



FRIENDS OF BATTYE LIBRARY INCORPORATED

CONSTITUTION

**Adopted at Annual General Meeting
8 July 1997**

**Amended at Annual General Meeting
11 March 2003**

**Amended at Annual General Meeting
12 September 2006**

**Amended at Special Meeting
8 March 2011**

**Amended at Annual General Meeting
16 August 2011**

Friends of Battye Library Incorporated

Constitution

(as at 16 August 2011)

1.	NAME	3
2.	DEFINITION AND INTERPRETATION	3
3.	OBJECTS	4
4.	POWERS	4
5.	NON-PROFIT	5
5 a)	PUBLIC FUND.....	5
6.	MEMBERSHIP	5
7.	ELECTION OF MEMBERS.....	6
8.	REGISTER OF MEMBERS	7
9.	SUBSCRIPTIONS	7
10.	RESIGNATION.....	7
11.	EXPULSION OF MEMBER.....	7
12.	MANAGEMENT COMMITTEE.....	8
13.	ELECTION OF COMMITTEE	9
14.	PROCEEDINGS OF COMMITTEE	9
15.	GENERAL MEETINGS.....	10
16.	QUORUM AND PROCEEDINGS AT ALL GENERAL MEETINGS.....	11
17.	MINUTES OF ALL MEETINGS.....	12
18.	FINANCIAL YEAR	12
19.	SUB-COMMITTEES AND CO-OPTION.....	12
20.	VOTING RIGHTS	12
21.	DUTIES OF OFFICE BEARERS.....	12
22.	RESCISSION OF RESOLUTIONS	14
23.	THE CONSTITUTION.....	14
24.	AMENDMENTS TO THE CONSTITUTION.....	15
25.	COMMON SEAL.....	15
26.	DISSOLUTION	16

This Constitution shall supersede the Constitution adopted by the Society in 1997 and all amendments subsequently adopted thereto.

1. NAME

The registered name of the Association is "Friends of Battye Library Incorporated" hereinafter referred to as "the Society".

2. DEFINITION AND INTERPRETATION

a) In this Constitution unless the contrary intention appears:

"Amendments to the Constitution" shall include the expressions "repeal of existing Constitution", "the substitution by a new Constitution" and "the addition of new clauses";

"Battye Library" means the J S Battye Library of West Australian History which is a responsibility of the Library Board of Western Australia;

"State Records Office" means the State Records Office of Western Australia which is the Western Australian public records authority with responsibility for managing, preserving and providing access to the State's records. The State Records Office operates as an independent Government agency within the Department of Culture and the Arts.

"Committee" means the Management Committee of the Society elected in accordance with this Constitution;

"Constitution shall have the same meaning as "Rules" specified and referred to as such within the Act;

"Clauses" means distinct parts of the Constitution as divided into sections and identified by numbers;

"Sub-Clauses" means parts of clauses divided into paragraphs and identified by letters of the alphabet and/or numerals;

"Financial year" shall conform to Section 3(l) of the Act and is so specified in clause 18 of this Constitution;

"Special Resolution" In accordance with Section 24 of the Act, a resolution is a special resolution if it is passed by a majority of not less than three-fourths (3/4ths) of the members present at the meeting who are entitled under this Constitution to vote at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution;

"the Act" means the *Associations Incorporation Act (1987)* as amended from time to time.

b) In all other respects the interpretation of clauses of this Constitution shall be determined by the Chairperson having regard to the Act itself.

3. OBJECTS

The objects of the Society are to assist and promote the interests of the Battye Library and the State Records Office and of those activities of the Library Board of Western Australia concerned with the acquisition, preservation and use of archival and documentary materials, including;

- To stimulate and sustain public interest in the Battye Library and the State Records Office.
- To extend the influence, recognition and value to the community of the Battye Library and the State Records Office.
- To enhance the information and material available to the public or for scholarly inquiry from the Battye Library and the State Records Office.
- To support and enhance the Battye Library's and the State Records Office's use of technology and for public access to the information held by or accessible to them.
- To provide a link between the Battye Library and the State Records Office and the public.
- To initiate manage and carry through any undertaking or project with or without financial support from other organisations, persons, corporations, or statutory bodies which has an intention the support, enhancement of maintenance of the Battye Library and the State Records Office or any of the objectives of this Society.

4. POWERS

The Society shall have all the powers of an association granted under the Act and all the powers of a natural person including;

To do all things necessary and convenient for carrying out its objects and purposes, and in particular, may –

- a) acquire, hold, deal with, and dispose of any real estate or personal property;
- b) open and operate bank accounts;
- c) invest its money –
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorised by the rules of the Society;
- d) borrow money upon such terms and conditions as the Society thinks fit;
- e) give such security for the discharge of liabilities incurred by the Society as the Society thinks fit;
- f) appoint agents to transact any business of the Society on its behalf.
- g) enter into any other contract it considers necessary or desirable; and,
- h) act as trustee and accept and hold real and personal property upon trust.

- 4.1 To apply for or promote and accept grants, bequests, donations or financial or other assistance to progress any or all of the objects of the Society.

5. NON-PROFIT

The property and income of the Society shall be applied solely towards promotion of its objects and no portion thereof shall be paid or otherwise distributed directly or indirectly to its members, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any member of the Society in return for any services rendered to the Society or expenses incurred on behalf of the Society, in the promotion of the objects of the Society or to the employment whether by contract or otherwise of any person, group, organisation, corporation or statutory body where the intent in so doing is to promote or pursue the objects of the Society.

5 a) PUBLIC FUND

- a) 1. Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Society and will only be used to further the objects of the Friends of Battye Library (Inc.). Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- a) 2. The fund will be administered by a management committee or a subcommittee of the management, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the Society's cultural objectives.
- a) 3. No monies/assets in this fund will be distributed to members or office bearers of the Society, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- a) 4. If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* (the Act) and listed on the Register of Cultural Organisations maintained under the Act.
- a) 5. Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.

6. MEMBERSHIP

There shall be the following classes of membership

- a) Ordinary Member
Persons sixteen (16) years and over may be eligible for membership as ordinary members.
- b) Joint Member
A family or any number of persons in one residence.
- c) Pensioner Member
Persons who are in receipt of a pension may be eligible for concessional rates as decided by the Society from time to time at Annual General Meetings.
- d) Student Member
Persons who are enrolled as part or full-time students or advanced educational institutions may be eligible as student members at the discretion of the Committee.
- e) Junior Member
Persons or groups of persons under the age of sixteen (16) years may be eligible as junior members but shall have no voting rights nor may they serve on the Committee.
- f) Corporate Member
Those institutions, companies, bodies or groups of persons who wish to associate themselves with the Society and/or be sponsors of special projects with funds.
- g) Honorary Life Member
Upon the recommendation of the Committee to the Annual General Meeting the Society may elect any member of the classes (a), (b), and (c) above as an Honorary Life Member who, in the opinion of the Society, has rendered outstanding service to the Society in furthering the objects of the Society. Such election shall be by a simple majority of members present and voting. Honorary Life Members shall pay no annual subscription and shall be exempt from paying other fees. Honorary Life Members shall be entitled to all the privileges of an ordinary member. Honorary Life Members shall hold the honour during the lifetime of such member.
- h) Life Member
Long term advance payment.

7. ELECTION OF MEMBERS

- a) Applications for membership of the Society in any of the classes set out in Clause 6 of this Constitution except Honorary Life Member, are to be made in the manner and form of application as shall be prescribed by the Committee.
- b) The Secretary shall submit all applications to the Committee who shall consider each and every application and may refuse to grant membership without giving any reasons for such refusal, provided that the Committee may, when requested and at its entire discretion, disclose its reasons for refusing membership.
- c) Upon acceptance of the application by the Committee and upon payment of

the first annual subscription the applicant shall be a member of the Society in the class applied for.

- d) Corporate membership shall be represented by one delegate whose name, address and telephone numbers shall be advised to the Secretary as the occasion requires. Such delegate shall have all the privileges and voting rights of any ordinary member.

8. REGISTER OF MEMBERS

- a) The Secretary shall keep and maintain in an up to date condition a register of members of the Society and their addresses. Upon the request of a member of the Society the Secretary shall make the register available for the inspection of the member and the member may make a copy or take an extract from the register but shall have no rights to remove the register for that purpose.
- b) The Secretary shall cause the name of the person who dies or ceases to be a member under Clauses 9, 10 and 11 of this Constitution to be deleted from the register of members referred to in sub-clause (a) above.
- c) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

9. SUBSCRIPTIONS

- a) Members shall from time to time at an Annual General Meeting determine the amount of subscription to be paid by all classes of members. Members registered with the Volunteer Program are not required to pay a subscription.
- b) Subscriptions shall fall due on the first day of July in each year.
- c) Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Society, provided always that the Committee may re-instate a membership on such terms as it thinks fit and on payment of all arrears.
- d) A financial member shall be one whose subscription is not more than three (3) months in arrears.

10. RESIGNATION

- a) A member may resign at any time by sending a written notice of resignation to the Secretary.
- b) Any member who ceases to be a member under sub-clause (a) above shall be liable for any outstanding subscription.

11. EXPULSION OF MEMBER

- a) If any member shall be guilty of an act which, in the opinion of the Society, renders it undesirable that that person shall continue as a member, the Society, in a Special General Meeting called for the purpose, may expel such an offending member and strike that person's name from the register.

Voting in this instance shall be by secret ballot. The member upon whom the expulsion has been served shall have the right to appear before the Special General Meeting to consider the expulsion to present a case in defence.

- b) Should the offending member be a delegate from a corporate member the Society shall request the resignation of such corporate member. In the event of such a request not being forthcoming the Society shall exercise its right of expulsion as in (a) above.

12. MANAGEMENT COMMITTEE

- a) The affairs of the Society shall be managed exclusively by a Committee of Management consisting of:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) a Secretary
 - (iv) a Treasurer;
 - (v) a Newsletter Editor; and
 - (vi) five (5) persons
- b) All Committee members shall be members of the Society elected to membership of the Committee at an Annual General Meeting or appointed under Sub-Clause (e) hereunder and/or Clause 13(d) of this Constitution.
- c) Committee members shall hold office until the rising of the next Annual General Meeting but may offer themselves for re-election.
- d) The position of any member of the Committee shall become vacant if he/she resigns, fails to attend three (3) consecutive meetings without satisfying the Committee that he/she had good reason for failure to attend, or ceases to be a member.
- e) The Committee may appoint a member of the Society to fill a casual vacancy and such member shall hold office until the rising of the next Annual General Meeting and shall be eligible for election as a member of the Committee.
- f) The State Librarian and the Senior Officer of the Battye Library and the Senior Officer of the State Records Office respectively, or their nominees appointed in writing, shall be ex-officio members of the Committee with full voting rights as any other member but they should not be counted for the purposes of a quorum.
- g) The Committee may co-opt members of the Society to serve on the Committee in special circumstances but only for the period in which it is necessary to co-opt such member.

13. ELECTION OF COMMITTEE

- a) Members shall be elected to the Committee at the time of the Annual General Meeting with nominations being submitted to the Secretary prior to the meeting. If nominations have not been received for each and every position on the Committee the Chairperson shall call for nominations from the floor.
- b) In the event of there being more than one nomination for each office bearer and there being more nominations for the number of other Committee members required the election shall be by a show of hands or by a ballot at the request of at least five (5) members present. Should there be a tie the Chairperson shall have a casting vote.
- c) In the case of an election by ballot two (2) scrutineers shall be appointed by members present at the meeting. Following the election and the result being announced by the Chairperson the appointed scrutineers shall forthwith destroy all ballot papers.
- d) The Committee shall have power to fill any vacancy which remains unfilled at the time of the Annual General Meeting.
- e) Either husband or wife or both of a Joint Member may serve on the Committee.

14. PROCEEDINGS OF COMMITTEE

- a) The Committee shall meet at least three times a year.
- b) The Secretary shall give notice to all Committee members of the date, time and venue for the holding of such meetings.
- c) Subject to the provisions of the Constitution the procedure and course of business to be followed at Committee meetings shall be determined by the Committee.
- d) Questions arising at any meeting shall be decided by a majority of votes and in the event of an equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- e) A Special Committee Meeting shall be called by the Secretary upon receiving the written request of three (3) Committee members. Such Special Committee Meeting shall be held not later than ten (10) days following receipt of such request. Only the business of which such Special Committee Meeting is called, as expressed in the request, shall be discussed and no other matter whatsoever shall be permitted.
- f) A member of the Committee having any direct or indirect pecuniary interest in a contract or proposed contract made by or in the contemplation of the Committee shall disclose that interest to the Committee as required by the Act and shall not take part in any deliberation or vote with respect to that contract.
- g) A quorum of the Committee shall be a majority of the composition of the Committee elected as such at the time of the Annual General Meeting or by

the Committee in filling vacancies pursuant to Clause 13(d) of this Constitution.

15. GENERAL MEETINGS

a) Annual General Meetings

- (i) The Annual General Meeting of the Society shall be held each year at such time and place as the Committee may determine but shall be held not later than the 30th of September. [Note: Section 23 of the *Associations Incorporation Act 1987* requires the Annual General Meeting to be held within four months after the end of the Association's financial year.]
- (ii) The Secretary shall give notice in writing to all members of the day, time and place at least fourteen (14) days prior to the date fixed for the meeting.
- (iii) Any member shall be entitled to move motions at the Annual General Meeting by giving notice to the Secretary of such motions at least seven (7) days before the date fixed for the meeting.
- (iv) The order of business shall be –
 - attendances and apologies;
 - confirmation of the minutes of the previous Annual General Meeting and of any Special General Meetings held during the preceding financial year and matter arising from those minutes;
 - the President's address;
 - any other reports as decided by the Committee;
 - the adoption of the Society's annual financial statements and any reports thereon;
 - the election of the officer and those Committee members whose appointment is determined by election;
 - the appointment of an Auditor(s);
 - motions for which due notice has been given; and
 - any other major business which may be properly brought before the meeting.

b) Ordinary General Meetings

- (i) Four or more meetings shall be held annually as determined by the Committee.
- (ii) The procedure and business shall be determined by the Committee.

c) Special General Meetings

- (i) The Secretary shall convene a Special General meeting as directed to do so by the President or by the Committee or by not less than one tenth (1/10th) of the total voting rights of all the members having at that date the right to vote at general meetings. Any such direction shall be in writing and to state the purpose for which the

meeting is being called.

- (ii) The meeting shall be held not less than twenty one (21) days from the date on being directed to do so.
- (iii) The Secretary shall give fourteen (14) days written notice to all members of the date, time and place of the holding of such a meeting.
- (iv) In giving such notice the Secretary shall state the purpose for which the meeting is being called.
- (v) If the Secretary of the Committee shall for fourteen (14) days after such direction has been handed to the Secretary fail to give notice convening a Special General Meeting the members who signed the petition may themselves convene such a meeting.
- (vi) Only the business or purpose for which the meeting is called as expressed in the notice shall be transacted and no other matter whatsoever shall be permitted.

16. QUORUM AND PROCEEDINGS AT ALL GENERAL MEETINGS

- a) No business shall be transacted at General Meetings unless a quorum of fifteen (15) members is present at the time when the meeting proceeds to business and throughout the meeting. A quorum for an Annual General Meeting or a Special General Meeting shall be fifteen (15) members. In the event of the Chairperson of an Ordinary General Meeting allowing a motion to be proposed or other important business to be discussed, the Chairperson shall ensure a quorum of members is present.
- b) If within thirty (30) minutes of the time appointed for the meeting a quorum of members is not present, a meeting convened upon a requisition of a member shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place or as decided by the Chairperson if the date and time is not suitable or the venue is not available for such adjourned meeting. If at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members who are present in person may nevertheless proceed with the business of that meeting as if a quorum were present.
- c) At a General Meeting an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and a Special Resolution put to the vote shall be decided either by a ballot in accordance with Section 24 of the Act as defined in Clause 2(a) of this Constitution; or by a show of hands at the discretion of the Chairperson. Notwithstanding the foregoing a ballot may be demanded during the meeting by at least six (6) financial members present at the meeting.
- d) A ballot so demanded shall be taken in such manner as the Chairperson directs.
- e) The declaration by the Chairperson of the result of any such ballot shall be evidence of the matter as declared.

17. MINUTES OF ALL MEETINGS

- a) The Secretary shall cause proper minutes of all proceedings of all General Meetings and all Committee Meetings to be taken and then to be entered within thirty (30) days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minutes book kept for the purpose.
- b) The Chairperson shall see that the minutes kept pursuant to this Clause are correct, and shall be signed as correct by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting, following the reading of the minutes to and their adoption by members present.
- c) Where the minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was duly convened and held, and also proceedings recorded as taking place at the meeting have duly taken place, and that all appointments made at the meeting have been validly made.

18. FINANCIAL YEAR

The financial year of the Society shall be from the first day of July to the thirtieth day of June in the following years.

19. SUB-COMMITTEES AND CO-OPTION

The Committee shall have power to appoint sub-committees (the membership of which may be from members or non members) for specific purposes and shall issue terms of reference for the sub-committee to report back to the Committee with recommendations for adoption or otherwise.

20. VOTING RIGHTS

Each member present is entitled to one vote except junior members, provided that every member exercising the right to vote shall be a financial member. In the case of an equality of votes the Chairperson shall have a casting vote as well as a deliberative vote.

21. DUTIES OF OFFICE BEARERS

- a) The President

He/she shall –

- (i) take the Chair at all General and Committee Meetings at which he/she is present;
- (ii) be responsible for the proper conduct of the Society's affairs as set out in the Constitution;
- (iii) co-ordinate policy as approved by the Society and be responsible for good publicity bringing the aims and objects of the Society before the public in appropriate cases;

- (iv) be ex officio a member of all sub-committee meetings appointed pursuant to Clause 19 of this Constitution; and
- (v) when in attendance at sub-committee meetings shall have full voting rights as an ordinary member and be counted in the normal way for matters such as quorum.

b) The Vice President

He/she shall

- (i) assist the President in his/her duties;
- (ii) chair the meeting in the absence of the President;
- (iii) deputise for the President if called upon to do so;
- (iv) in the event of both officers being absent the meeting shall appoint a Chairperson.

c) The Secretary

Subject to the control of the Committee he/she shall –

- (i) attend all meetings of the Society, all Committee Meetings and shall keep full and correct minutes of the proceedings of all such meetings;
- (ii) conduct the correspondence of the Society and have custody of all documents, records and registers of the Society and the common seal pursuant to Clause 25 of this constitution;
- (iii) maintain in an up to date condition the Constitution of the Society and upon the request of a member shall provide a copy of the Constitution free of charge;
- (iv) maintain a record of names and addresses of the officer bearers and Committee members pursuant to Clause 12 of this Constitution; such record or records shall be made available to any member upon request to the Secretary; and
- (v) perform such other duties usually associated with the officer of Secretary as may be required by the Committee.

d) The Treasurer

Subject to the control of the Committee he/she shall –

- (i) keep correct accounts and books of the Society which explain the financial transactions and financial position at all times;
- (ii) keep the accounting records in such manner as will enable true and fair accounts of the Society to be conveniently and properly audited;

- (iii) collect and bank all moneys received and give proper receipts for same;
- (iv) arrange all payments and disbursements authorised by the Committee
- (v) arrange and submit financial statements to the committee and to all ordinary general meetings of the Society in such form as directed by the Committee;
- (vi) open bank accounts and such other investment accounts as authorised by the Committee;
- (vii) at the close of each financial year prepare and submit for audit for subsequent admission to the Annual General Meeting together with the Auditor's report (if any) a financial statement showing the financial position of the Society at the end of the immediately preceding financial year: if directed by the Committee shall also submit a Treasurer's report to explain the financial transactions of the Society;
- (viii) on the authority of the Committee arrange for any two of the following: the President, Vice President, Secretary, Treasurer and one Committee member to sign cheques on the bank account(s) and withdrawal forms on investment accounts;
- (ix) have custody of all securities, books and documents relating to the financial affairs of the Society; and
- (x) perform such other duties as usually associated with the office of Treasurer as may be required by the Committee.

22. RESCISSION OF RESOLUTIONS

- a) No resolution of the Society shall be rescinded at any subsequent meeting except by notice of motion setting out the proposed rescission being given to the Secretary at least fourteen (14) days before the date of the meetings at which the proposal is to be considered.
- b) The Secretary shall give in writing to every member due notice of such proposed rescission at least seven (7) days before the date of the meeting.
- c) At the time of the proceedings of the meetings when the proposed rescission is put for determination the Chairperson shall call for a seconder. Upon a seconder coming forward the proposal shall be open for debate for and against and subsequently put to the vote. In the event of the motion to rescind a resolution not being seconded it shall lapse and not be proceeded with.
- d) Voting in this instance shall be by a show of hands with a simple majority determining the outcome of the proposed rescission.

23. THE CONSTITUTION

The Constitution shall bind the Society and every member to the same extent as if

they had respectively signed and sealed it and agreed to be bound by all the provisions thereof.

24. AMENDMENTS TO THE CONSTITUTION

- a) Subject to approval by a special resolution of members of the Society the Constitution may be amended on the recommendation of the Committee or on a motion duly and properly submitted by a financial member.
- b) Any amendment shall be considered and adopted at the Annual General Meeting or a Special General Meeting called for the purpose pursuant to Clause 15(c) of the Constitution provided that the sub-clause hereinafter or this Clause 24 are adhered to.
- c) Notice of the proposed amendment shall be given in writing to all members by the Secretary setting out the proposed amendments not less than twenty one (21) days prior to the date fixed for the meeting at which the amendments are to be considered.
- d) At any General Meeting of the Society at which any notice of motion to amend the Constitution is being considered it shall be competent for any member to move an amendment to such motion without giving prior notice thereof provided that in the opinion of the Chairperson the proposed amendment is relevant to the subject matter of the motion and not a direct negative to the motion.
- e) Amendments passed by a General Meeting of the Society shall be subject to and conditional upon the submission of such amendments being lodged within one month from the date of the meeting with the Commissioner for Corporate Affairs pursuant to the provisions of the Act.
- f) Such lodgement shall be accompanied by a Certificate signed by a member of the committee certifying that the special resolution was duly passed and that the amendments conform to the requirements of the Act.
- g) Should the aforesaid amendments be delivered by post they shall be posted by "Certified Mail", or such other means substituted by Australia Post, and a receipt of delivery be requested and paid for.
- h) Should the aforesaid lodgement be personally delivered to the office of the Corporate Affairs Department, wherever situated, the person so making such lodgement shall inform the Secretary of the date such lodgement was made.
- i) No amendments shall be brought into force or have effect until and unless they shall be been so lodged pursuant to the aforesaid sub-clauses (g) and (h) of this Clause 24. The date bringing into force such amendments shall be the date of receipt acknowledging the relevant documents by the Corporate Affairs Department.

25. COMMON SEAL

- a) The Society shall have a common seal in which its corporate name shall appear in legible characters.

- b) The common seal shall not be used without the express authority of the committee and every use of the common seal shall be recorded in the minute book referred to in Clause 17 of the Constitution.
- c) The affixing of the common seal of the Society shall be witnessed by the President and Secretary or such other officers duly appointed to act in either of these posts.
- d) The common seal shall be kept in the custody of the Secretary.

26. DISSOLUTION

- a) If the Society is solvent and able to meet all debts and liabilities it may be dissolved and wound up by a special resolution carried by a three-fourths (3/4ths) majority of members present and voting as a Special General Meeting called for the purpose.
- b) The Society shall cause a copy of a special resolution passed under the aforesaid sub-clause (a) above to be lodged with the Commissioner for Corporate Affairs within fourteen (14) days after the passing of the special resolution
- c) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.
- d) Dissolution pursuant to the voluntary winding up of the Society shall take effect –
 - (i) Seven days after the distribution of the surplus property; or
 - (ii) If there is no surplus property fourteen (14) days after a copy of the special resolution pursuant to sub-clause (a) of this Clause 26 any member remaining on the register of members may invoke the provisions of Section 31 of the Act and petition the Supreme Court for a compulsory winding up of the Society.