversee the counting of ballot papers on the day of but prior to the Annual General Meeting. The candidates and any scrutineers nominated by candidates are entitled to be present. Members are entitled to attend the counting of the ballot papers but may not act in any way other than to observe the count.

15.17 The Returning Officer will tally all votes and make the results available to the chairman of the Annual General Meeting to enable the positions to be declared.

15.18 The candidate for the position who receives the majority of votes must be declared elected and in the case of two or more candidates receiving an equality of votes, the tied candidates will draw lots for the position.

15.19 If insufficient nominations are received for a particular position, the chairman will then call for nominations from the floor to fill only those positions still vacant.

15.20 All retiring Directors retain office until the end of the general meeting at which their successors are elected.

16. VACANCIES ON THE BOARD

16.1 If a vacancy occurs on the Board before the next Annual General Meeting, the Board may appoint a Member to fill the vacant position until the next Annual General Meeting at which elections are held. Members to fill vacant positions are selected from a pool of eligible applicants who have submitted written expressions of interest in filling such positions.

16.2 A Director may resign by giving written notice to the Board nominating a day on or after the date of the notice on which resignation is to take effect.

16.3 The Members in general meeting may remove a Director from the Board, and at the meeting the Director concerned must be given the opportunity to be heard.

16.4 The removal is decided by a majority of voting members who are present or who have submitted a valid proxy and there is no right of appeal

17. MINUTES

17.1 The Secretary is responsible to ensure minutes are kept of all meetings of the Board, sub-committees and general meetings.

17.2 The minutes of general meetings will be available for inspection by the Members at the Association office within 14 days of the conclusion of a meeting or adjourned meeting

17.3 All minutes are to be confirmed as a true record at the next meeting.

18. GENERAL MEETINGS

18.1 The Annual General Meeting of the Association is held in November in each year.

18.2 The Board fixes the time, date and venue for the Annual General Meeting.

18.3 Business transacted at an Annual General Meeting is to:-

a receive from the Board a report and an audited statement of accounts for the preceding Association year.

b adopt the report and audited statement of accounts as presented by the Board.

c In every second year, declare the election of Directors to the Board

d appoint the Auditor for the ensuing Association year.

e In every year where there is not an election for the Board appoint a 5 member appeals Committee which must operate independent of the Board and its advisors. Nominations for the committee must be called for when notice is given under section 18.7 of this constitution, however voting on names to be appointed to the committee will be made by resolution at the annual general meeting.

f resolve any motion which has been properly notified in writing to the Secretary not less than 14 days before the date fixed for the Annual General Meeting.

18.4 No other business may be resolved at the Annual General Meeting although discussion may take place on other business with the consent of the meeting.

18.5 The Board may at any time for any special purpose call a Special General Meeting and must do so on a requisition in writing from the number of voting members specified in the Corporations Act at the time of the requisition

18.6 Business to be transacted at a Special General Meeting is only the business shown on the notice paper for the meeting or in the case of a requisition only that business as shown on the requisition paper.

18.7 Notice of any Annual General Meeting, or any Special General Meeting, must be sent to Members at least 28 days before the date fixed for the meeting. Notice can be given by written or electronic means to each individual member or by publication in the QJA Journal. The accidental omission to give notice of a meeting or the non-receipt of a notice by a Member does not invalidate any resolution or proceedings at the meeting.

18.8 The notice paper will show a proposed agenda for items of business to be transacted.

18.9 The report and audited statement of accounts for an Annual General Meeting must be available to Members at least 28 days prior to the date fixed for the Annual General Meeting.

18.10 Papers for any motion to be put at any general meeting will be available to Members at the Office of the Association at least 14 days prior to the date fixed for the Annual General Meeting

18.11 The final agenda will be available at the office of the Association at least 14 days prior to the date fixed for any general meeting.

18.12 Every voting member, who is present or represented by proxy at a general meeting is entitled to one vote on every proposal at a general meeting.

18.13 Every question, matter or resolution is decided by a majority of voting members and in an equality of votes the question must be decided to support the status quo.

18.14 The Chairman may determine and must, if demanded by 20% of voting members present, that voting will be by secret ballot and in this case will appoint two persons to conduct the secret ballot. The result of this ballot will become a resolution of the meeting.

18.15 The quorum for any general meeting is 21 voting members. Members represented by proxy are counted in the quorum.

18.16 No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

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

a lapses, if convened upon the requisition of the Members.

b in any other case, stands adjourned to the same day in the next week at the same time and place, or to another time and place as the Board determines, and if at the adjourned meeting a quorum is not present within half an hour from the time for the meeting, the voting members present constitutes a quorum.

18.18 The Chairman may, with the consent of any meeting at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18.19 When a meeting is adjourned for more than 28 days, notice of the adjourned meeting must be given as for the original meeting.

19. PROXIES

19.1 A Member may appoint a proxy to act on their behalf at any meeting at which the Member is entitled to attend and vote. A proxy must be another Member.

19.2 The Association must receive proxies at least 48 hours prior to the scheduled commencement of the meeting. Proxies may be delivered, posted or sent electronically to the office of the Association.

19.3 The instrument appointing a proxy:-

a must be in writing signed by the Member appointing the proxy or by their attorney duly authorised in writing.

b may be revoked at any time by the Member.

c may be a general authorisation or limited in effect with restrictions or directions as to how the proxy holder is to vote on particular issues.

d Must clearly show the member's QJA membership number

19.4 A proxy cannot be used to vote for the election of the Board.

20. BRANCHES

20.1 The Board may authorize the establishing of Branches of the Association. Five Members may apply to the Board to establish a Branch representing a specified area. The purposes of a Branch are to:-

a recruit Members to the Association.

b educate Members of the Association in relation to their Office.

c provide a local forum for Members to meet and discuss issues relating to their Office.

20.2 Branches are subject to the Association for matters related to membership and education of Members and as set out in the By-Laws, but are otherwise autonomous in the running of their organisation.

20.3 Other variations of "Branch" may be approved by the Board from time to time to reflect local conditions

21. RULES FOR THE CONDUCT OF MEETINGS

21.1 At all meetings of the Board and general meetings, the President, or in the absence of the President, a Vice

President or other Director presides as Chairman.

21.2 All meetings will be conducted in accordance with normal business and parliamentary procedures.

22. DOCUMENTS

22.1 The Board must provide for the safe custody of books, documents, instruments of title and securities of the Association.

23. COMMON SEAL

23.1 The Board is to have control of the custody of the Common Seal with the name "Queensland Justices Association" inscribed.

23.2 The Common Seal will only be used with the authority of the Board and every instrument to which the seal is affixed is to be signed by a Director and countersigned by the Company Secretary or by a second Director.

24. CONDUCT OF MEMBERS

24.1 Members must at all times conduct themselves with propriety and decorum.

24.2 Dress will conform to the standard as set out from time to time by the Board.

25. BY-LAWS

25.1 The Board of Directors may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Association, including the management of Branches; and any by-law may be set aside by a general meeting of Members.

26. AMENDMENT OF THIS CONSTITUTION

26.1 This Constitution may be amended, rescinded or added to from time to time by a Special Resolution carried by a three quarter majority of Members present or represented by proxy and voting at a general meeting.

27. DISSOLUTION OF THE ASSOCIATION

27.1 The Board of Directors must immediately, or at a future date specified in the resolution, proceed to realize the property of the Association and after discharge of all liabilities, determine the method of distributing the proceeds if:-
a at a general meeting of the Association a three quarter majority of Members present or represented by proxy and voting pass a resolution for the dissolution of the Association, and
b the resolution is confirmed by a resolution passed by a three quarter majority of the Members voting at a subsequent Special General Meeting held not less than one month later at which not less than 50% of Members are present or represented by proxy.

28. DISTRIBUTION OF SURPLUS ASSETS

28.1 Any surplus assets on dissolution must not be distributed among the Members but must be assigned to another entity.

28.2 The entity referred to must have objects similar to the objects of the Association.

28.3 The entity referred to must have rules that prohibit the distribution of the entity's income and assets to its members.