



CONSTITUTION



OF THE

AUSTRALIAN ASSOCIATION

OF

ASIAN DENTISTS

INCORPORATED

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1. NAME

The name of the Association shall be *The Australian Association of Asian Dentists Incorporated*, hereinafter referred to as the Association.

2. REGISTERED OFFICE

The registered office of the Association shall be in Sydney in the state of New South Wales.

3. OBJECTIVES

- (1) To promote professional standards of members.
- (2) To provide a forum for professional and social exchange amongst members.
- (3) To promote and conduct continuing dental education and research in professional skills and knowledge of members.
- (4) To provide response to community issues affecting members.
- (5) To acquire and accumulate knowledge and provide response in relation to dental health issues affecting the Asian community in Australia.
- (6) Without compromising the fulfilment of the above stated objectives enumerated in sub-clauses (1) to (5), from time to time, to perform the following secondary functions:-
 - (a) To contribute to deserving charitable causes and organisations; and
 - (b) To promote mutual understanding and to liaise with other dental organisations.
- (7) To do all such things as the Executive Committee of the Association considers necessary or desirable in the furtherance of the objectives of the Association.

4. ORDINARY MEMBERSHIP

A person is qualified to be an Ordinary member of the Association if, but only if he/she is a natural person who:

- (a) is a registered dental practitioner in a state or territory of the Commonwealth of Australia, who subscribes to the objectives of the Association, and who agrees to abide by the rule sand regulations, from time to time, applicable to its members;
- (b) has been nominated for membership as provided herein; and
- (c) has been approved for membership by the Executive Committee of the Association.

5. NOMINATION FOR ORDINARY MEMBERSHIP

- 1) Nomination of a person for Ordinary Membership
 - (a) Shall be made by two Ordinary Members in writing in such form as the Executive Committee shall from time to time prescribe; and
 - (b) Shall be lodged with the Secretary of the Association.

- 2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Executive Committee which shall determine whether to approve or reject the nomination.
- 3) Where the Executive Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request him/her to pay within a period of 28 days after receipt by him/her of the notification, the sum payable by a member as entrance fee and annual subscription.
- 4) The Secretary shall, on payment by the nominee of the amounts referred to in sub-clause 3 above within the period referred to therein, enter the nominee's name in the register of members and, upon the name being so entered, he/she shall become an ordinary member of the Association.

6. CESSATION OF ORDINARY MEMBERSHIP

A person ceases to be an Ordinary member of the Association if he/she:-

- (a) dies;
- (b) resigns his/her membership;
- (c) fails to pay outstanding membership fees within two calendar months to the due date;
- (d) is expelled from the Association;
- (e) ceases to be a registered dental practitioner in a state or territory of the Commonwealth of Australia.

7. RE-ELIGIBILITY

Any person who has ceased to be a member of the Association, for whatever reason, shall be eligible for re-nomination as a member at the absolute discretion of the Executive Committee and shall pay the whole or any portion of arrears of subscription due from him-her to the Association as determined by the Executive Committee.

8. STUDENT MEMBERSHIP

8.1 A person is qualified to be a *Student Member* of the Association if, but only if, she/she is a natural person who:

- (a) is an enrolled full time final year undergraduate in a university a state or territory of the Commonwealth of Australia;
- (b) is an enrolled student in a post graduate degree who is enrolled full time in a university a state or territory of the Commonwealth of Australia;
- (c) is an enrolled student in a master's degree who is enrolled full time in a university a state or territory of the Commonwealth of Australia.

8.2 *Nomination for Student Membership*

- (a) two ordinary or student members
- (b) b) become a student member of the association

8.3 *Upgrade of Membership*

A student member can become an ordinary member upon completion of:

- (a) an enrolled degree from a university a state or territory of the Commonwealth of Australia
- (b) upon satisfying the requirements of ordinary membership referred to in clause 4. There is however no need for a new nomination unless the student membership has ceased due to reasons stated in clause 6a-d.

9. CATEGORIES OF MEMBERSHIP

Membership shall be classified into three categories.

- 1) *Ordinary Members* - enjoy full voting rights and entitled to be nominated and elected to the Executive Committee.
- 2) *Honorary members* - this membership shall be conferred at the discretion of the Executive Committee. They will enjoy all the benefits of ordinary membership, but will have not voting rights nor hold office in the Executive Committee.
- 3) *Life Members* - shall be conferred to person sat the absolute discretion of the Executive Committee who have made exceptional contributions to the Association. They will enjoy all the benefits of Ordinary Membership.
- 4) *Student Members* - shall be conferred to persons at the discretion of the Executive Committee. They will be entitled to the benefits of membership, but have no voting rights. They are entitled to be nominated and elected to the Student Executive Committee.

10. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

All Rights, privileges and 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 persons and
- (b) terminates upon cessation of the person's membership.

11. RESIGNATION OF MEMBERSHIP

- 1) A member of the Association is not entitled to resign his/her membership except in accordance with this clause.
- 2) A member of the Association who has paid all amounts payable by him/her to the Association in respect of his/her membership may resign by first giving notice (being not less than one month or such other period as determined by the Executive Committee) in writing to the Secretary of his/her intention to resign and, upon the expiration of such notice, the member ceases to be a member.
- 3) Where a person ceases to be a member pursuant to sub-clause 2) above, and in every other case where a person ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the person ceased to be a member.

12. FEES, SUBSCRIPTIONS

- 1) Any person who is admitted to membership of the Association shall pay such entrance fee as the Executive Committee shall from time to time determine.
- 2) In addition to any amount payable under sub-clause (1) above, a member of the Association shall pay annual membership fee as the Executive Committee shall from time to time determine.
- 3) Annual subscription fees fall due on the 1st July every year. Any person joining the Association between the 1st January and 30th June is liable to pay only half the annual fee for that year.

13. INDEMNITY OF EXECUTIVE COMMITTEE MEMBERS

Executive Committee Members shall be indemnified out of the funds of the Association for any liability incurred by them in the bona fide execution of their duties and this constitution.

14. LIABILITY OF MEMBERS

The liability of a member of the Association to contribute towards the payment of debts and liabilities of the Association or the cost, 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 Clause 12 herein.

15. RESOLUTION ON INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

16. DISCIPLINING OF MEMBERS

- 1) Where the Executive Committee is of the opinion that a member of the Association has:-
 - (a) persistently refused or neglected to comply with a provision(s) of the constitution, OR
 - (b) persistently or wilfully acted in a manner prejudicial to the interests of the Association,the Executive Committee may by resolution: -
 - (i) expel the member from the Association; or
 - (ii) suspend the member from membership of the Association for a specified period.
- 3) A resolution of the Executive Committee under sub-clause (1) will be of no effect unless confirmed by the Executive Committee within 14 to 28 days of service of notice on the member in accordance with the provisions in sub-clause (3).
- 4) Where a resolution is passed under sub-clause (1), the Secretary shall as soon as practicable, cause a notice to be served on the member setting out the following:-
 - (a) the resolution of the Executive Committee and the grounds on which it is based;

- (b) the member's right to address the Executive Committee at a meeting to be held within 14 to 28 days of service of the notice;
 - (c) the date, place and time of that meeting;
 - (d) the member's right to:-
 - (i) attend and speak at the meeting; or
 - (ii) submit to the Executive Committee a written representation relating to the resolution, prior to the meeting or at the end of the meeting; or
 - (iii) do both (i) and (ii).
- 4) At the meeting held in accordance with Clause (3), the Executive Committee shall:-
- (a) Give the member an opportunity to make oral representation;
 - (b) Give due consideration to any written representation submitted by the member to the Executive committee prior to or at the meeting;
 - (c) By resolution, determine whether to confirm or revoke the first resolution.
- 5) Where the Executive Committee confirms a resolution under sub-clause (4), the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Clause 16.
- 6) A resolution confirmed by the Executive Committee under sub-clause (4) will not take effect:-
- (a) until the expiration of the period of appeal; or
 - (b) where the member exercises his/her right of appeal until the Association confirms the resolution in accordance with Clause 15 (4).

17. EXECUTIVE COMMITTEE

- 1) The Executive Committee, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:
- (a) shall control and manage the affairs of the Association;
 - (b) 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
 - (c) has the power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.
- 2) Subject in the case of the first members of the Executive Committee to section 21 of the Act, the Executive Committee shall consist of at least 4 Ordinary financial members of the Association with at least one year of membership as at the date of nomination. They shall be elected by the Ordinary members at a properly constituted Annual General Meeting in accordance with the provisions in Clause 20.

- 3) Executive Committee members shall hold office for a period of 2 years following election. No member of the Executive Committee shall stand for more than 2 consecutive 2-year terms except the President, Vice-president, Treasurer and Secretary who are allowed to stand for election of the next term but cannot stay at their existing office for the ensuing term. Other immediate Executive Committee members may be invited to become ex-officio members of the Executive Committee at the discretion of the Committee.
- 4) The actual number of succeeding Executive Committee members shall be determined by the incumbent Executive Committee.
- 5) The Executive Committee may, by resolution, form sub-committees with power to co-opt any person(s) to serve in such sub-committees for any purposes(s), and for such length of time as in its opinion is in the interests of the Association provided that every such sub-Executive Committee is chaired by a member of the Executive Committee. The President and vice president shall be ex-officio members of every sub-Executive Committee.
- 6) No member of the Executive Committee shall be appointed to any salaried office of the Association or be paid fees or receive remuneration or any other benefits in money or money's worth except reimbursement of out-of-pocket expenses properly incurred in the discharge of the business of the Association and payments of interest at a rate not exceeding the prime rate currently chargeable by commercial banks in Sydney for money lent to the Association, and reasonable rental for premises rent to the Association.

19. OFFICE BEARERS

- 1) The Executive Committee shall consist of the following office-bearers:-
 - (a) *The President*
 - (b) *The Vice-President*
 - (c) *The Treasurer*
 - (d) *The Secretary*
 - (e) *2 Executive Committee members*
 - (f) *The Immediate Past President* shall be an ex-officio member of the Executive Committee.
 - (g) Such other additional office-bearers as shall be decided by the elected Executive committee members pursuant to the provisions in Clause 18(2).
- 2) The elected Executive Committee members shall elect the office-bearers by secret ballot amongst themselves at its first Executive Committee meeting to be convened by the Returning Officer immediately at the conclusion of the Annual General Meeting.
- 3) In the event of a casual vacancy occurring, the Executive Committee may appoint an Ordinary member with at least one year of membership at the time of appointment to fill the vacancy and the person so appointed shall hold office until the conclusion of the present 2-year term of the Executive Committee.
- 4) No member shall be the President for more than 2 consecutive 2-year terms. However, this clause shall not prevent the member from being President in subsequent terms.

20. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

- 1). Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Executive Committee:-
 - (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the Association not less than 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 Executive Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the Executive Committee shall be deemed to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 6) The ballot for the election of office-bearers and ordinary members of the Executive Committee shall be conducted at the Annual General meeting in such usual and proper manner as the outgoing Executive Committee may direct.
- 7) A candidate may only be nominated for one office at each election.

21. DUTIES OF THE SECRETARY

The Secretary shall be the chairperson of the Secretariat. The Secretariat shall consist of Executive Committee and/or ordinary members appointed by the Secretary to assist in the work of the Secretary during the term of office.

- 1) The secretary of the Association shall, 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 Executive Committee;
 - (b) the names of members of the Executive Committee present at an Executive Committee meeting or a General Meeting; and
 - (c) all proceedings at Executive Committee meetings and General Meetings.
- 3) Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- 4) The Secretary of the Association shall also assume the role of the Public Officer whose duties under the Association Incorporation Act, 1984 are as follows:-

- (a) establish and maintain a register of members specifying the name, current address and telephone number of each member of the Association and the date on which he/she became a member;
- (b) keep the register at the principal place of administration of the Association and allow the register to be open for inspection free of charge by any member of the Association at any reasonable hour of any working day of the week;
- (c) Record in the register any change in the membership of the Executive Committee of the Association within 1 month after the change occurs;
- (d) Notify the Department of Consumer Affairs of any resolution to alter any objects or rules within 1 month of the General Meeting which passed such resolution.
- (e) Lodge with the Department of Consumer Affairs the full name, residential address and date of appointment as Public Officer within 14 days of the appointment; and
- (f) Lodge an Annual Statement summarising the financial transactions of the Association and a Certificate of Currency from the Association's approved insurer, indicating a current public liability policy of at least \$2 million within one month after the date of each Annual General Meeting of the Association.

22. DUTIES OF THE TREASURER

The Treasurer shall be the Chairperson of the Treasury. The Treasury shall consist of ...

It is the duty of the Treasurer of the Association to ensure that:-

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) 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; and
- (c) all cheques must be signed by the Treasurer and counter-signed by another authorised Executive Committee member.

23. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 1) The Executive Committee shall meet at least once every 2 months to dispatch the business of the Association. The President and Secretary may at the request of any two members of the Executive Committee call a meeting of the Executive Committee any time.
- 2) Matters arising at any Executive Committee meeting shall be decided by a majority of those present which decision all purposes deemed a determination of the Executive Committee. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 3) Subject to Clause 24, the Executive Committee may act notwithstanding any vacancy in the Executive Committee.

24. CASUAL VACANCIES

A casual vacancy in the office of a member of the Executive Committee arises if the member:-

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) resigns office by notice in writing given to the Secretary;
- (d) becomes mentally ill or otherwise becomes legally incapacitated;
- (e) is absent from meetings of the Executive Committee for more than 4 months without leave of the Executive Committee;
- (f) holds any office of profit under the Association;
- (g) has direct or indirect interest in any contract or proposed contract with the Association without declaring such interest to the Executive Committee;
- (h) is removed from office upon a resolution passed by at least two-thirds majority of members at a Special General Meeting;
- (i) is convicted of a criminal offence.

25. ANNUAL GENERAL MEETING

The Annual General Meeting of members shall be held within the period commencing the first day of May to the thirtieth day of June of each year. In addition to any other business that may be transacted, the business at an Annual General Meeting shall be:-

- (a) to confirm the minutes of the last AGM and of any special general meeting(s) held since that meeting;
- (b) to receive and consider reports from the Executive Committee relating to the activities of the Association during the last preceding financial year;
- (c) to elect members of the Executive Committee;
- (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26 (6) of the Association Incorporation Act 1984.

26. SPECIAL GENERAL MEETING

Special General Meetings shall be called by the Secretary at the written request of at least 50% of the members of the Executive Committee or at the written request of not less than 25 Ordinary members of the Association in good standing, and who are financial. The Special General meeting shall be convened within one month from the date of receipt of the written request.

27. FINANCIAL YEAR

The financial year of the Association shall commence on 1st July and end on the 30th June of the subsequent year.

28. QUORUM

At a General Meeting, not less than 10 shall form a quorum. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such business. At an Executive Committee meeting, any 3 members of the Executive Committee constitute a quorum for the transaction of the business of the meeting.

In the event that a quorum is not formed within half an hour of the time set down for the meeting, the meeting shall be adjourned to the same time and venue 7 days later or at a time within one month of the date of such meeting determined by the members present at that meeting. If at such adjourned meeting a quorum is not formed, those members present shall be deemed to be a quorum.

29. PROCEEDINGS AT GENERAL MEETINGS

- 1) The President, or in his absence, the Vice-President, shall preside at every General Meeting of the Association. But if they are not present within 15 minutes of the time set down for the meeting, or are unwilling to take the chair, then the members present shall elect amongst themselves an Ordinary member to be the chairperson of the meeting, by simple majority.
- 2) The chairperson, when directed by a resolution of the members present at the meeting may adjourn such meeting to a time and venue determined by the meeting, provided however, that no new business shall be transacted at any such adjourned meeting, other than the business left unfinished at the meeting so adjourned. In the event that the adjournment exceeds 30 days, a notice in writing of the adjourned meeting shall be given to all members. An agenda of business to be transacted in such meeting shall not be required.
- 3) At any General Meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless before the vote is taken, a poll is demanded by the chairperson that a resolution has been carried, either unanimously or by any other majority or lost and an entry to that effect in the MINUTES BOOK of the proceedings of the Association shall be conclusive evidence of the result of the vote. A demand for a poll may be withdrawn.
- 4) If a poll is duly demanded, it shall be taken in such a manner and at such time as the chairperson shall direct, but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. The result of the poll shall be the resolution of the meeting.
- 5) Every financial Ordinary member of the Association present at a General Meeting shall have one vote. In the case of equality of votes, the chairperson shall have a second or casting vote.

30. NOTICE OF MEETINGS

The Secretary shall give at least 14 days notice in writing of all General meetings to the members of the Association, denoting the time, day, venue and agenda of the meeting indicating the nature of the business to be transacted. Non-receipt or accidental omission does not invalidate the notice.

31. FUNDS

- 1) The funds of the Association shall be derived from entrance fees, and annual subscriptions of members, donations and, subject to any resolution passed by the Association in General Meetings, such other sources as the Executive Committee determines.
- 2) The Association shall establish appropriate accounts with financial institutions determined by the Executive Committee.
- 3) The President, the Vice-President, the Secretary and the Treasurer shall be the authorised persons to sign all cheques and to make payments on behalf of the Association. All cheques must be signed by any two of the authorised persons.
- 4) All monies received by the Association must be deposited promptly in the Association's bank account and appropriate receipts must be issued.
- 5) All payments in excess of \$50.00 made by the Association shall be made by cheque.

32. AUTHORISATION OF PAYMENTS

All accounts shall be presented to, and approved for payment to an Executive Committee meeting and full details of such approval shall be entered in the MINUTES BOOK of the Executive Committee.

33. AUDIT

- 1) The auditor(s) shall be elected at the Annual General Meeting. The auditor(s) shall examine all accounts, vouchers, receipts, books, etc, and furnish a report to the members at the Annual General Meeting. Audits are to be conducted at regular intervals at the discretion of the auditor(s).
- 2) The auditor(s) shall not be a member or relative of a member of the Executive Committee.
- 3) The auditor(s) shall give at least one month's notice in writing to the Secretary of his/her intention to resign or not to seek re-election.
- 4) Notice of intention to nominate an auditor to replace the current auditor(s) shall be given to the Secretary at least 21 days before the Annual General Meeting, at which meeting shall the nomination be considered.
- 5) In the event that the auditor fails to audit the accounts as required in Clause 31(1), without reasonable cause, the President shall report to the Annual General Meeting and the members present may resolve to remove the auditor(s) from the position and appoint another auditor(s) with immediate effect.

34. INSURANCE

- 1) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- 2) In addition to the insurance required under Clause (1), the Association may effect and maintain other insurance.

35. CUSTODY OF BOOKS

Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

36. INSPECTION OF BOOKS

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

37. COMPLIANCE WITH CHARITABLE COLLECTIONS ACT, 1934

The Association shall comply with such of the provision of the Charitable Collections Act, 1934, and the regulations thereunder as are applicable to it.

38. AMENDMENT OF THE CONSTITUTION

The statement of objects and the articles in this constitution may be altered, rescinded or added to, only by a special resolution passed by a three-quarter (3/4) majority of members who are entitled to vote, at any General Meeting provided not less than 28 days written notice of the proposed amendment(s) has been given.

39. NOTIFICATION OF PROPOSED ALTERATION OF RULES

A proposed alteration of the rules or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.

40. NEW MEMBERS TO BE GIVEN CONSTITUTION

A copy of the constitution shall be presented to every new member.

41. WINDING UP OF THE ASSOCIATION

The Association shall not be wound up or dissolved except at a General Meeting of the Association specially convened for the purpose and by resolution carried by a four-fifths (4/5) majority of the votes recorded therein. In the event that upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution(s) having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its/their property among its/their members, such institutions(s) to be determined by the Chief Justice of such court as may have or acquire jurisdiction in the matter.

42. PROHIBITION AGAINST DISTRIBUTION TO MEMBERS

Income and property of the association whensoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith

of remuneration to any officer or servant of the Association or to any member of the Association or reasonable and proper rent for premises let by any member of the Association, or reimbursement of expenses incurred by any member of the Association in the bona fide execution of their duties and this constitution.

43. COMMON SEAL

The Executive Committee shall provide for the safe custody of the Common Seal, and it shall not be used except in pursuance of a resolution of the Executive Committee and in the presence of at least one member of the Executive Committee and the Secretary of the Association who shall sign every instrument to which the seal is affixed.

44. BY LAWS

- 1) The Association in General Meeting shall have full power to make, alter or to repeal By-Laws on such matters relating to the affairs of the Association or for the purpose of carrying out its objectives.
- 2) Provided that no resolution of a General Meeting to make any addition to, or any amendment, alteration or repeal of any By-Laws, or to make any new By-laws shall have any operations unless:-
 - (a) the proposal to make the same shall have been
 - (i) previously approved by the Executive Committee
 - (ii) submitted to the General Meeting by the Executive Committee
 - (iii) published by the Executive Committee for the information of the members not less than 21 days before the day of the holding of the General Meeting; and
 - (b) the resolution of the General Meeting shall have been carried by a majority of not less than two-thirds (2/3) of the votes given therein.

-- END --