

FINLAYSONS  
LAWYERS

**RULES OF SOUTH AUSTRALIAN HYDROGEN HUBS INC**

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## RULES OF SOUTH AUSTRALIAN HYDROGEN HUBS INC

### 1 Name

The name of the incorporated association is **South Australian Hydrogen Hubs Inc.**

### 2 Definitions

In these rules:

**Act** means the *Associations Incorporation Act 1985*.

**Annual General Meeting** means an annual general meeting of Members pursuant to rule 8.2.

**Association** means South Australian Hydrogen Hubs Inc.

**Committee** means the committee of the Association constituted under rule 6.3.

**Committee Member** means a member of the Committee.

**Founder Members** means the Members named in rule 5.2.

**General Meeting** means an Annual General Meeting or a Special General Meeting.

**Member** means a member of the Association.

**Non-voting Member** means a Member not entitled to vote at a General Meeting.

**Special General Meeting** means a special general meeting of Members pursuant to rule 8.3.

**Special Resolution** means a special resolution as defined in the Act.

**Voting Member** means a Member entitled to vote at a General Meeting.

### 3 Objects of the Association

The objects of the Association are:

- (a) to facilitate and accelerate scaling up of the hydrogen industry supply chain in South Australia through industry collaboration, which may include (but is not limited to):
  - (i) sharing learnings;
  - (ii) fostering innovation;
  - (iii) hydrogen industry advocacy;
  - (iv) project developments;
  - (v) education and training; and
  - (vi) industry events; and

- (b) otherwise, to promote the common interests of persons who are engaged in, or interested in, the hydrogen industry in South Australia.

#### **4 Powers of the Association**

The Association has the powers set out in section 25 of the Act.

#### **5 Membership**

##### **5.1 Membership categories**

The Voting Members in General Meeting may determine from time to time:

- (a) the categories of membership of the Association;
- (b) the qualifications for membership in each category of membership;
- (c) whether or not the Members in a category of membership are Voting Members or Non-voting Members; and
- (d) the other rights and benefits attaching to each category of membership.

##### **5.2 Founder Members**

As at the date of incorporation of the Association, the Members are:

- (a) Mumford Commercial Consulting Pty Ltd ABN 91 608 089 050; and
- (b) EfficientSee Pty Ltd ABN 17 138 130 319.

The Founder Members are Voting Members.

##### **5.3 Admission of New Members**

- (a) Any person who:
  - (i) supports the objects of the Association;
  - (ii) qualifies for a category of membership of the Association; and
  - (iii) agrees to be bound by these rules,may apply for membership of the Association.
- (b) The Committee may, with or without giving reasons, accept or reject any application for membership.
- (c) Upon the acceptance by the Committee of an application for membership, the applicant will be admitted as a Member.

##### **5.4 Subscriptions**

- (a) The Committee may determine from time to time the annual subscription fees or annual contributions attaching to each category of membership.
- (b) Members must pay such subscription fees or make such contributions at such time or times and in such manner that the Committee determines.

- (c) Any Member whose annual subscription fee or annual contribution is outstanding for more than three months will cease to be a Member, provided that the Committee may reinstate such a person's membership on such terms as it thinks fit.

### **5.5 Voting rights**

- (a) Prior to 1 July 2024, a Voting Member will have such number of votes at a General Meeting as determined by the Committee on admission of that Voting Member.
- (b) On and from 1 July 2024, unless and until otherwise determined by Special Resolution of the Members in General Meeting after 1 July 2024, each Voting Member will have one vote.

### **5.6 Resignations**

A Member may resign from membership of the Association by giving written notice to the public officer of the Association. Any resigning Member will remain liable for any outstanding subscription fees which may be recovered as a debt due to the Association.

### **5.7 Expulsion of a Member**

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- (b) Particulars of the charge must be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee must be communicated to the Member, and in the event of an adverse determination the Member will, subject to rule 5.7(d) below, cease to be a Member 14 days after the Committee has communicated its determination to the Member.
- (d) It will be open to a Member to appeal the expulsion to the Association at a General Meeting. The intention to appeal must be communicated to the public officer of the Association within 14 days after the determination of the Committee has been communicated to the Member.
- (e) In the event of an appeal under rule 5.7(d) above, the appellant's membership of the Association will not be terminated unless the determination of the Committee to expel the Member is upheld by the Members in General Meeting after the appellant has been heard by the Members, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.
- (f) Any expelled Member will remain liable for any outstanding subscription fees which may be recovered as a debt due to the Association.

### **5.8 Register of Members**

A register of Members must be kept and contain:

- (a) the name and address of each Member;
- (b) the email address of each Member;
- (c) the phone number of each Member;
- (d) the date on which each Member was admitted to the Association; and

- (e) the date of and reason(s) for ceasing membership (if applicable).

## **6 The Committee**

### **6.1 Powers and duties**

- (a) The affairs of the Association will be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Members in General Meeting.
- (b) The Committee has the management and control of the funds and other property of the Association and may authorise any person or persons, whether or not a Committee Member, to enter into contracts on behalf of the Association.
- (c) The Committee has the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- (d) The Committee must appoint a public officer, as required by the Act.

### **6.2 Proceedings**

- (a) The Committee must meet together for the dispatch of business at least quarterly.
- (b) Each Committee Member is entitled to one vote.
- (c) Questions arising at any meeting of the Committee will be decided by a majority of votes, and in the event of equality of votes the chairman will have a casting vote in addition to a deliberative vote.
- (d) Meetings of the Committee may be convened and held in a manner which allows each Committee Member to attend the meeting by any communication technology that allows each Committee Member present at the meeting, whether by use of technology or in person, to hear and be heard by all other Committee Members present at the meeting.
- (e) A quorum for a meeting of the Committee is a majority of Committee Members being present in person or via the manner in 6.2(d).
- (f) A Committee Member in attendance by use of any communication technology at the commencement of a meeting is taken to be present at all times during the meeting unless the chairman is advised that the Committee Member is disconnecting the communication technology being used by that Committee Member for the purposes of being in attendance at the meeting.
- (g) A Committee Member having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must:
  - (i) disclose the nature and extent of that interest to the Committee, and at the next Annual General Meeting of the Association; and
  - (ii) not vote with respect to that contract or proposed contract,as required by the Act.

### **6.3 Constitution and membership**

- (a) As at the date of incorporation of the Association, the Committee is comprised of:

- (i) Quentin Roberts; and
  - (ii) Nicholas Mumford.
- (b) Before 1 July 2024, the Committee may appoint up to an additional 11 Committee Members for such term of office as determined by the Committee. Any Committee Member so appointed by the Committee may be removed from office by the Committee or by the Members in General Meeting and may be replaced in the event of a casual vacancy.
- (c) From 1 July 2024 onwards, the Committee Members will be elected by the Voting Members and / or appointed by the Committee in accordance with the following:
- (i) the total number of Committee Members that are elected by the Voting Members from among the Voting Members will be decided by the Committee and be at least 4 and not exceed 8;
  - (ii) the first elections will be held at the Annual General Meeting in 2024 and every second year thereafter at the relevant Annual General Meeting or otherwise at a General Meeting as determined by the Committee;
  - (iii) the Committee will determine the electoral process, where elections must consist of two elections, one held immediately after the other at the same General Meeting, whereby:
    - (A) the first election will be for up to 4 continuing Committee Members from among those Committee Members who offer themselves for re-election;
    - (B) the second election will be for up to 4 Committee Members who offer themselves for election; and
    - (C) any current Committee Members who are not successful at the first election may offer themselves at the second election together with any other senior employee or executive of a Voting Member who offers themselves for election.
  - (iv) each Committee Member so elected may be removed from office by the Voting Members in General Meeting, but otherwise will have a term of office as determined by the Voting Members in General Meeting.
- (d) If the number of nominees offering themselves for election under rule 6.3(c)(iii)(A) is equal to or less than the number of vacancies contemplated by rule 6.3(c)(iii)(A), all the nominees will automatically be deemed successful and declared duly elected in respect of that election.
- (e) If the number of nominees offering themselves for election under rule 6.3(c)(iii)(B) is equal to or less than the number of vacancies contemplated by rule 6.3(c)(iii)(B), all the nominees will automatically be deemed successful and declared duly elected in respect of that election.
- (f) The Committee elected pursuant to rule 6.3(c) may then appoint up to an additional 3 Committee Members on terms determined by the Committee. Any Committee Member so appointed by the Committee may be removed from office by the Committee or by the Voting Members in General Meeting.
- (g) The Committee will appoint a chairman following the election, or arising from any vacancy in the chairman's position, from among the Committee Members elected under rule 6.3(c) or appointed under rule 6.3(f). The Committee may remove the chairman by a majority vote among all Committee Members.
- (h) Any casual vacancy that occurs among Committee Members, may be either left vacant or



filled by the Committee on terms that the Committee decides as an interim appointment or until the next General Meeting where elections are held.

- (i) Each Committee Member must be a natural person and a senior employee or executive of a Voting Member.
- (j) A retiring Committee Member is eligible to stand for re-appointment or re-election.

#### **6.4 Casual vacancies**

The office of a Committee Member will become vacant and a casual vacancy in the office of a Committee Member occurs if a Committee Member:

- (a) is disqualified from being a Committee Member by the Act;
- (b) resigns from the Committee by written notice to the public officer;
- (c) is removed from, or completes their term of, office as a Committee Member pursuant to these rules;
- (d) dies or is permanently incapacitated by ill health;
- (e) is absent without apology from more than four meetings in a financial year; or
- (f) no longer satisfies the senior employee or executive eligibility criteria set out in rule 6.3(i) in respect of the relevant Voting Member.

### **7 The seal**

The Association must have a common seal upon which its corporate name appears in legible characters. The common seal must not be used without the authority of the Committee. The affixing of the common seal to any document must be countersigned by two Committee Members.

## **8 General Meetings**

### **8.1 Use of technology**

- (a) General Meetings may be convened and held in a manner which allows each Member to attend the meeting by any communication technology that allows each member present at the meeting, whether by use of technology or in person, to hear and be heard by all other Members present at the meeting.
- (b) A Member in attendance by use of any communication technology at the commencement of a meeting is taken to be present at all times during the meeting unless the chairman is advised that the Member is disconnecting the communication technology being used by that Member for the purposes of being in attendance at the meeting.

### **8.2 Annual General Meetings**

- (a) The Committee must call an Annual General Meeting in accordance with the Act and these rules.
- (b) The first Annual General Meeting must be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
- (c) The order of the business at the meeting will be:
  - (i) the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) the election of Committee Members (if required);

- (iii) the appointment of auditors (if required);
- (iv) the consideration of the accounts and reports of the Committee and the auditor's report;
- (v) any other business requiring consideration by the Members in General Meeting.

### **8.3 Special General Meetings**

- (a) The Committee may call a Special General Meeting at any time.
- (b) Upon a requisition in writing of not less than 5% of the total number of Members, the Committee must, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (c) Every requisition for a Special General Meeting must be signed by the relevant Members and must state the purpose of the meeting.
- (d) If a Special General Meeting is not convened within one month, as required by rule 8.3(b) above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting will be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee must ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be borne by the Association.

### **8.4 Notice of General Meetings**

- (a) Subject to rule 8.4(b), at least 14 days' notice of any General Meeting must be given to Members. The notice must set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a Special Resolution is to be proposed must be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by email or post to the address appearing in the register of Members.
- (d) Where a notice is sent by post:
  - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
  - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- (e) a notice of a General Meeting must contain the following:
  - (i) the place, date and time for the meeting;
  - (ii) the general nature of the business to be dealt with at the meeting;
  - (iii) if applicable, any intention to propose a Special Resolution at the meeting and details of the proposed Special Resolution; and
  - (iv) a statement that:
    - (A) each Member has the right to appoint a proxy;
    - (B) the proxy need not be a Member of the Association; and

- (C) a Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy appointed is entitled to exercise; and
- (f) any failure by the Association to give proper notice of a meeting to a person entitled to receive it or any non-receipt of the notice of General Meeting by a person due to no fault of the Association does not invalidate any resolutions passed at the meeting if:
  - (i) the failure by the Association to give proper notice was unintentional;
  - (ii) the person gives notice to the Association that the person waives proper notice or agrees to the business to be done at the meeting; or
  - (iii) the person attends the meeting and:
    - (A) does not object at the start of the meeting to the holding of the meeting; or
    - (B) if the notice of General Meeting omitted an item of business, does not object to the consideration of the business to be dealt with when it is presented to the meeting.

### **8.5 Quorum for General Meetings**

- (a) No business may be transacted at a General Meeting unless a quorum is present.
- (b) Unless determined otherwise by the Members, the quorum for a General Meeting is the lesser of 8 and 25% of the Voting Members being present in person or via the manner in 8.1(a), or by proxy, attorney or representative.
- (c) In determining whether a quorum is present, the chairman must count each Member, proxy, attorney, representative and any other persons entitled to vote, however:
  - (i) if a Member has more than one proxy, attorney or representative, the chairman must count only one of them; and
  - (ii) if an individual is attending both as a Member and as a proxy, attorney or body corporate representative for another Member, the chairman must count them as a Member in their own right and as proxy, attorney or representative for the other Member.
- (d) If a quorum is not present within 30 minutes after the time appointed for a meeting:
  - (i) called on the request of a Member or by the Members, the meeting is dissolved;
  - (ii) called by or at the request of Committee, the meeting is adjourned to any day, time and place decided by the Committee; or
  - (iii) which is an adjourned meeting, the meeting will be cancelled.

### **8.6 Chairman**

- (a) The chairman of the Committee is authorised to chair all General Meetings.
- (b) If:
  - (i) there is no chairman of the Committee; or
  - (ii) the chairman is not present within 10 minutes after the time appointed for the

meeting; or

(iii) the chairman is unable or unwilling to act as chairman of the meeting,  
the Voting Members present must elect a person to chair the meeting.

(c) The chairman may regulate the meeting of Members in any way which is consistent with these rules.

### **8.7 Adjournment of General Meeting**

(a) The chairman may adjourn a General Meeting to any day, time and place.

(b) The chairman must adjourn a General Meeting if the Members present with a majority of votes at the meeting direct the chairman to do so.

(c) If a meeting is adjourned for more than one month, a new notice of meeting must be given to Members.

(d) Only the unfinished business at a prior meeting may be dealt with at an adjourned meeting.

### **8.8 Decisions at General Meetings**

(a) Decisions of Members at General Meetings are to be passed by resolution.

(b) Unless the Act or these rules requires a Special Resolution for the particular decision being made, a resolution is passed if more than 50% of the votes cast by Voting Members entitled to vote are in favour of the resolution.

### **8.9 Voting**

(a) Subject to rule 8.9(b), any resolution put to the vote at a General Meeting must be determined on a show of hands.

(b) The result of a poll is the resolution of the Voting Members at a General Meeting provided always that the poll has been properly requested in accordance with rule 8.10.

(c) When a declaration is made by the chairman that a resolution is passed, or a resolution has been passed by a particular majority, or a resolution has been lost, and an entry to that effect is made in the minutes, this will be sufficient evidence of that fact unless proved incorrect.

(d) A Voting Member who is entitled to vote at a General Meeting may vote on a show of hands:

(i) personally;

(ii) by one proxy;

(iii) by one attorney; or

(iv) if a body corporate, by its representative, or by one proxy or one attorney.

(e) A Voting Member who is entitled to vote at a General Meeting may vote on a poll:

(i) personally;

(ii) by not more than two proxies;

(iii) by not more than two attorneys; or

(iv) if a body corporate, by its representative, proxy or attorney.

### 8.10 Polling

- (a) Other than a poll on a matter of the kind referred to in rule 8.10(c), a poll may be requested on any resolution at any time and in any manner at the discretion of the chairman:
  - (i) before a vote is taken;
  - (ii) before declaration of the voting results on a show of hands; or
  - (iii) immediately after declaration of the voting results on a show of hands.
- (b) A poll may be requested by:
  - (i) the chairman;
  - (ii) at least two Members entitled to vote on a resolution; or
  - (iii) a Voting Member with at least 5% of the votes that may be cast on a resolution on a poll.
- (c) A poll on the election of a chairman or the question of an adjournment of a meeting must be taken immediately.
- (d) A request for a poll on a particular resolution does not prevent the Association dealing with other business in a meeting.
- (e) A request for a poll on a resolution may be withdrawn.

### 8.11 Voting by Members

- (a) Subject to these rules and any special rights or restrictions attached to each category of membership:
  - (i) each Voting Member present at a meeting in person, by proxy, attorney or representative, has one vote on a show of hands; and
  - (ii) upon a poll, each Voting Member present at a meeting in person, by proxy, attorney or representative has one vote.
- (b) Any vote by a Member who is not entitled to vote may be disregarded by the chairman.

### 8.12 Challenging a right to vote

- (a) If there is a challenge by any person to a right to vote at a General Meeting, such challenge may only be made:
  - (i) to the Committee before the meeting; or
  - (ii) to the chairman of the meeting at the meeting.
- (b) The challenge must be determined by the Committee or the chairman (as the case may be).
- (c) The Committee's decision or the chairman's decision is final.

### 8.13 Proxies, attorneys and representatives

- (a) A Member may appoint a proxy, attorney or representative for all or for a specific General Meeting or General Meetings.
- (b) A proxy, attorney or representative need not be a Member.

- (c) An appointment of an attorney or representative must be in a form accepted by the Committee.
- (d) A notice of appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:
  - (i) the Member's name and address;
  - (ii) the Association's name;
  - (iii) the proxy's name or the name of the office of the proxy; and
  - (iv) the meetings at which the proxy may be used,and the appointment may be a standing one.
- (e) The Committee Members may accept a notice of appointment even if it does not contain all of the information contained in rule 8.13(d).
- (f) The proxy, attorney or representative may, unless otherwise specified in the notice of appointment:
  - (i) agree to short notice for the meeting;
  - (ii) even if a proxy, attorney or representative has been directed as to how to vote on a particular resolution or motion in the notice of appointment:
    - (A) vote on a procedural motion including a motion to elect the chairman, vacate the chair or adjourn the meeting; or
    - (B) vote on a motion not to put a particular resolution, an amendment to a particular resolution or any similar motion;
  - (iii) vote (but only to the extent permitted in the notice of appointment);
  - (iv) demand or join in a demand for a poll; or
  - (v) speak at the meeting.
- (g) Where a person represents two or more Members, on a show of hands that person has one vote.
- (h) If a Member appoints two proxies or two attorneys in one instrument and both are present, only the first named proxy or attorney may vote on a show of hands.
- (i) A notice of appointment may instruct the proxy on how to vote on a particular resolution. A proxy may vote only as directed.
- (j) A notice of appointment of a proxy or attorney may state the proportion or number of votes that the proxy or attorney may exercise. If the Member appoints two proxies or two attorneys and the appointment does not state the proportion or number of the Member's votes each proxy or attorney may exercise, on a poll each proxy or attorney may exercise half of the votes.
- (k) Any later appointment of a proxy or attorney revokes an earlier one if both appointments could not be validly exercised at the meeting.
- (l) An appointment of a proxy is effective only if the Association receives the appointment (and the authority under which the notice of appointment was signed or a certified copy of the authority) at least 48 hours before the meeting or adjourned meeting, unless the Committee determine to reduce that time. These requirements also apply to an appointment of an

attorney.

- (m) Unless the Association receives notice before the start or resumption of a meeting, a vote by a proxy, attorney or representative is valid even if:
  - (i) the appointment of the proxy, attorney or representative is revoked;
  - (ii) the Member revokes the authority under which the proxy was appointed by a third party; or
  - (iii) the Member becomes an externally-administered body corporate.
- (n) A proxy or attorney may take part in a meeting of Members even if the appointor or representative is present. However, if the appointor or representative votes on a resolution, the proxy or attorney must not vote.

## **9 Minutes**

- (a) Proper minutes of all proceedings of General Meetings and of meetings of the Committee, must be entered in minute books kept for that purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the Members or the Committee Members (as applicable) at a subsequent meeting.
- (c) The minutes kept pursuant to this rule must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at the meeting were valid.

## **10 Financial reporting**

### **10.1 Financial year**

The first financial year of the Association is the period ending on the next 30 June following incorporation, and thereafter the financial year of the Association is the period of 12 months commencing on 1 July and ending on 30 June of each year.

### **10.2 Accounts to be kept**

The Association must keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### **10.3 Accounts and reports to be laid before Members**

The accounts, together with the auditor's report on the accounts (if required), the Committee's statement and the Committee's report, must be laid before Members at the Annual General Meeting.

### **10.4 Appointment of auditor**

- (a) At each Annual General Meeting, the Members must, if the Association is required to be audited under the Act, appoint a person to be auditor of the Association.
- (b) If an auditor is appointed, the auditor will hold office until the next Annual General Meeting and is eligible for reappointment.

- (c) If an appointment is not made at an Annual General Meeting, the Committee may appoint an auditor for the current financial year on such terms as determined by the Committee.

## **11 Prohibition against securing profits for Members**

The income and capital of the Association must be applied exclusively to the promotion of its objects and no portion will be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

## **12 Alteration of rules**

These rules may be altered (including an alteration to the Association's name) by Special Resolution of the Members. This includes rescission or replacement by substitute rules. The alteration must be registered with the Corporate Affairs Commission, as required by the Act.

## **13 Winding up**

The Association may be wound up in the manner provided for in the Act.

## **14 Application of surplus assets**

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets must be distributed to an organisation which has objects which are similar to the objects of the Association and which has a rule which prohibits the distribution of its income and capital to its Members or their associates.