

This is the Annexure of fifteen pages marked "A", referred to in the Notice of Alteration of Objects or Rules.

Signed by me and dated

Signed
(Public Officer / Committee Member)

The Rules of Macleay Valley Community College Incorporated as amended are in accordance with section 11 and contain those matters specified in Schedule 1, of the Associations Incorporation Act 1984.

Signed
Public Officer/Committee Member

Annexure A

CONSTITUTION

OF

**MACLEAY VALLEY
COMMUNITY COLLEGE
INCORPORATED**

PART 1 - PRELIMINARY

INTERPRETATION

1. (1) In these Rules, except in so far as the context or subject-matter otherwise indicates or requires -
 - "Ordinary Member" means a member of the Committee who is not an office-bearer of the Association, as referred to in Rule 12 (2);
 - "A Special General Meeting" means a general meeting of the Association other than Annual General Meeting;
 - "The Act" means the Associations Incorporation Act 1984;
 - "The Association" means the Macleay Valley Community College Inc.
 - "DET" means the NSW Department of Education and Training;
 - "The Committee" means the Committee members of the Association referred in Rule 12 of this Constitution;
 - "The Executive Committee" means the Office Bearers of the Association referred to in Rule 12 and Rule 20;
 - "The Public Officer" means the Centre Manager of the organisation;
 - "The Regulation" means the Associations Incorporation Regulation 1985;
 - "The Secretary" means -
 - (a) the person holding office under these Rules as Secretary of the Association;
 - or
 - (b) where no such person holds that office - the Public Officer of the Association.
- (2) In these Rules -
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of the Rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

NAME

2. The name of the Association shall be MACLEAY VALLEY COMMUNITY COLLEGE INC.

OBJECTS

3. (1) To conduct the Macleay Valley Community College Inc. in the Kempsey Shire.
 - (2) To plan and conduct adult and community education programs to meet the educational needs and interests of adults in the local community.
 - (3) To work in co-operation with all stakeholders in developing adult and community education programs, facilities and resources.

PART II - MEMBERSHIP

MEMBERSHIP

- (1) Membership is open to all individuals (14 years and 9 months of age or older) and organisations who accept the Objects and Rules of the Association.
- (2) Individuals and organisations wishing to become members of the Association shall apply to the Committee for membership.
- (3) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- (4) Members shall pay such fees as are determined by the Association at the October general meeting.
- (5) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from January 1 to December 31.

REGISTER OF MEMBERS

5. (1) The Public Officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association during the organisation's business hours.

CESSATION OF MEMBERSHIP

6. A person ceases to be a member of the Association if the person -
 - (a) dies;
 - (b) resigns that membership;
 - (c) is expelled from the Association; or
 - (d) fails to pay outstanding membership fees within three months of the due date.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

7. A right, privilege or obligation which a person has by reason of being a member of the Association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

FEES, SUBSCRIPTIONS

8. A member of the Association shall pay to the Association an annual fee, to be determined by the Management Committee at the October meeting annually.

MEMBERS LIABILITIES

9. The liability of a member of the Association to contribute towards the payment of the 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 Rule 8.

RESOLUTION OF INTERNAL DISPUTES

- 9A. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to the Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

DISCIPLINING OF MEMBERS

10. (1) Where the Committee is of the opinion that a member of the Association has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Committee may by resolution reprimand the member.
- (2) The Committee shall not pass a resolution under Clause (1) of this Rule unless the Member, the subject of the proposed resolution, has been informed of the matter and has been offered the opportunity to make representations in the matter to the Association in person or in writing, or both, as the member may elect.
- (3) If a member has been the subject of a resolution under Clause (1) of this Rule, and the Committee is of the opinion that the member continues to persistently and wilfully act in a manner prejudicial to the interests of the Association, the Committee may by resolution:
- (a) expel the member of the Association, or
- (b) suspend the member from membership of the Association for a specified period.
- (4) The Committee shall not pass a resolution under Clause (3) of this Rule unless the member who is the subject of the proposed resolution has been advised of the matter and given opportunity to make representations to the Committee in the matter, in person or in writing, or both, at the members option within 21 days of being advised.

PART III - THE COMMITTEE

POWERS, ETC. OF COMMITTEE

11. The Committee shall be called the Management Committee of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in General Meeting -
- (a) shall be responsible for:
- (i) the educational policy of the Association;
- (ii) the planning and conduct of adult and community education programs;
- (iii) the financial management of the Association;
- (iv) the employment of staff.
- (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 power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

CONSTITUTION AND MEMBERSHIP

- 12. (1) The composition of the Committee shall be:
 - (a) a maximum of 9 ordinary members elected by and from the membership:
Comprised of:
 - (i) one (1) Tutor Representative elected by and from the teaching staff of the Association.
 - (ii) the Centre Manager of the Association as an ex-officio member.
- (2) The Executive Committee of the Association shall be:
 - (a) the Chairperson;
 - (b) the Deputy Chairperson;
 - (c) the Treasurer;
 - (d) the Secretary.
- (3) Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election subject to Rule 13.
- (4) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (5) Elected members of the Committee who receive remuneration from the Association shall not exceed twenty-five percent (25%) of the Committee.

ELECTION OF MEMBERS

- 13. (1) Nomination of candidates for election as Executive Committee) of the Association or as ordinary members of the 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 or Public Officer 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 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 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 person 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 Executive Committee and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (7) The election of Executive Committee and members of the Committee shall be conducted in the sequence - Chairperson, Deputy Chairperson, Secretary, Treasurer, members. A member of the Association may nominate for more than one position; should a member be elected to a position, then that member's nominations for any other positions shall be withdrawn.

REGISTER OF COMMITTEE MEMBERS

- 14. (1) The Public Officer of the Association shall establish and maintain a register of the members of the Committee of the Association, specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of Committee Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association during the organisation's business hours.

CHAIRPERSON

The Chairperson shall -

- (a) run the organisation in accordance with the Constitution
- (b) be the leader, motivate the Committee
- (c) have regular contact with the Centre Manager
- (d) keep the Centre Manager and Committee informed regarding Centre business
- (e) be knowledgeable regarding ACE business
- (f) co-sign official documents/correspondence
- (g) prepare and develop Committee meeting agendas with the Centre Manager and Secretary
- (h) preside over Committee meetings, ensure a quorum, prioritise business
- (i) summarise decisions
- (j) sign the Minute Book
- (k) act as the official representative of the Centre
- (l) provide an annual Chairperson's Report

SECRETARY

- 16. (1) The Secretary shall keep records of -
 - (a) all appointments of Executive Committee and members of the Committee;
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- (2) Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

TREASURER

17. The Treasurer shall ensure that -
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (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.

CASUAL VACANCIES

18. For the purpose of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member -
- dies;
 - ceases to be a member of the Association;
 - becomes an insolvent under administration within the meaning of the Corporation Law;
 - resigns office by notice in writing given to the Secretary;
 - is removed from office under Rule 19;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

REMOVAL OF MEMBER

19. (1) The Association in a general meeting may by resolution remove any member of of Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

Where a member of the Committee to whom a proposed resolution referred to in Clause (1) related makes representations in writing to the Secretary or Chairperson and requests that the representations be notified to the members of the Association, the Secretary or the Chairperson may send a copy of the representations to each member of the Association or, if they are not so sent the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

20. (1) The Committee shall meet at least 4 times in each period of 12 months at such place and time as the Executive Committee may determine.
- (2) Additional meetings of the Committee may be convened by the Chairperson or by any member of the Executive Committee.

- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the Executive Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum for a meeting of the Association shall be the Chairperson or Deputy Chairperson and no less than two (2) other representatives of the Executive Committee, an ordinary member and the Centre Manager.
- (6) A quorum for a meeting of the Committee is not present if more than twenty five percent (25%) of the quorum are in receipt of remuneration from the Association.
- (7) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week unless those present agree upon an alternative date, time or place, and this is communicated to all members as soon as practicable.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (9) At a meeting of the Committee, the Chairperson or, in the Chairperson's absence, the Deputy-Chairperson shall preside.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

21. (1) The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than -
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any Delegation under this Rule.
- (7) A Sub-Committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

22. (1) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 19 (5), the Committee may act notwithstanding any vacancy on the Committee. If the number of members remaining falls below that required to establish a quorum, then the remaining members of the Committee shall act to fill the vacancies as prescribed by these Rules.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.
- (5) No ex-officio member has voting rights.

PART IV - GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

23. (1) With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of 4 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (2) The Association shall hold its first Annual General Meeting -
within the period of 18 months after its incorporation under the Act; and
within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted under Section 26 (3) of the Act.

ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

24. (1) The Annual General Meeting of the Association shall, subject to the Act and to Rule 22, be convened on such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
- to elect the Executive Committee of the Association and ordinary members of the Committee;

to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act;

to appoint an auditor for the current financial year; and

general business.

- (3) An Annual General Meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

25. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a Special General Meeting of the Association stating the purpose of the meeting. Such a meeting must be convened within one calendar month such a request being received by the Secretary or Chairperson.

NOTICE

26. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall send, at least 7 days before the date fixed for the holding of the general meeting, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 7 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution.

No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 22(2).

A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

27. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) A quorum for a meeting of the Association shall be the Chairperson or Deputy Chairperson and no less than two (2) other representatives of the Executive Committee, an ordinary member and the Centre Manager.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same

place and at the same hour of the same day in the following week unless those present agree upon an alternative date, time or place and this is communicated by written notice to all members before the day to which the meeting is adjourned.

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

PRESIDING MEMBER

28. (1) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson, shall preside as Chairperson at each general meeting of the Association.
- (2) If the Chairperson and the Deputy-Chairperson are absent from a general meeting or unwilling to act the members present shall elect one of their number to preside as Chairperson at the meeting.

ADJOURNMENT

29. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but not business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of business to be transacted at the meeting.
- (3) Except as provided in Clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

30. (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a secret ballot is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a secret ballot may be demanded by the Chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a secret ballot is demanded at a general meeting, the ballot shall be taken -
 - (a) immediately in the case of a secret ballot which related to the election of the Chairperson of the meeting or to the question of an adjournment;
 - or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the secret ballot

on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

31. (1) A special resolution must be passed by a general meeting of the Association to effect the following changes -
- (a) a change of the Association's name;
 - (b) a change of the Association's Constitution;
 - (c) a change of the Association's Objects;
 - (d) an amalgamation with another incorporated Association;
 - (e) to voluntarily wind up the Association and distribute its property;
 - (f) to apply for registration as a Company or a Co-operative.
- (2) A special resolution shall be passed in the following manner:
- (a) a notice must be sent to all members advising that a general meeting is to held to consider a special resolution;
 - (b) the notice must give details of the proposed special resolution and give at least 7 days' notice of the meeting;
 - (c) a quorum must be present at the meeting;
 - (d) at least three-quarters of those present must vote in favour of the resolution;
 - (e) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Consumer Affairs for permission to pass the resolution in some other way.

VOTING

32. (1) Upon any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

APPOINTMENT OF PROXIES

33. (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary or Public Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these Rules.

PART V - PUBLIC OFFICER

PUBLIC OFFICER

34. (1) The Public Officer shall be the Centre Manager
- (2) During any periods in which the position of Centre Manager is not filled the Association shall appoint a Public Officer from amongst its members provided the person is 18 years of age or older and a resident of New South Wales.
- (3) When a vacancy occurs in the position of Public Officer the Association shall within 14 days notify the Department of Consumer Affairs by the prescribed form and appoint a new Public Officer.
- (4) The Public Officer is required to notify the Department of Consumer Affairs by the prescribed form in the following circumstances -
- (a) appointment (within 14 days)
 - (b) a change of residential address (within 14 days)
 - (c) a change in the Association's Objects or Rules (within one month)
 - (d) of the Association's financial affairs as prescribed in Section 27 of the Act (within one month after the Annual General Meeting)
 - (e) a change in the Association's name (within one month)

PART VI - MISCELLANEOUS

STAFF

35. (1) The Committee shall appoint an Adult Education Centre Manager who will be responsible for those aspects of the educational program and business management which are delegated by the Committee.
- (2) The Committee and Centre Manager will enter into a written employment contract before the Centre Manager commences duty.
- (3) The Centre Manager shall appoint Tutors (who will be employees of the Association) and other staff within the budget and other guidelines as prescribed by the Committee.
- (3) The Committee shall not appoint a person to the position of Centre Manager for a period of more than three months without first advertising the position and inviting written applications. In this event the Committee shall appoint a Selection Committee of not less than three or more than five people to bring a recommendation to the Committee.

INSURANCE

36. (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.

FUNDS - SOURCE

37. (1) The funds of the Association shall be derived from course fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and Without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt if no other evidence of the receipt of the money is produced by virtue of the nature of the transaction.

FUNDS - MANAGEMENT

38. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the Objects of the Association in such manner as the Committee determines, provided that grant funds are used according to the conditions of the funding bodies.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 nominated signatories authorised to do so by the Executive Committee.
- (3) No member may receive any profit, salary or other benefit from the funds or transactions of the Association other than -
- (a) reimbursement for expenses incurred in connection with the business of the Association and authorised by the Committee;
- (b) payment for professional services rendered bona fide to the Association at the Committee's request.
- (4) An Auditor shall be appointed by the Association to examine and report on its financial affairs each year.
- (5) The financial year of the Association shall conclude at midnight on 31 December in each year.

ALTERATIONS OF OBJECTS AND RULES

39. (1) The Statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

COMMON SEAL

40. (1) The Common Seal of the Association shall be kept in the custody of the Public Officer.
- (2) The affixing of the Common Seal shall be attested by the signatures either of 2 members of the Executive Committee or 1 member of the Executive Committee and of the Public Officer or Secretary and this is to be reported to the Executive Committee.

CUSTODY OF BOOKS, ETC

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

INSPECTION OF BOOKS, ETC

42. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association during business hours.

SERVICE OF NOTICES

43. (1) For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

SURPLUS PROPERTY

43. The Association may be dissolved by a special resolution of a general meeting. Upon such special resolution being so carried, the meeting shall provide for the assets of the organisation, after satisfaction of all its debts and liabilities, to be vested in another non-profit, community owned and managed, incorporated organisation which provides adult and community education and which has Objects similar to the Objects of the Association and has been granted sales tax exemption under Item 109 (63A old law) of Schedule 1 to the sales tax (exemptions and classifications) Act 1992.

APPENDIX 1
Rule 31(2)

FORM OF APPOINTMENT OF PROXY

I,

.....
(full name)

of

.....
(address)

being a member of
(name of incorporated Association)

hereby appoint
(full name of proxy)

of

.....
(address)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special meeting as the case may be) to be held on the day of and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details)
.....

.....
Signature of member appointing proxy

.....
Date

NOTE: A proxy vote may not be given to a person who is not a member of the Association.