



QUEENSLAND PUBLIC LIBRARIES ASSOCIATION INC.

ABN: 34 455 851 783

CONSTITUTION AND RULES (2022)

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THE RULES

1. INTRODUCTION

A word or expression that is not defined in these model rules but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

The QPLA operates under the Queensland Associations Incorporation Act 1981 Model Rules and the QPLA Constitution and Rules are in accordance with, and an elaboration upon, the model rules.

Queensland Public Libraries Association Incorporated number is **IA 14609**

2. NAME

The name of the incorporated association is **The Queensland Public Libraries Association Inc.**

Throughout this Constitution and Rules unless the contrary intention appears – “Association” means The Queensland Public Libraries Association Inc.

Throughout this Constitution and Rules unless the contrary intention appears – “member” includes a person attending as a proxy or representing a corporation that is a member.

3. OBJECTS

The objects of the association are -

- (a) To facilitate cooperation amongst Queensland Public Libraries on behalf of their local government authorities.
- (b) To provide a forum to share challenges and ideas and to solve common issues in a constructive and creative manner.
- (c) To provide representatives on relevant committees.
- (d) To serve as an advocacy and representative group on matters of interest to Queensland public libraries.
- (e) To provide closer links with other state and national public library associations.
- (f) To promote and foster a credible and professional image of Queensland public libraries.
- (g) Undertake projects or programs that further the objects of the Association and Queensland public libraries.

4. POWERS

- (1) The Association has the powers of an individual.
- (2) The Association may, for example -

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

5. CLASSES OF MEMBERSHIP

- (1) Membership of the Association shall consist of ordinary members
- (2) The number of ordinary members is unlimited.

6. MEMBERSHIP

- (1) An application for membership must be:
 - (a) in writing; and
 - (b) accompanied by the appropriate fee; and
 - (c) in the form decided by the Executive Board.
- (2) Membership of the Association shall be open to Queensland local government public library services and the State Library of Queensland. Voting rights will be vested in one nominated person per membership. The nominated person must be the person in charge of the library service, or a delegated representative, generally a person at a managerial level.

7. MEMBERSHIP FEES

- (1) The membership fee for membership:
 - (a) is the amount decided by the members from time to time at an Annual General Meeting; and
 - (b) is payable when, and in the way, the Executive Board decides.

8. ADMISSION AND REJECTION OF MEMBERS

- (1) All other public library services and the State Library of Queensland will be admitted for membership upon receipt of an application form accompanied by the appropriate fee.
- (2) All Queensland non-local government public library services are ineligible to be members and their applications will be rejected.

9. TERMINATION OF MEMBERSHIP

- (1) A member may resign from the Association by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) the later day if a later day is stated in the notice.
- (3) The Executive Board may terminate a member's membership if the member:
 - (a) does not comply with any of the provisions of these rules; or
 - (b) has membership fees in arrears for at least six months.
- (4) Before the Executive Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Executive Board decides to terminate the membership, the Secretary of the Board must give the member a written notice of the decision.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person or organisation whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of their intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within one month after they receive written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the secretary must, within three months after the day of receipt, call a general meeting to decide the appeal.
- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) Also, the Executive Board and the members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If a person or organisation whose application has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or they appeal but the appeal is unsuccessful, the Secretary must, as soon as practicable,

refund the application fee paid by them.

11. REGISTER OF MEMBERS

- (1) The Executive Board must keep a register of members.
- (2) The register of members must include the following particulars for each member:
 - (a) the full name and business address of the member;
 - (b) the date of admission as a member;
 - (c) the date of resignation of the member;
 - (d) details about the termination or reinstatement of membership;
 - (e) any other particulars the Executive Board or the members at a general meeting decide.
- (3) The register must be open for inspection at all reasonable times.

12. SECRETARY

- (1) If a vacancy happens in the office of Secretary, the members of the Executive Board must ensure a Secretary is appointed or elected for the association within one month after the vacancy happens.
- (2) The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is -
 - (a) a representative of the member of the Association elected by the Association as Secretary; or
 - (b) any of the following persons appointed by the Executive Board:
 - (i) a member of the Association's Executive Board;
 - (ii) a member of the Association;
 - (iii) another person.
- (3) The Executive Board may appoint and remove the Association's Secretary at any time.

13. MEMBERSHIP OF EXECUTIVE BOARD

- (1) The Executive Board of the Association consists of:
 - A. President,
 - B. President-elect (to take office as President following the end of the current President's term),
 - C. Treasurer,
 - D. Secretary,

E. up to four Regional Representatives from different Queensland regions,
F. one First Nations Representative
G. and any other Board members the Association members may elect or appoint at a general meeting

- (2) A member of the Executive Board, other than the Secretary, must be a representative of the member of the Association.
- (3) At each alternate Annual General Meeting of the Association, the members of the Executive Board must retire from office (after two year terms), but are eligible, on nomination, for re- election. The four positions of Regional Representative and the First Nations Representative must retire from office at each Annual General Meeting, but are eligible, on nomination, for re-election. Each officer may only hold an office for a maximum of six consecutive years in total.
- (4) Officers of the Association shall serve from 1st July until 30th June for either two or one year terms as per 13 (3).
- (5) Any casual officers as deemed necessary to the objects and purposes of the Association may be determined and elected at a General Meeting, or be appointed from time to time between General Meetings by the Executive Board. These officers will not have voting rights.
- (6) The State Library of Queensland representative is not eligible to hold any positions on the Executive Board.
- (7) Those representatives of the members of the Association that are nominating for Executive Board positions must be the recognised manager of the public library service or his/her delegate.

14. ELECTING THE EXECUTIVE BOARD

- (1) A member of the Executive Board may only be elected as follows-
 - (a) any representative of a member of the association may nominate to serve as a member of the Executive Board;
 - (b) the nomination must be-
 - (i) in writing; and
 - (ii) signed by the candidate; and
 - (iii) given to the secretary at least 42 days before the Annual General Meeting at which the election is to be held;
 - (c) each member present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
 - (e) If all positions are not filled, then one person may hold more than one position.

- (2) If required by the Executive Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

15. RESIGNATION OR REMOVAL FROM OFFICE OF EXECUTIVE BOARD MEMBER

- (1) An Executive Board member may resign from the Board by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect on-
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice - the later day.
- (3) A member may be removed from office at a General Meeting of the Association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this section.

16. VACANCIES ON EXECUTIVE BOARD

- (1) If a casual vacancy happens on the Executive Board, the continuing members of the Board may appoint another representative of a member of the Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing members of the Executive Board may act despite a casual vacancy on the Executive Board.
- (3) However, if the number of Board members is less than the number fixed under these rules as a quorum of the Executive Board, the continuing members may act only to-
 - (a) increase the number of Executive Board members to the number required for a quorum; or
 - (b) call a General Meeting of the association.

17. FUNCTIONS OF THE EXECUTIVE BOARD

- (1) Subject to these rules or a resolution of the Association members carried at a General Meeting, the Executive Board:
 - (a) has the general control and management of the administration of the affairs, property and funds of the Association; and

- (b) has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.
- (2) The Executive Board may exercise the powers of the Association:
- (a) to borrow, raise or secure the payment of amounts in a way the Association members decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Association may from time to time decide.
- (3) For sub-section (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association; or
 - (b) if there is more than 1 financial institution for the Association - the financial institution nominated by the Association.

18. MEETINGS OF THE EXECUTIVE BOARD

- (1) Subject to subsections (2) to (16), the Executive Board may meet and conduct its proceedings as it considers appropriate.
- (2) The Executive Board must meet at least once every 4 months to exercise its functions.
- (3) The Board must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Board.
- (5) If the Secretary receives a written request signed by at least 33% of the Executive Board members, the Secretary must call a special meeting of the Board.
- (6) A request for a special meeting must state-

- (a) why the special meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (7) At an Executive Board meeting, more than 50% of the members elected or appointed to the Board as at the close of the last General Meeting of the members form a quorum.
- (8) A question arising at a Board meeting is to be decided by a majority vote of Board members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) An Executive Board member must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- (10) The Secretary must give each Executive Board member at least 7 days' notice of a special meeting of the Board.
- (11) A notice of a special meeting must state:
- (a) the day, time, and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (12) The President or, if there is no President or if the President is not present within 10 minutes after the time fixed for an Executive Board meeting, the President-elect is to preside as chairperson at the meeting.
- (13) If the President and the President-elect are absent from a Board meeting, the members may choose one of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within 30 minutes after the time fixed for a Board meeting called on the request of Board members, the meeting lapses.
- (15) If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on the request of Board members, the meeting is to be adjourned to:
- (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the Board.
- (16) If, at the adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

19. DELEGATION OF EXECUTIVE BOARD POWERS

- (1) The Executive Board may delegate the whole or part of its powers to a subcommittee consisting of the Association members considered appropriate by the Board.

- (2) A subcommittee may only exercise delegated powers in the way the Board decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

20. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the Executive Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when:
 - (a) there was a defect in the appointment of a member of the Executive Board, subcommittee or person acting as a member of the Board; or
 - (b) an Executive Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

21. RESOLUTIONS OF THE EXECUTIVE BOARD WITHOUT MEETING

- (1) A written resolution signed by each member of the Executive Board for the time being entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by one or more members of the Board.

22. ANNUAL GENERAL MEETINGS

Each Annual General Meeting must be held:

- (a) at least once each year; and
- (b) within 6 months after the end of the Association's previous financial year.

23. BUSINESS TO BE TRANSACTED AT AN ANNUAL GENERAL MEETING

The following business must be conducted at each Annual General Meeting:

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
- (b) receiving the Auditor's report on the financial affairs of the Association for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the Executive Board;
- (e) appointing an Auditor;
- (f) confirming the Minutes of the preceding AGM;
- (g) determining membership fees for the coming year by a majority vote;
- (h) transacting such special business as may be determined by the Executive Board, or be submitted by any member, by written notice to the Secretary for inclusion in the business paper;
- (i) discussing or determining such other matters as may be raised in general business and which are within the terms of this Constitution and Rules.

24. SPECIAL GENERAL MEETING

- (1) The Secretary may only call a special General Meeting by giving each member at least 7 days' notice of the date of the meeting, within 14 days after being:
 - (a) directed to call the meeting by the Executive Board; or
 - (b) given a written request signed by:
 - i. at least 33% of the members of the Association presently on the Executive Board;
 - ii. at least the number of ordinary members of the Association equal to double the number of members of the Association presently on the Executive Board plus 1; or
 - (c) given a written notice of an intention to appeal against the decision of the Executive Board:
 - i. to reject an application for membership; or
 - ii. to terminate a person's membership.
- (2) A request mentioned in subsection (1) (b) must state-

- (a) why the special General Meeting is being called; and
- (b) the business to be conducted at the meeting.

25. NOTICE OF GENERAL MEETING

- (1) The Secretary may call a General Meeting of the Association.
- (2) The Secretary must give at least one month's notice of the meeting to each Association member, provided that a minimum of two months' notice is given in respect of an Annual General Meeting.
- (3) The Executive Board may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the Executive Board; or
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (5) A notice of a General Meeting must state the business to be conducted at the meeting.

26. QUORUM FOR GENERAL MEETING

- (1) Subject to subsection (5), at a General Meeting, a quorum is represented by the number of members present that is equal to double the number of members of the Association presently on the Executive Board, plus one.
- (2) No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a General Meeting called on the request of members of the Executive Board or the Association, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Executive Board or the Association, the meeting is to be adjourned to:
 - (a) the same day, time, and place in the next week; or
 - (b) a day, time and place decided by the Executive Board of the Association.
- (5) If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present,

and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

27. PROCEDURE AT GENERAL MEETINGS

- (1) Subject to these rules, at each General Meeting -
 - (a) the President or, if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the President-elect is to preside as chairperson; and
 - (b) if the President-elect is absent or unwilling to act as chairperson, the members present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way; and
 - (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
 - (e) each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
 - (f) a member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting; and
 - (g) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
 - (h) if a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides; and
 - (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
 - (j) a member may vote in person or by proxy or by attorney and:
 - i. on a show of hands, each person present who is a member or a representative of a member has one vote; and
 - ii. in a secret ballot, each member present in person or by proxy or by attorney

or other properly authorised representative has one vote; and

- (k) an instrument appointing a proxy must be in writing; and-
 - i. if the appointor is an individual - signed by the appointor or the appointor's attorney properly authorised in writing; or
 - ii. if the appointor is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation; and
- (l) a proxy may be a member of the Association or another person; and
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

QUEENSLAND PUBLIC LIBRARIES ASSOC INC
<p>I, _____ [full name]</p> <p>Of _____ [local government authority/public library service],</p> <p>being a member of the Association, appoint _____ [full name]</p> <p>of _____ [local government authority/public library service]</p> <p>as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the _____ day of _____, 20____, and at any adjournment of the meeting.</p> <p>Signed this _____ day of _____, 20____ .</p> <p>Signature. _____</p> <p>This form is to be used * in favour of / *against the resolution. *Strike out whichever is not wanted.</p>

(Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and

- (o) each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

- (p) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Board meeting and General Meeting are entered in a minute book; and
 - (q) the Secretary must ensure the minute book for each General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- (2) To ensure the accuracy of the minutes recorded under subsection (1)(p):
- (a) the minutes of each Executive Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy; and
 - (b) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (c) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a General Meeting or Annual General Meeting, verifying their accuracy.

28. BY-LAWS

- (1) The Executive Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of members at a General Meeting of the Association.

29. ALTERATION OF RULES

- (1) Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the President.

30. COMMON SEAL

- (1) The Executive Board must ensure the Association has a common seal.
- (2) The common seal must be:
 - (a) kept securely by the Executive Board; and
 - (b) used only under the authority of the Executive Board.
- (3) Each instrument to which the seal is attached must be signed by a member of the Executive Board and countersigned by:
 - (a) the Secretary; or
 - (b) another member of the Executive Board; or

- (c) someone appointed by the Executive Board.

31. FUNDS AND ACCOUNTS

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Executive Board.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by electronic funds transfer or by debit card issued to authorized members of the Executive Board.
- (5) If an amount of \$100 or more is paid by electronic funds transfer the payment must be authorised via the Associations banking application by any two of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) another member authorised by the Executive Board for the purpose.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- (7) A petty cash account must be kept on the imprest system, and the Executive Board must decide the amount of petty cash to be kept in the account.
- (8) All expenditure must be approved or ratified at an Executive Board meeting.
- (9) The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
 - (a) the income and expenditure for the financial year just ended;
 - (b) the Association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year;
 - (d) a budget for distribution to members of the Association at least one month prior to the Annual General Meeting to facilitate discussion.
- (10) The Auditor must examine the statement prepared under subsection (8) and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.

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

32. DOCUMENTS

The Executive Board must ensure the safe custody of books, documents, instruments of title and securities of the Association.

33. FINANCIAL YEAR

The financial year of the association closes on 30th June in each year.

34. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This section applies if the Association-
- (a) is wound-up under part 10 of the Act; and
 - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the Association members.
- (3) The surplus assets must be given to another entity:
- (a) having objects similar to the Association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this section:
"surplus assets" has the meaning given by section 92(3) of the Act.