

**CONSTITUTION AND RULES OF THE
BEECHWORTH & DISTRICT CHAMBER OF COMMERCE
& INDUSTRY INCORPORATED**

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ASSOCIATIONS INCORPORATION ACT 1981

CONSTITUTION OF THE BEECHWORTH & DISTRICT CHAMBER OF COMMERCE & INDUSTRY

1. NAME

1. The name of the Incorporated Association is the Beechworth & District Chamber of Commerce & Industry Incorporated – in these rules called “THE ASSOCIATION”.

2. INTERPRETATION

2. (1) In these rules unless the contrary intention appears – ‘Committee’ means the Committee of Management of the Association.
‘Financial Year’ means the year ending 30th June.
‘General Meeting’ means a general meeting of members convened in accordance with Rule 12
‘Member’ means a member of the Association.
‘Ordinary Member of the Committee’ means a member of the Committee who is not an Officer of the Association.
‘The Act’ means the Associations Incorporation Act 1981.
‘The Regulations’ means regulations under the Act.
‘Person’ includes any person or body eligible for membership of the Association.
- (2) In the Rules, a reference to the Secretary of an Association is a reference to:-
 - (a) where a person holds office under these Rules as Secretary of the Association
- to that person; and
 - (b) in any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Act and the Interpretation of Legislation Act 1984, as in force from time to time.

3. PURPOSE

3. The purpose of the Beechworth & District Chamber of Commerce and Industry Incorporated is to:
Represent, support, promote and act for and on behalf of the Beechworth and District business community.

4. APPLICATION FOR MEMBERSHIP

4. (1) A person who is nominated and approved for membership as provided in these Rules is eligible to be an Ordinary Member of the Association on payment of the annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association, or who was such a member at that time but has ceased to be a member, shall not be admitted to membership –
 - (a) unless nominated as provided in sub-clause (3); and
 - (b) admission as a member is approved by the committee
- (3) A nomination of a Person for membership of the Association –
 - (a) shall be made in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the Secretary of the Association.
- (4) As soon as is practicable after the receipt of the nomination, the Secretary shall refer the nomination to the Committee.
- (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that they are approved for membership of the Association and request payment within the period of 28-days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- (7) The Secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-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.
- (8) A right, privilege, or obligation of a person by reason of membership of the Association -
 - (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of such membership whether by resignation or otherwise.
- (9) Members may be represented by a delegate.

5. ANNUAL SUBSCRIPTION

5. (1) The annual subscription for Ordinary Membership is such amount as shall be fixed from time to time by the Committee of the Association and shall be deemed to accrue from the first day of July in each year.**
- (2) Annual subscriptions shall be payable on or before the first day in August, providing the committee may, in special circumstances, agree to accept later payment.
- (3) In the first year of membership, the amount of subscription payable by a member shall be calculated on a monthly pro-rata basis.

6. REGISTER OF MEMBERS

6. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of each Member and the Register shall be available for inspection by Members.

****NOTE:**

The 'year of the Chamber' as designated in 5. (1), may be other than the financial year beginning July 1, e.g. the calendar year or any other 12-month period, with corresponding changes to sub-clauses of this Clause and wherever else appearing in the Constitution.

7-8. RESIGNATION AND EXPULSION OF MEMBER

7. (1) A member of the Association who has paid all moneys due and payable to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
8. (1) Subject to these Rules, the Committee may by resolution:-
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period.
- (2) A resolution of the Committee under sub-clause (1):-
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause, and
 - (b) where the member exercises a right to appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

- (3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member or their representative may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that they may do one or more of the following:-
 - (i) Attend the meeting
 - (ii) Give the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not late than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee:-
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), they shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):-
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given the opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:-
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

9. DISPUTES AND MEDIATION

9. (a) The grievance procedure set out in this rule applies to disputes under these Rules between -
- (1) a member and another member:
 - or
 - (2) a member and the Association

- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be –
 - (1) a person chosen by agreement between the parties: or
 - (2) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must –
 - (1) give the parties to the mediation process every opportunity to be heard; and
 - (2) allow due consideration by all parties of any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

10. ANNUAL GENERAL MEETINGS

- 10. (1) The Association shall in each calendar year convene a general meeting of its members (herein called “the annual general meeting”).
- (2) The Secretary/Public Officer shall give fourteen days notice of the Annual General Meeting.
- (3) The annual general meeting shall be held on such day as the Committee determines.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the Annual General Meeting shall be:-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee; and

- (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (7) The annual general meeting shall be in addition to any other meetings that may be held in the same year.

11-12. SPECIAL GENERAL MEETING

- 11. All general meetings other than the annual general meeting shall be called special general meetings.
- 12. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of Members representing not less than 5% of the total number of Ordinary Members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (4) If the committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than 3-months after that date.
- (5) A special general meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

13. NOTICE OF GENERAL MEETINGS

- 13. (1) At least seven days notice of General Meetings of the Association shall be given by The Secretary to all general members listed in the register, stating the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting.

14-21. PROCEEDINGS OF MEETINGS

14. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
 - (2) 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 when the meeting is considering that item.
 - (3) Five Ordinary Members (being Members entitled under these Rules to vote at a general meeting), personally present, constitute a quorum for the transaction of the business of a general meeting.
 - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall stand adjourned to a time and place specified by the Chairperson and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Ordinary Members present (being not less than three) shall be a quorum.
15. (1) The President, or in their absence, the first Vice-President, or in their absence the second Vice-President, shall preside as Chairperson at each general meeting of the Association.
 - (2) If the President and the first and second Vice-Presidents are absent from a general meeting, the Members present shall elect one of their number to preside as Chairperson at the meeting.
16. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of 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.
 - (2) Where a meeting is adjourned for 14-days or more a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. A question arising at a general meeting of the Association shall be determined by a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
18. (1) Upon any question resolution or other matter arising at a general meeting of the Association, an Ordinary Member shall be entitled to one vote only.

- (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
19. (1) If at a meeting a poll on any question is demanded by not less than three Ordinary Members, it shall be taken at that meeting in such manner as the chairman of the meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson of the meeting may direct.
20. A member is not entitled to vote at any general meeting or entitled to any of the privileges of the Association unless all monies due and payable to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
21. (1) Each Ordinary Member shall be entitled to appoint another Ordinary Member as his 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.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

22-25. COMMITTEE OF MANAGEMENT

22. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 24.
- (2) The Committee:-
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members of the Association; and
 - (c) subject to these Rules, the Regulation and the Act, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) The Committee may delegate any of its powers to a sub-committee or sub-committees and such sub-committee shall exercise the powers delegated to it in accordance with any directions of the Committee.
23. (1) The officers of the Association shall be:-
- (a) President;
 - (b) first Vice-President;
 - (c) second Vice-President;

- (d) Honorary Secretary
- (e) Honorary Treasurer; and.
- (f) Immediate Past President*

- (2) The provisions of Rule 24 as far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

*As appropriate, in conjunction with Clause 39, “Employees”.

24. Each officer of the Association shall hold office until the annual general meeting next after the date of their election but is eligible for re-election.

- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.

25. (1) Subject to section 23 of the Act, the committee shall consist of:-

- (a) at least four officers of the Association;
- (b) a maximum of six Ordinary Members each of whom shall be elected at the annual general meeting of the Association in each year; and
- (c) additional person or persons, whether or not members of the Association, who chair for the time being any sub-committee or sub-committees.

- (2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting next after the date of their election but is eligible for re-election.

- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the Committee may appoint any Ordinary 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 their appointment.

- (4) The officers of the Association shall form the Executive of the Association and shall have control of the day to day management and running of the Association.

26-27. ELECTION OF OFFICERS AND VACANCY

26. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:-

- (a) shall be made in writing, signed by two Ordinary 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 seven days before the date fixed for the holding of the annual general meeting.

- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
 - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (5) The ballot for the election of officers 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.
 - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election and has agreed to accept such nomination.
27. For the purposes of these Rules, the office of an officer of the Association or of the ordinary member or additional member of the Committee becomes vacant if the officer or member:-
- (a) ceases to be a financial member of the Association
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (c) resigns their office by notice in writing given to the Secretary
 - (d) fails to attend three consecutive meetings without either first obtaining leave of absence or forwarding an apology to the Secretary prior to the meeting.
 - (e) becomes of unsound mind or is liable to be dealt with in any way under the law relating to mental health; or
 - (f) is under sentence or bond for treason, felony, conspiracy, corruption or perjury.

28. PROCEEDINGS OF COMMITTEE

28. (1) The Committee shall meet at least three times in each year at such place and such time as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
 - (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
 - (4) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
 - (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned unless the meeting was a special meeting in which case it lapses.
 - (6) At meetings of the Committee:-

- (a) the President or in his absence the Vice-president shall preside; or in his absence the second Vice-President shall preside; or
 - (b) if the President and first and second Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
 - (8) 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 and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - (9) Written notice of each Committee meeting shall be sent to each member of the Committee at a reasonable time before the meeting at least two business days before the date of the meeting.
 - (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

29. SECRETARY

- 29. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in a manner provided for that purpose together with a record of the names of persons present at Committee meetings.

30. TREASURER

- 30. (1) The Treasurer of the Association:-
 - (a) shall be responsible for the collection and receipt of all moneys due to the Association and the making of all payments authorised by the Association; and
 - (b) shall be responsible for keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

HONORARY COUNSELLOR

31. HONORARY LIFE MEMBERS

- 31. (1) The Association in general meeting may by resolution confer Honorary Life Membership on Past-Presidents of the Association or on a person or persons, who in the opinion of the Committee, have rendered outstanding service on behalf of the Association and are worthy of recognition.

- (2) Honorary Life Members shall be elected on such terms and conditions as the Committee may from time to time determine.
- (3) Honorary Life Members shall be entitled to attend all general meetings of the Association but not have voting rights.

32. REMOVAL OF MEMBER OF THE COMMITTEE

- 32. (1) The Association in a general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in their stead to hold office until the expiration of the term of the first- mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they 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 may require that they be read out at the meeting.

CHEQUES

33. COMMON SEAL

- 33. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (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 of two persons designated by the Committee or of one member of the Committee of management and of the Public Officer of the Association.

34. ALTERATION OF RULES AND STATEMENT OF PURPOSE

- 34. These Rules and the statement of purpose of the Association shall not be altered except in accordance with the Act.

35. NOTICES

- 35. (1) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by to the Member at the address shown in the Register of Members.

- (2) Where a document is properly addressed and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

36. WINDING UP OR CANCELLATION

36. (1) The Association shall not be dissolved or wound up except by resolution of 75% of the members.
- (2) In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers and with the provisions of the Act to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

37. CUSTODY OF RECORDS

37. Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control; all books, documents and securities of the Association.

38. FUNDS

38. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

39. MANAGEMENT OF FUNDS

39. (1) The Treasurer shall receive all monies and issue receipts where appropriate, pay all accounts which have been passed for payment by the Association and shall submit a financial statement at each meeting.
- (2) The funds of the Association shall be banked in the name of the Beechworth & District Chamber of Commerce and Industry Inc.
- (3) The accounts paid by cheque (and all cheques) shall be signed by two members of the Committee of Management, one of those signatories being the Treasurer.
- (4) Internet banking may be employed under terms determined by the Committee.
- (5) At the conclusion of the financial year the books and accounts of the BDCCI Inc shall be examined and audited.
- (6) The Auditor shall be as required in the Act.
- (7) The Auditor shall examine all accounts, vouchers, receipts and all prescribed books of account and furnish a report for presentation at the Annual General Meeting.

- (8) The financial year of the accounts shall conclude on June 30th each year.
- (9) The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Association except as a bona fide remuneration of services rendered or expenses incurred on behalf of the Association.

40. EMPLOYEES

- 40. The Committee may appoint contractors, sub contractors and staff of the Association on such terms and conditions as it considers appropriate, provided that no contract of service shall be entered into for more than one year without the approval of the annual general meeting of the Association.