



# Mackay Sailing Club

PO Box 8821,  
Mount Pleasant  
Queensland 4740

## Mackay Sailing Club Constitution

### 1) INTERPRETATION

In these rules, a word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

- a) **The Act means the Associations Incorporations Act 1981.**

### 2) NAME

The name of the Incorporated Associations is

**MACKAY SAILING CLUB INC (“the Association”)**

### 3) OBJECTS

- a) To promote, encourage and foster the sport and recreation of Sailing in all its forms, particularly in the Mackay area.
- b) To raise and provide funds in the furtherance of the aforementioned object, and for the provision and maintenance of Association properties and facilities. To keep members in friendly association with each other by frequent social gathering on land and sea and to foster the good fellowship that exists between Boat Sailors.

#### 4) POWERS

The Association has the powers of an individual. The Association may, for example—

- a) enter into contracts.
- b) acquire, hold, deal with, and dispose of property.
- c) make charges for services and facilities it supplies; and
- d) do other things necessary or convenient to be done in carrying out its affairs.
- e) The Association may also issue secure and unsecured notes, debentures, and debenture stock for the Association

#### 5) CLASSES OF MEMBERS

The membership of the Association shall consist of—

##### a) **Full (Ordinary) Member**

Any person of good repute and of the age of eighteen years and over may be a full sailing member of the Association, if they have an interest in engaging in Sailing activities or at least in following the sport.

A Full Member shall be entitled to all rights of the association including full voting rights on all association matters

##### b) **Associate Member**

A person who assists or promotes the Club and whose contribution is to be recognised. Membership as an associate membership can only be confirmed by majority vote of the Management Committee.

The associate member does not have voting rights however may be elected to sub-committee roles.

##### c) **Family Membership**

Family membership is available to—

Single parent/guardian families whereby family membership is a more viable option than full membership plus several junior memberships.

There is no limit to the number of juniors included in family membership providing they are of the one immediate family. Family membership will provide all members of the immediate family (spouse and children) with sailing rights upon nomination. Family membership permits only one voting right at any meeting of the Association.

##### d) **Junior Membership**

Junior membership shall be available to any person who has an interest in Sailing activities and is under the age of eighteen years.

A junior member shall not be entitled to vote at any general meeting of the Association.

e) **Honorary Life Members**

The Management Committee shall have the power in consideration of special services rendered to the Association by a member to nominate such member as an Honorary Life Member. Such nominations not exceeding two in any year shall be submitted to the Annual General Meeting and, if confirmed at this meeting, the nominee shall be declared an Honorary Life Member and be entitled to the privileges of the Association including all voting rights without payment of any further subscriptions.

f) **Honorary Members**

The Management Committee may, at its discretion, admit financial members of other Boat clubs to Honorary membership of the Association for periods not exceeding one month. Such Honorary members will not be entitled to vote at any meeting of the Association.

g) **Introductory Members**

The Management Committee may grant temporary membership of the Association for a period sufficient but in any case, no longer than 3 months for the purpose of obtaining a Sail Pass for participation in Sailing events. Introductory members shall not be entitled to vote at meetings of the Association or hold office in the Association.

**6) SPECIAL RULES IN RELATION TO MEMBERS**

- a) The members of the Association shall be held to consent to and be bound by this Constitution, and the by-laws and regulations of the Association and shall not be entitled to appeal to any Court because of anything done under the provisions of the said Constitution, by-laws, or regulations.
- b) No member shall be entitled to any benefits or advantages from the Association which is not shared equally by every member in the class of membership to which he belongs.

**7) NEW MEMBERS**

- a) An applicant for membership of the association must be proposed by 1 member of the association (the *proposer*) and seconded by another member (the *seconder*).
- b) An application for membership must be in writing and in the form decided by the management committee.
- c) All fees due for the class of membership applied for must accompany the proposal.

**8) MEMBERSHIP FEES**

- a) The membership, nomination, and affiliation fees for each class of membership shall be the amount decided by the Members from time to time at an Annual General Meeting: and

- b) is payable when, and in the way, the management committee decides.
- c) There will be no nomination fee for Junior Members. Junior Members will not be subject to any special levies imposed by the Association.
- d) There will be no nomination and affiliation fee for Introductory and Associate Members.

**9) ADMISSION AND REJECTION OF NEW MEMBERS**

- a) The Management Committee shall consider each application for membership at the next meeting of the Committee after it receives—
  - i) The application: and
  - ii) The appropriate membership fee for the application.
- b) The applicant is considered a member from the time of the application until otherwise advised by the Committee.

**10) WHEN MEMBERSHIP ENDS**

- a) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- b) The resignation takes effect at the time the notice is received by the secretary; or if a later time is stated in the notice—the later time.
- c) The management committee may terminate a member's membership if the member—
  - i) is convicted of an indictable offence; or
  - ii) does not comply with any of the provisions of these rules; or
  - iii) has membership fees in arrears for at least 2 months; or
  - iv) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- d) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- e) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision

**11) APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- a) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.

- b) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- c) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal

## **12) GENERAL MEETING TO DECIDE APPEAL**

- a) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- b) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- c) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- d) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- e) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **13) REGISTER OF MEMBERS**

- a) The Management Committee must keep a Register of members of the association.
- b) The Register of Members must include the following particulars for each Member—
  - i) the full name and residential address of the Member.
  - ii) the date of admission as a Member.
  - iii) the date of death or resignation of a Member.
  - iv) details about the termination or reinstatement of Membership; and
  - v) any other particulars the Management Committee or the Members at a General Meeting decide.
  - vi) Emergency contacts and next of Kin details.
  - vii) Any existing medical or physical conditions and abilities.
- c) The register must be open for inspection by members of the association at all reasonable times.
- d) A member must contact the secretary to arrange an inspection of the register.
- e) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

#### **14) PROHIBITION ON THE USE OF INFORMATION ON REGISTER OF MEMBERS**

- a) A member of the association must not—
  - i) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes; or
  - ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
  - iii) Subrule (i) does not apply if the use or disclosure of the information is approved by the association.

#### **15) REGISTER OF BOATS**

- a) Every Boat belonging to a member or members of the Association shall upon application of the owner(s) and upon compliance with the following provisions be registered in the Boat Register of the Association.
- b) Every application shall be made on the form provided by the Secretary and the owner(s) shall complete all details required thereon.
- c) Should any Boat registered with the Association be sold or otherwise change hands, it shall be removed from the Register and a fresh application be made, if required by the new owner(s).
- d) Qualification of Boats - No vessel, which is, in the opinion of the Management Committee, unfit or undesirable shall be placed on the Association's Boat Register and no Boat belonging to or in the possession and under the control of more than one person shall be placed on the register unless each person is a member of the Association.

#### **16) SECRETARY**

- a) The secretary must be an individual residing in Queensland and is –
  - i) A member of the association elected by the association as secretary, or
  - ii) Any other person appointed by the management committee as secretary.
- b) If a vacancy happens in the office of Secretary, the Members of the Management Committee must ensure a secretary is appointed for the Association within one (1) month after the vacancy happens.

#### **17) MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- a) The Management Committee of the Association consists of a Commodore, Rear-Commodore, Treasurer, and any other Members the Association Members elect or appoint at a General Meeting. However, in the first year after a new Commodore has been elected the "Immediate Past Commodore" shall be an additional member of the Management Committee without re-election.

- b) A voting Member of the Management Committee must be a Full (Ordinary) or Honorary Life Member of the Association.
- c) Notwithstanding any other provision to the contrary, Treasurer and Secretary may be an associate member and during such time as an associate member holds that position, he/she shall be deemed to be a full member of the Association and have all the rights of a full member.
- d) At each Annual General Meeting of the Association, the Members of the Management Committee must retire from office, but are eligible, on nomination for re-election.

## **18) ELECTING THE MANAGEMENT COMMITTEE**

- a) A member of the management committee may only be elected as follows—
- b) Any 2 members of the association may nominate another member (the *candidate*) to serve as a member of the management committee.
- c) the nomination must be –
  - i) in writing; and
  - ii) signed by the candidate and the members who nominated him or her; and
  - iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held.
  - iv) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee.  
if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

## **19) RESIGNATION, REMOVAL OR VACATION FROM MANAGEMENT COMMITTEE**

- a) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- b) The resignation takes effect at—
  - i) the time the notice is received by the secretary, or
  - ii) if a later time is stated in the notice—the later time.
- c) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- d) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- e) A member has no right of appeal against the members removal from office under this rule.
- f) The Management Committee may, by resolution, declare his/her seat vacant if

- i) The committee person fails to attend three (3) consecutive management committee meetings or less the fifty percent of management committee meetings or
- ii) Fails to comply with rule 10.

## **20) VACANCIES ON MANAGEMENT COMMITTEE**

- a) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- b) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- c) However, if the number of committee members is less than the number fixed under rule 23 as a quorum of the management committee, the continuing members may act only to—
  - i) increase the number of management committee members to the number required for a quorum; or
  - ii) call a general meeting of the association.

## **21) FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- a) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property, and funds of the association—
  - i) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - ii) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
  - iii) to purchase, redeem or pay off any securities issued; and
  - iv) to borrow amounts from members and pay interest on the amounts borrowed; and
  - v) to mortgage or charge the whole or part of its property; and
  - vi) to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the association; and
  - vii) to provide and pay off any securities issued; and
  - viii) to invest in a way the members of the association may from time to time decide.
  - ix) For subrule a) iv), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by the financial institution for the association; or if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

## **22) MEETINGS OF MANAGEMENT COMMITTEE**

- a) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

- b) The management committee must meet at least once every 4 months to exercise its functions.
- c) The management committee must decide how a meeting is to be called.
- d) Notice of a meeting is to be given in the way decided by the management committee.
- e) The management committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- f) A committee member who participates in the meeting as mentioned in subrule e) is taken to be present at the meeting.
- g) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- h) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- i) The Commodore is to preside as chairperson at a management committee meeting.
- j) If there is no Commodore or if the Commodore is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### **23) QUORUM FOR MANAGEMENT MEETING**

- a) At a management committee meeting, a minimum of 3 members of the committee forms a quorum.
- b) If there is no quorum within 30 minutes after the time fixed for a management committee meeting, then the committee members present shall reschedule the meeting or declare the meeting has lapsed.

### **24) SUB-COMMITTEE'S**

- a) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- b) The Management Committee shall appoint a Chair of such a committee. At any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.

- c) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **25) ACTS NOT AFFECTED BY DEFECTS OR QUALIFICATIONS**

- a) An act performed by the Management Committee, a subcommittee or a person acting as a Member of the Management Committee is taken to have been validly performed.
- b) Subrule a) applies even if the act was performed when—
  - i) there was a defect in the appointment of a Member of the Management Committee, subcommittee or person acting as a Member of the Management Committee; or
  - ii) a Management Committee Member, subcommittee Member or person acting as a Member of the Management Committee was disqualified from being a member.

## **26) ANNUAL GENERAL OR GENERAL MEETING**

- a) An Annual General Meeting must be held—
  - i) at least once each year; and
  - ii) within six (6) months of the close of the financial year.

## **27) THE BUSINESS TO BE TRANSACTED AT EVERY ANNUAL GENERAL MEETING SHALL BE—**

- a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- b) The receiving of the auditor's report upon the books and accounts for the preceding financial year.
- c) The election of members of the Management Committee; and
- d) The appointment of an auditor.

## **28) NOTICE OF GENERAL MEETING**

- a) The secretary may call a general meeting of the association.
- b) The secretary must give at least 14 days' notice of the meeting to each member of the association.
- c) The management committee may decide the way in which the notice must be given.
- d) A notice of a General Meeting must state the business to be conducted at the meeting.

## **29) QUORUM FOR GENERAL MEETING**

- a) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- b) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- c) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- e) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- e) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association— (i) the meeting is to be adjourned for at least 7 days; and (ii) the management committee is to decide the day, time and place of the adjourned meeting.
- f) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- g) If a meeting is adjourned under subrule f), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- h) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- i) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **30) SPECIAL GENERAL MEETING—**

- a) The Secretary may only call a Special General Meeting by giving each Member notice of the meeting within fourteen (14) days after:
  - i) being directed to call the meeting by the Management Committee; or
  - ii) being given a written request signed by at least thirty three percent (33%) of the Members of the Association presently on the Management Committee; or
  - iii) at least the number of Ordinary Members of the Association equal to double the number of Members of the Association presently on the Management Committee plus one (1).
- b) A request mentioned in subrule a) ii) must state:
  - i) why the Special General Meeting is being called; and
  - ii) the business to be conducted at the meeting

### **31) BY-LAWS**

- a) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- b) A by-law may be set aside by a vote of members at a general meeting of the association.

### **32) ALTERATION OF RULES**

- a) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- b) However, an amendment, repeal or addition is valid only if it is registered by the Secretary.

### **33) COMMON SEAL**

- a) The Management Committee shall be provided with a Common Seal and charged with its safe custody. The Common Seal shall be only used by the authority of the Management Committee and every instrument to which the Seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

### **34) FUNDS AND ACCOUNTS**

- a) The funds of the Association shall be banked in the name of the Association in such Bank as the Management Committee from time to time may direct.
- b) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing full and accurate particulars of the financial affairs of the association.
- c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- d) A payment by the association of \$250 or more must be made by electronic funds transfer.
- e) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- f) All expenditure must be approved or ratified at a management committee meeting.

### **35) GENERAL FINANCIAL MATTERS**

- a) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

- b) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

### **36) DOCUMENTS**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **37A) GRIEVANCE PROCEDURE**

- a) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- b) To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.
- c) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute: i) to the other party; and ii) if the other party is not the management committee, to the management committee.
- d) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- e) Subject to rule 37B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- f) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- g) Subject to rule 38, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (f), the management committee must refer the dispute within 14 days after the request.

### **37B) GRIEVANCE PROCEDURE NOT CONTINUED IN PARTICULAR CIRCUMSTANCES**

- a) This rule applies if—
  - i) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
  - ii) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 37A f).
- b) The management committee does not have to act under rule 37A e) or g) if—
  - i) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking

- disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
- ii) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
  - iii) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
  - iv) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

### **37C) Appointment of mediator**

- a) If a dispute under rule 37A is referred to mediation
  - i) the parties to the dispute must choose a mediator to conduct the mediation; or
  - ii) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be i) for a dispute between a member and another member-a person appointed by the management committee; or ii) for a dispute between a member and the management committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.
- b) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- c) If subrule b) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **37D) Conduct of mediation**

- a) If a mediator is appointed under rule 37A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- b) Subrule a) does not apply if the mediator is the director of a dispute resolution centre.
- c) The mediator—
  - i) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
  - ii) must comply with natural justice; and
  - iii) must not act as an adjudicator or arbitrator; and
  - iv) during the mediation, may see the parties, with or without their representatives, together or separately.
- d) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule a).

- e) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed. 6. If the mediator can not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **37E) REPRESENTATION FOR GRIEVANCE PROCEDURE**

- a) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- b) If a party appoints a person under subrule (a) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
  - i) the other party to the dispute;
  - ii) the management committee;
  - iii) if a mediator has been appointed before the party appoints the representative—the mediator.
- c) A representative who acts for a party at a mediation must—
  - i) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
  - ii) be authorised to negotiate an agreement for the party.

### **37F) ELECTRONIC COMMUNICATION FOR GRIEVANCE PROCEDURE**

- a) Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to t

### **38) INDEMNIFICATION OF MANAGEMENT COMMITTEE**

- a) The Association shall at all times hereafter save harmless and keep indemnified the members of the Management Committee and each and all of them and their executors, heirs and successors from and against all actions, claims and demands, charges and expenses whatsoever which may be instituted against or made upon them as members of the Management Committee in respect of any covenant, act, deed, matter or thing whatsoever lawfully entered into or performed by any or all of them as members of the Management Committee in or about, the execution of the powers conferred upon the members of the Management Committee by law or under the Rules of the Association for the time being in forced.

### **39) FINANCIAL YEAR**

The financial year of the Association shall close on 31st December in each year.

### **39) DISTRIBUTION OF SURPLUS ASSETS**

- a) This rule applies if the association—
  - i) is wound-up under part 10 of the Act; and
  - ii) has surplus assets.

- b) The surplus assets must not be distributed among the members of the association.
- c) The surplus assets must be given to another entity—
  - i) having objects similar to the association's objects; and
  - ii) the rules of which prohibit the distribution of the entity's income and assets to its members.
  - iii) In this rule— *surplus assets* see section 92(3) of the Act..