

**AUSTRALIAN OPHTHALMIC
NURSES ASSOCIATION
W.A. BRANCH INC.
CONSTITUTION**

Revised 2017

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OBJECTIVES OF THE ASSOCIATION

- **Create a forum for nurses and others with a common interest in ophthalmic nursing.**
- **To provide a vehicle for development and education in ophthalmic nursing.**
- **Promote and maintain a high standard of ophthalmic nursing practice.**
- **Create a resource network accessible to all nurses, national and international.**
- **Encourage research for the promotion of clinical excellence.**

MEMBERSHIP

- **Full membership is to be opened to any registered or enrolled nurse actively engaged in the specialty of ophthalmology.**
- **Associate membership assistance in nursing and interested others.**
- **Honorary membership.**

RULES OF THE ASSOCIATION

1. Name

Australian Ophthalmic Nurses Association WA Branch Inc. (referred to in this Constitution as the "Association")

2. Definitions:

(1) In these rules

Committee- means the Officers of the committee and up to ten other financial members of the Association elected by the members as ordinary members of the committee

Financial year means the year ending 30th June and commencing July 1st.

General meeting means a meeting convened of general meeting of members convened in accordance with rule 21.

Member means a current financial member of the association

Ordinary member of the committee means a member of the committee who is not an officer of the Association under rule 21

Regulations means regulations under the Act

Relevant documents has the same meaning as the Act

The Act means the Associations Incorporation Act 2015

(2) In these rules a reference to the Secretary of an Association is a reference to-

(a) if a person holds office under these rules as Secretary of the Association
and

(b) in any other case, the public officer of the association.

3. Alterations of the rules

These rules and the statement of purposes of the Association must not be altered except in accordance with The Act.

1. PART ONE: PRELIMINARY INTERPRETATION

- a) In these rules, except in so far as the context or subject-matter otherwise indicates or requires –
- b) “Ordinary member” means a member of the committee who is not an office bearer of the association, as referred to in rule 13 (2):
- c) “Secretary” means the person holding office under these rules as secretary of the association; or
- d) “Special General Meeting” means a general meeting of the association other than annual general meetings;
- e) “The Act” means the Associations Incorporation Act, 2015;
- f) “Management Meeting” means a meeting of the management committee, open to any member;
- g) “General Meeting” means a meeting of all members.

2. PART TWO: MEMBERSHIP

2.1 APPLICATION OF MEMBERSHIP

2.1.1 An application of a person for membership of the Association shall be lodged with the secretary of the association.

2.1.2 The membership secretary shall, on payment by a nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the association.

2.1.3 Honorary Membership – nominated, second and voted on at a general meeting.

2.2 CESSATION OF MEMBERSHIP

2.2.1 A person ceases to become a member of the association if the person:

- a) dies,
- b) Resigns that membership,
- c) Is expelled from the Association,
- (d) Fails or neglects to pay their annual subscription within 3 months of its due date.

2.3 MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE

2.3.1 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 persons membership

2.4 RESIGNATION OF MEMBERSHIP

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

2.4.2 A member of the association who has paid amounts payable to the association in respect of the member's membership may resign from

membership of the Association by first giving notice (being not less than one month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member. No refund of fees will be given.

2.4.3 Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member. No refund of fees will be given.

2.5 REGISTER OF MEMBERS

2.5.1 The membership secretary of the association shall establish and maintain a register of the 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.

2.5.2 The secretary must record in the register of member the date on which the member ceased to be a member.

2.5.3 The register of members shall be kept by the membership secretary of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour by arrangement.

2.6 FEES, SUBSCRIPTION ETC.

2.6.1 An annual membership fee will be levied, the amount being open to review. This fee will be due for renewal on March 31st. Subscription of new members paid within two months of the end of the association's financial year will cover the ensuing twelve months.

2.7 MEMBER'S LIABILITIES

2.7.1 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 winding up 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.

2.8 DISCIPLINING OF MEMBERS

2.8.1 Where a committee is of the opinion that a member of the association:-
(a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
(b) has persistently or willfully acted in a manner prejudicial to the interests of the association,

2.8.2 The committee may, by resolution –

- (a) expel the member from the association; or
- (b) suspend the member from membership of the association for a specified period.

2.8.3 A resolution of the committee under clause (1) is of no effect unless the member is given not less than 14 days notice of the meeting in which such resolution shall be considered and such notice must include;

- (a) a place, date and time of the meeting.
- (b) the nature of the allegation against the member and the grounds upon which it is based
- (c) a statement that the member may make oral representation to the meeting or prior to the meeting, submit written representations relating to the resolution, and
- (d) a statement that the resolution may be considered in the member's absence.

2.8.4 Where the committee passes a resolution under the clause(1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member-

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
- (c) stating the date, time and place of that meeting; and
- (d) informing the member that the member may do either or both of the following-
 - (i) attend and speak at that meeting
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution

2.8.5 At a meeting of the committee held as referred to in clause (3), the committee shall-

- (a) give the member an opportunity to make oral representation
- (b) give due consideration to any written representations submitted to the committee by a member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.
- (d) Where the committee confirms the resolution under 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 rule II.

2.8.6 A resolution confirmed by the committee under the clause (4) does not take effect-

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule11 (4)

2.9 RIGHT OF APPEAL OF DISCIPLINED MEMBER

2.9.1 A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under the rule 10 (4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

2.9.2 Upon receipt of a notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.

2.9.3 At a general meeting of the association convened under clause (2),

- (a) no business other than the question of the appeal shall be transacted;

- (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

2.9.4 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

3. PART THREE: THE COMMITTEE POWERS, ETC., OF COMMITTEE

The committee shall be called the committee of management of the association and, subject to the Act, the Regulations and these rules and 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 power to perform all such acts and so all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

3.1 CONSTITUTION AND MEMBERSHIP

3.1.1 The committee shall consist of: -

- (a) the office bearers of the association; and
- (b) up to 3 ordinary members,
- (c) Each of whom shall be elected at the annual general meeting of the association pursuant to rule 14.

3.1.2 The office bearers of the association shall be –

- (a) the president
- (b) the secretary
- (c) the membership secretary
- (d) the treasurer; and
- (e) 3 committee members

3.1.3 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 for a maximum of 2 consecutive years.

3.1.4 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.

3.2 ELECTION OF MEMBERS

3.2.1 Nominations of candidates for election as office bearers 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 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.

3.2.2 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.

3.2.3 If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.

3.2.4 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.

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

3.2.6 The ballot for the election of office-bearers 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.

3.2.7 A nomination of a candidate for election under this clause is not valid if the candidate has been nominated for the election to another office at the same election.

3.2.8 Those nominating the person, and those being nominated for a post on the committee, must be a financial member continuous for one year prior to nominations.

3.3 SECRETARY

3.3.1 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.

3.3.2 It is the duty of the secretary to keep minutes of-

- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at the committee meeting;

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

3.4 TREASURER

3.4. 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 authorized 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.

3.5 CASUAL VACANCIES

3.5.1 For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member-

- (a) dies
- (b) ceases to be a member of the association
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;

- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 18;
- (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.

3.6 REMOVAL OF MEMBER

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

3.6.2 Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association, or if 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.

3.7 MEETINGS AND QUORUM

3.7.1 The committee shall meet at least 6 times in each period of 12 months at such place and time as the committee may determine.

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

3.7.3 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 members of the committee) before the time appointed for the holding of the meeting.

3.7.4 Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at a meeting.

3.7.5 Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(a) The management committee and equal general full members either personally or by proxy + 1 of the association constitute a quorum for the transaction of the business at the Annual General Meeting.

3.7.6 No business shall be transacted by the committee unless a quorum is present. If within ½ hour of the time appointed for the meeting the quorum is not present the meeting stands adjourned to such a place and time as the committee may determine.

3.7.7 If at the adjourned meeting a quorum is not present within ½ hour of the time appointed for the meeting, the members present shall be deemed to be a quorum.

3.7.8 At a meeting of the committee-

(a) The president or, in the president's absence or the president is unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting to preside.

3.8 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

3.8.1 The committee may, by instrument in writing, delegate to one or more sub-committees (sub-committees must consist of full members) 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.

3.8.2 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 a sub-committee in accordance with the terms of the delegation.

3.8.3 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.

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

3.8.5 Any act or thing done or suffered by the 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.

- (a) the sub-committee shall elect one or more sub-committee members to submit a written or verbal report to each meeting of the association committee concerning activities and recommendations of the sub-committee.
- (b) the sub-committee shall ascertain the general feelings of the association with regard to items under discussion and to convey those feelings at each of the meetings, thereby, representing the association at all times.
- (c) the sub-committee shall conduct its affairs in accordance with the Rules and administrative instructions of the executive committee. The president shall ex-officio be a member of all such sub-committees and have right to attend any meetings.

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

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

3.9 VOTING AND DECISIONS

3.9.1 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 the members of the committee or sub-committee present at the meeting.

3.9.2 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 vote shall be decided in the negative.

3.9.3 Subject to rule 19 (5) the committee may act notwithstanding any vacancy on the committee.

4. PART FOUR: GENERAL MEETINGS

4.1. ANNUAL GENERAL MEETINGS – HOLDING OF

4.1.1 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 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

4.2 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

4.2.1 The annual general meeting of the association shall be convened on such date and at such place and time as the committee thinks fit.

4.2.2 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;
- (c) to elect office bearers of the association and ordinary members of the committee;
- (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act, and
- (e) The election of office bearers is undertaken at the Annual General Meeting. Amendments to the Constitution are possible at this meeting.

4.2.3 An annual general meeting shall be specified as such in the notice convening it.

4.3 SPECIAL GENERAL MEETINGS - CALLING OF

4.3.1. The committee may, whenever it thinks fit, convene a special general meeting of the association.

4.3.2. The committee shall, on the requisition in writing of not less than 20 per

cent of the total number of members, convene a special general meeting of the association.

4.3.3. A requisition of members for a special general meeting

- (a) shall state the purpose or purposes of the meeting
- (b) shall be signed by the members making requisitions;
- (c) shall be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

4.3.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting was lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

4.4 NOTICE

4.4.1 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, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

4.4.2 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.

4.5 PROCEDURE

4.5.1 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.

4.5.2 30% of general members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

4.5.3 If a ½ hour after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting which is convened upon the Requisition of members shall be dissolved

4.6 PRESIDING MEMBER

4.6.1. The President or, in the president's absence, or if the president is unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting, shall preside as chairperson at each general meeting of the association.

4.7 ADJOURNMENT

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

4.7.2 Notice of the adjourned meeting will follow rules set out in Section 25 (1).

4.8 MAKING OF DECISIONS

4.8.1 A question arising at a general meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded.

4.8.2 At a general meeting of the association, a poll may be demanded by the Chairperson or by not less the 3 members present in person or by proxy at a meeting.

4.8.3 Where a poll is demanded at a general meeting, the poll shall be taken –

(a) Immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such a manner and at such time before the close of the meeting as the chairperson directs.

4.9 APPOINTMENT OF PROXIES

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

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

4.9.3 The appointed proxy must be a full member.

4.10 VOTING

4.10.1 Upon any question arising at a general meeting of the association a full member has only one vote. Associate and Honorary members are not entitled to vote.

4.10.2 All votes shall be given personally or by proxy but no member may hold more than one vote, written notice of proxy is to be given according to Section 32 (1).

4.10.3 In the case of an equality of votes on a question at a general meeting, the vote shall be decided in the negative.

4.10.4 A member or proxy is not entitled to vote at any general meeting unless all money due to the association has been paid.

5. PART FIVE: MISCELLANEOUS

5.1. INSURANCE.

5.1.1 The Association shall effect and maintain public liability insurance Pursuant to the Association Incorporation Act, 2015 (NSW).

5.1.2 In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

5.2. FUNDS – SOURCE

- 5.2.1 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 meeting, such other sources as the committee determines.
- 5.2.2 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.
- 5.2.3 The association shall, as soon as practicable after receiving money, issue an appropriate receipt.

5.3. FUNDS – MANAGEMENT

- 5.3.1 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.
- 5.3.2 The Act allows a member to be reimbursed for any out of pocket expenses relating to the affairs of the association. Remuneration may be made to a member of the committee in good faith for services provided to their association.
- 5.3.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee, these members must be authorized to do so by the committee.

5.4. ALTERATION OF OBJECTS AND RULES

- 5.4.1 Rules may be altered, rescinded or added to only by a special resolution of the association at the Annual General Meeting or an Extraordinary Meeting (convened according to Section 25 (1)).

5.5. COMMON SEAL

- 5.5.1 The common seal of the association shall be kept in the custody of the

Secretary.

5.5.2. The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee.

5.6. CUSTODY OF BOOKS, ETC.,

5.6.1 Except as otherwise provided by the 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.

5.7. INSPECTION OF BOOKS, ETC.,

5.7.1. 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 by arrangement. Requests to be made in writing with 7 days notice.

5.8 SERVICE OF NOTICE

5.8.1 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.

5.8.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document is not received, the document shall, unless the contrary is proved, be deemed for the purpose 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.

5.8.3 Members are responsible to notify the association secretary of any change of address.

5.9 WINDING UP

5.9.1 The affairs of the association shall be wound up upon a resolution carried by a majority of $\frac{3}{4}$ of the votes cast by the voting members present and voting at a duly constituted general meeting held for that purpose, any assets remaining after liabilities shall have been discharged, shall be disposed of under section 24(1) of the Act by paying the same to:

-
- a) an incorporated association;
- b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
- c) a company holding a licence that continues in force under the Corporations Act section 151;
- d) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
- e) a body corporate that —
 - a. is a member or former member of the incorporated association; and
 - b. at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
- f) a trustee for a body corporate referred to in paragraph (e);
- g) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.

5.9.2. No payment shall at any time be made to members out of funds of the association by way of a dividend or distribution of assets nor shall any part of the property or assets of the association be distributed amongst the members upon winding up.