



Constitution

Women in ICT Australia Incorporated (WICTA)

Under the NSW Associations Incorporation Act 2009

This is a controlled document.

Changes to this document may not be made without approval by the WICTA Management Committee.

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1 Preliminary and Definitions

1.1 Interpretation

The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

1.2 Name of the Association

The name of the Association shall be the Women in ICT Australia Incorporated (hereinafter referred to as 'WICTA').

1.3 Trademark

The trademark of WICTA shall be designated as 'FITT' (Females in Technology and Telecommunications).

1.4 Definitions

Where a reference is made to the 'Act' it means the NSW Associations Incorporation Act 2009.

In this Constitution unless the context otherwise requires, words importing the singular shall include the plural and vice versa, words importing personal shall include corporation and the following expressions shall have respectively the meaning assigned to them hereunder.

In this Constitution

- a reference to a function includes a reference to a power, authority and duty, and
- a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

Term	As used in this document
Act	Refers to the <i>Associations Incorporation Regulation 2010</i> .
AGM	Refers to the Annual General Meeting of WICTA.
Association	Refers to the WICTA or FITT organisation.
Chair	Refers to the person who chairs the Management Committee.
Committee Member	Refers to any ordinary individual member who upholds a commitment to the Mission, Vision, Values and Objectives of WICTA by serving on subcommittee (as appointed by the Management Committee).
Company Secretary	Refers to the individual assigned to take the minutes at Management Committee meetings.
Corporate Partner	Refers to an organisation in the ICT industry, who has demonstrated their interest in WICTA through an sponsorship agreement.
Deputy Chair	Refers to a designee, from the Management Committee, appointed by the Chair to preside at Management Committee meetings in the absence of the Chair.
Executive	Refers to the Executive of the Management Committee and includes the Chair, Treasurer, and Secretary plus one other member of the Management Committee.
FITT	Refers to the brand name of WICTA: Females in Technology and Telecommunications.
Management Committee (MC)	Refers to the governing body of WICTA. Management Committee members are Ordinary Individual Members who uphold their commitment to the Mission, Vision, Values, and Objectives of WICTA by managing the day-to-day affairs of WICTA.
Member	Refers to a person who has registered with WICTA.
Membership Registrar	Refers to the complete list of active Members of WICTA.
Membership	Refers to membership of WICTA, as composed by Members.
Ordinary Individual Members	Refers to members who have registered their interest on the WICTA Database to receive communications and information about WICTA and its activities.
Office Bearers	Refers to the appointed members of the Management Committee.
Public Officer	Refers to the Member, appointed by the Management Committee who acts as the official contact for compliance and regulatory matters.
Regulation	Refers to the <i>Associations Incorporation Regulation 2010</i> .

Seal	Refers to the common seal of WICTA.
Secretary	Refers to the Member holding office under this constitution as Company Secretary or, if no such person holds that office, the Public Officer of the association.
SGM	Refers to any Special General Meeting of the association other than an annual general meeting.
Sponsorship Agreements	Refers to the rights and privileges Corporate Partners receive which are formalised and active for a one (1) year term, renewable annually at the mutual agreement of both parties.
Treasurer	Refers to the Member of the Management Committee of WICTA responsible for overall commercial management.

2 Part 2 – Objectives of WICTA

The objectives for which WICTA is established are:

- (a) Creating a voice for women in ICT by partnering with industry leaders in Information and Communications Technology to drive the gender diversity agenda in Australia.
- (b) Complementing existing corporate programs by offering organisations services such as professional mentoring, education and diversity statistics, and data about how to retain and grow their female workforce.
- (c) Empowering individuals to achieve their career aspirations through regular webinars and events from leading experts and student outreach programs
- (d) Expanding the FITT network by increasing Corporate and individual subscribers as well as increasing our online influence through social media channel

3 Membership of WICTA

3.1 Eligibility for Membership

Individual membership is available to all persons who indicate a commitment to the Mission, Vision, Values, and Objectives of WICTA.

3.2 Membership Obligations

All members of WICTA shall be subject to the provisions of the Constitution.

3.3 Membership Categories

The WICTA shall have three types of members:

- Management Committee Members
- Committee Members
- Ordinary Individual Members

Management Committee Members

Management Committee Members are ordinary Individual members who uphold their commitment to the Mission, Vision, Values and Objectives of WICTA by managing the day-to-day affairs of WICTA.

Committee Member

Committee Members are ordinary individual members who uphold a commitment to the Mission, Vision, Values and Objectives of WICTA by serving on a subcommittee (as appointed by a Management Committee member).

Ordinary Individual Members

Members who have registered their interest on the WICTA Database to receive communications and information about WICTA and its activities.

3.4 Membership Register

- (e) The Management Committee shall cause a Membership Register to be kept showing the full name and address of those registered and such other particulars as Management Committee may direct.

3.5 Corporate Partners

- (a) Corporate Partners are any organisation in the ICT industry that has a genuine interest in working with WICTA because they believe the alliance will provide something of value for both organizations. The rights and privileges of Corporate Partners are formalised separately in documents entitled "Sponsorship agreements". Sponsorship agreements do not form part of this Constitution.
- (b) Sponsorship agreements are generally active for a one-year term, renewable annually at the mutual agreement of both parties.
- (c) While staff of Corporate Partners may also be WICTA Ordinary Individual Members, it is not necessary for Corporate Partner staff to register as Ordinary Individual Members in order to participate in WICTA activities.

3.6 Cessation of Membership

- (a) Members are granted a lifetime membership to WICTA however; the Management Committee reserves the right to cull the membership database due to member inactivity or loss of contact information.

3.7 Annual Subscription fees

- (a) Any member subscription fees determined by the Management Committee will be offered on an opt-in basis. Subscription terms are identified under separate cover called "Subscription Terms and Conditions" and are renewable on an annual basis.
- (b) Members not electing to pay the annual subscription will not lose their membership status however will not receive any benefits associated with the subscription fees.

4 The Management Committee (MC)

4.1 Composition and Membership of Management Committee

- (a) A Management Committee comprising a minimum of five (5) and a maximum fifteen (15) Ordinary Individual Members shall govern the association.
- (b) All Members appointed to the Management Committee are "Office Bearers".
- (c) The Office-Bearers of the association are as follows:
 - Chair (as Management Committee Chairperson)
 - Finance (as Treasurer)
 - Public Officer (and Company Secretary)
 - In addition, other positions as determined by the Management Committee and guided by (a) above.

4.2 Terms of Appointment

- (a) The term of appointment of all members of the Management Committee shall be for two years, subject to:
 - Each year half of the office bearers shall retire and be eligible for re-appointment.
 - All office bearers of the Management Committee are unpaid volunteers and shall not seek compensation for their efforts.

4.3 Appointment of Management Committee Members

4.3.1 Process for appointment

- (a) All appointments to the Management Committee shall be by nomination.
- (b) All Ordinary Individual Members of the association are eligible for nomination to the Management Committee.
- (c) Nomination may occur by an Management Committee member or may occur through a general call to the membership.
- (d) Nominations for the Management Committee shall be lodged with the Company Secretary not less than fourteen days before the Annual General Meeting
- (e) All nominations will follow a standard recruitment process to ensure suitability for the role.
- (f) The names of suitable nominations successful in passing the recruitment process will be forwarded to the Annual General meeting for potential appointment.
- (g) The recruitment process may be by-passed where the nominee is an existing member of a subcommittee (or Management Committee) in good standing.
- (h) Two Management Committee members must approve each nomination to the Annual General Meeting.
- (i) Appointment is confirmed by a majority vote at the Annual General Meeting.
- (j) All appointments are official at the end of the meeting.

4.3.2 Notice

- (a) Not less than fourteen clear days before the Management Committee meeting for a formal vote to establish an appointment, each Management Committee Member will be provided notice of the appointment to be declared at that meeting and all nominees for the position.
- (b) Results of an appointment should be communicated to all members via the next available option; such as the newsletter or a WICTA related event.

4.4 Executive Roles & Responsibilities

- (a) Management Committee Roles identified as “executive” are those role names and responsibilities will remain in perpetuity for WICTA.
- (b) The Executive for WICTA shall consist of Chair, Secretary, Treasurer, and one other as determined by the Management Committee.

Chair

- (a) The Chair shall be the nominal head of the Association and will preside at any Management Committee meeting, AGM or SGM at which she is present.
- (b) If the Chair is not present, is unwilling or unable to preside, and has not appointed a Deputy Chair to preside as chair during her absence, the remaining Office Bearers shall appoint one (1) of their number to preside as chair for that meeting only.
- (c) The Chair shall develop and distribute the agenda for all Management Committee, AGM and SGM meetings with recommendations from Management Committee members.
- (d) The Chair will ensure a balanced discussion on all agenda topics and call for a formal vote as required to formalise a decision.
- (e) The Chair will identify actions as appropriate and assign to Management Committee members or a subcommittees as appropriate.

Secretary

- (a) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice of his or her details and address.
- (b) It is the duty of the Secretary to keep Minutes of:
 - all appointments of office-bearers.
 - the names of members of the committee present at a committee meeting or a general meeting.
 - all proceedings at Management Committee and Annual General Meetings.

- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson at the next succeeding meeting.
- (d) Where a specific and independent appointment does not exist for a Public Officer, the Secretary acts in the role as Public Officer for WICTA.

Treasurer

- (a) It is the duty of the Treasurer of the Association to ensure that:
 - all money due to the association is collected and received and that all payments authorised by the association are made.
 - correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.
 - All financial report as necessary to support regulatory and compliance reporting.
- (b) While the Treasurer acts as the Commercial Manager for the organisation, the Treasurer must escalate any and all financial and business risks to the Management Committee as appropriate.

4.5 Casual Vacancies

- (a) A casual vacancy in the Management Committee occurs if the member:
 - Dies.
 - Ceases to be a member of the Association.
 - Resigns office by notice in writing given to the Secretary.
 - Absent without the consent of the Management Committee from three (3) consecutive meetings of the Management Committee.
 - Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
 - Is removed from office (refer 4.6).

4.6 Removal of Management Committee Members

- (a) The Management Committee may remove any Office Bearer from office before the expiration of the member's term of office by resolution.

4.7 Management Committee Meetings

- (a) The Management Committee should meet at least three times in each period of 12 months at such place and at a time as the Management Committee may determine.
- (b) Additional meetings of the Management Committee may be convened by the Chair or by any member of the Management Committee.
- (c) Written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 14 days (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (d) Notice of a Management Committee meeting given under subclause (c) must specify the general nature of the business to be transacted at the meeting and no other business should be transacted at the meeting, except business, which the committee members present at the meeting agree to treat as urgent business.
- (e) Any five (5) members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (f) No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present; the meeting is to stand adjourned until a suitable time and place can be identified within fourteen (14) days.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

4.8 Voting and Decisions at a Management Committee Meeting

- (a) Questions arising at a meeting of the Management Committee are to be determined by a majority of the votes of members of the Management Committee present at the meeting.
- (b) Each member present at a meeting of the Management Committee is entitled to one vote however in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- (c) Subject to this Constitution, the Management Committee may act despite any vacancy on the committee.

4.9 Powers of the Management Committee

- (a) Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Management Committee:
 - may appoint a new role of any member subject to (4.1) above and this Constitution.
 - may appoint a member of the Association to fill a casual vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the next Annual General Meeting following the date of the appointment.
 - may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Association.
 - has the power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association.
 - The Management Committee may, as it thinks fit, alter, amend, or review the Rules of the Association at any time by a majority vote of the Management Committee. Such changes shall be deemed to have the same effect as if they had been altered, amended, or reviewed by the members at the Annual General Meeting.
 - may delegate to designated individuals or sub-committees "powers or functions" (other than this power of delegation and the power to make policies and appoint officers) as described below.

4.10 Delegation by Management Committee to a Sub-committee

- (a) The Management Committee may delegate to one or more Sub-committees (consisting of such member or members of the Association as the Management Committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than
 - this power of delegation, and
 - a function, which is a duty, imposed on the committee by the Act or by any other law.
- (b) Despite any delegation under this clause, the Sub-committee may continue to exercise any function delegated.
- (c) Any act or thing done or suffered by a Sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (d) The Sub-committee may revoke wholly or in part any delegation under this clause.
- (e) The Sub-committee may meet and adjourn as it thinks proper.

4.11 Conflicts of Interest

The Management Committee and any Sub-committee must always act with integrity and respond to decisions to support the best outcomes for WICTA.

Conflict of Interest

- (a) An Office Bearer or Sub-committee member shall declare an interest in any matter in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Management Committee.
- (b) Office Bearers and/or Sub-committee members, who declare a conflict of interest, may be required to absent themselves from discussion of such matter(s) and shall not be entitled to vote in respect of such matter(s). In the event of any uncertainty as to whether it is necessary for the individual to be absent from discussions and refrain from voting, the issue shall be immediately determined by vote of the Management Committee, or if this is not possible, the matter shall be adjourned or deferred.

Disclosure of Interest(s)

- (a) The nature of the interest of any Office Bearer must be declared by the Office Bearer at the meeting of the Management Committee at which the conflict or other matter is first taken into consideration. If a Committee Member becomes aware of a conflict of interest after a matter has been discussed, the conflict must be declared at the first meeting of the Management Committee held after the Committee Member becomes aware of the conflict.

Recording of Interest(s)

- (a) It is the responsibility of the Management Committee Chair and the Secretary to record in the Minutes any declaration made or any general notice given by an Office Bearer in relation to above at a Management Committee meeting.

5 General Meetings

5.1 Annual General Meeting (AGM)

- (a) The Association must hold its *first* Annual General Meeting within 18 months after its registration under the Act.
- (b) The Association must hold its Annual General Meeting
 - within six months after the close of the Association's financial year, or
 - within such later time as may be allowed by the Director-General or prescribed by the Regulation.

5.2 Notice and Business at Annual General Meetings

- (a) The Annual General Meeting of the Association is, subject to the Act, to be convened on such date and at such place and time as the Management Committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting the business of an Annual General Meeting is to include the following:
 - to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting,
 - to receive Sub-committee reports on the activities of the Association during the last preceding financial year,
 - to appoint Office-Bearers of the Association,
 - to receive and consider any financial statement or report required to be submitted to Management Committee Members under the Act.
- (c) An Annual General Meeting must be specified as such in the notice convening it.

5.3 Special General Meetings (SGM)

- (a) The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Management Committee must, on the requisition in writing of at least fifty percent plus one (1) of voting members, convene a Special General Meeting of the Association.
- (c) The requisition of members for a Special General Meeting:

- Must state the purpose or purposes of the meeting,
 - must be signed by the members making the requisition,
 - must be lodged with the secretary, and
 - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Management Committee fails to convene a Special General Meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- (e) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as the Management Committee convenes General Meetings.

5.4 Resolutions

- (a) A question arising at a General Meeting of the Association is to be determined by either
- a show of hands, or
 - if on the motion of the Chair or if five or more members present at the meeting decide that the question should be determined by a secret ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) If the question is to be determined by a secret ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

5.5 Special Resolutions

A special resolution may only be passed by the Association in accordance with the Act.

5.6 Voting

- (a) On any question arising at a General Meeting of the Association a Management Committee Member has one vote only.
- (b) In the case of an equality of votes on a question at a General Meeting, the Chair (or representative) is entitled to exercise a second or casting vote.

5.7 Proxy Votes

- (a) Proxy voting must not be undertaken at or in respect of any meeting held on behalf of WICTA.

6 Part 6 – Miscellaneous

6.1 Insurance

The association *must* effect and maintain insurance to ensure the protection of personal assets and effects of its volunteers, including the Management Committee members.

6.2 Funding

- (a) The funds of the association are to be derived from sponsorship fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in a General Meeting, such other sources as the Management Committee determines.

- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

6.3 Funds - Management

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Management Committee determines.
- (b) Authority to sign cheques, drafts, bills of exchange, promissory notes and other negotiable instruments is limited to members of the Management Committee Executive or as authorised to do so by the Management Committee.
- (c) At all times, at least two members of the Management Committee Executive should be authorised to sign cheques, drafts, bills of exchange, promissory notes and other negotiable instruments to ensure the continuing operations of the Association in the event of a Casual Vacancy in the Treasury function.

6.4 Change of Name, Objects and Constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Management Committee Member.

6.5 Custody of Books

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

6.6 Inspection of Books

The following documents must be open to inspection, free of charge, by a Corporate Partner or Individual Ordinary Member of the Association at any reasonable hour:

- records, books and other financial documents of the association.
- this constitution.
- minutes of all committee meetings and general meetings of the association.

A member of the Association may obtain a copy of any of the documents referred to above on payment of a reasonable fee for each page copied.

6.7 Service of Notices

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - by delivering it to the person personally.
 - by sending it by pre-paid post to the address on record of the person.
 - by sending it by facsimile transmission.
 - by some other form of electronic transmission such as email to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - in the case of a notice given or served personally, on the date on which it is received by the addressee.
 - in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post.

- in the case of a notice sent by facsimile transmission on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- In the case of an electronic transmission such as email, the date the notice was sent.

6.8 Financial Year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

6.9 Audit

- (a) The association shall, if required, appoint an Auditor or Auditors to examine and report not less than once in each financial year into and upon the finances and funds of the Institute.
- (b) The Auditor's report for the year then ending shall be laid before each Annual General Meeting.

6.10 Branches

- (a) The association may set up Branches of WICTA at any place or places within the Commonwealth of Australia. Committees of Management shall manage branches of WICTA on behalf of the Management Committee for the purpose of pursuing the objects of the WICTA as stated in the Constitution.

6.11 Seal

- (a) The Management Committee may, if it thinks fit, procure and use a Common Seal for the Association. This Seal shall be kept at the registered office of WICTA and shall not be used except upon the authority of the Management Committee and only in the joint presence of two Members of the Management Committee. All two shall sign their names in authentication of the due and proper use of the seal.

6.12 Rules

- (a) The Management Committee shall follow a set of Rules that shall govern their day-to-day operations.
- (b) If Rules are not available, activities by the Management Committee shall be followed so far as applicable and not inconsistent with this Constitution.

6.13 Dissolution

- (a) WICTA shall not be dissolved except at a Special General Meeting called for the purpose and by a resolution carried by a majority of at least two thirds of the members present.
- (b) In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is not carried on for the profit or gain of its individual members.

6.14 Assets and Income

- (a) The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.