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| (1) | This is the annexure marked "A" referred to in the statutory declaration of: |
| Name of public officer | Benjamin Poveda Alfonso |
| Made on (date) | 15/11/2021 |
| Before me | |
| | (Signature of witness on statutory declaration) |

Constitution of Kindness Shake Incorporated

Part 1 – Preliminary

1. Name

The name of the incorporated association is Kindness Shake ("the Association").

2. Objects and purposes

The primary objects and purposes of the Association is to provide support and services to international students to ensure effective local orientation, settlement, community engagement and self-reliance by:

- a) promoting diversity and inclusion to enable international students to contribute and enjoy the social, economic, and cultural life of the wider community;
- b) providing support and emergency relief for those suffering financial crisis or hardship;
- c) providing advice to international students on issues of common concern which may impact their health, safety, and well-being;
- d) providing guidance and support with study, career and employment;
- e) partnering with multicultural communities and service providers to enable access to appropriate networks, services and supports;
- f) influencing and supporting government policy that may impact international students; and
- g) undertaking any other activity or function considered necessary to further the Association's Objects.

3. Minimum number of members

The Association must have at least 5 members.

4. Definitions

In this Constitution, unless the contrary intention appears:

"Act" means the *Associations Act* and regulations made under that Act;

"Committee" means the Management Committee of the Association;

"Financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"General meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Association;

"Register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"Special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

Part 2 – Constitution and Powers of Association

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 – Members

Division 1 - Membership

9. Classes of Membership

- (1) The Association consists of ordinary members and any associate members provided for under subrule (2).
 1. Ordinary Membership: Maximum 20

Be an individual past or present International Student aligned and committed to the Association's Objects and Purposes and willing to hold office and serve on committees.
 2. Associate Membership:
 - (a) Individual Membership: Unlimited

Be an individual aligned with the Objects of the Association and interested in supporting international students and promoting culturally diverse and inclusive communities.
 - (b) Organisation Membership: Unlimited

Be an institution, agency, government body or non-profit association aligned with the Objects of the Association and interested in supporting international students and promoting culturally diverse and inclusive communities.
Organisation Members may nominate two individuals authorised to represent and act on behalf of the Member Organisation.
 - (c) Honorary Life Membership: Sole Discretion of the Board

The Board may grant Honorary Life Membership to any Member who, in the opinion of the Board, merits special recognition in honour of the Member's valued service to, or lengthy Membership of the Association.
- (2) The Association may have any class of associate membership approved by resolution at a general meeting.
- (3) A person can only be an ordinary member or belong to one class of associate membership.
- (4) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Committee.
- (5) An associate member does not have voting rights but may have other rights as determined by these rules or approved by resolution at a general meeting or determined by the Committee.
- (6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

10. Application for membership

To apply to become a member of the Association a person must submit a written application for membership to the Committee in a form and manner approved by the Committee.

11. Approval of the Committee

- (1) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Committee must consider applications in the order in which they are received by the Association.
- (3) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Committee must not accept an application unless the applicant — (a) is eligible under rule 4; and (b) has applied under rule 5.
- (5) The Committee may reject an application even if the applicant — (a) is eligible under rule 4; and (b) has applied under rule 5.
- (6) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

12. Joining fee

- (1) If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is either:
 - (a) a pro rata annual fee based on the remaining part of the financial year; or
 - (b) the amount determined from time to time by resolution at a general meeting.

13. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.

- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

Division 2 – Rights of members

14. General

- (1) Subject to clause 15(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

15. Voting

- (1) Subject to subclause (2) and clause 9(5) each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

16. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

17. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

18. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a Committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 – Termination, death, suspension and expulsion

19. Termination of membership

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another Committee member;
- (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or

- (c) expulsion in accordance with this Division.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21. Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the Committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

Part 4 – Management Committee

Division 1 – General

23. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

24. Composition of Committee

- (1) The Management Committee consists of:
 - (a) a chairperson;
 - (b) a Vice-Chairperson;
 - (c) a secretary;
 - (d) a Treasurer;
 - (e) a Public Officer; and
 - (f) up to 7 Ordinary Members.
- (2) A person must not hold 2 or more of the offices mentioned in Clause 24(1).

25. Delegation

- (1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law; or
 - (c) the power to appoint and remove the Chief Executive Officer; or
 - (d) the power to approve the annual budget; and
 - (e) the power to approve the strategic plan.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

26. Eligibility of Committee members

- (1) A Committee member must be a member who is 18 years or over.
- (2) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

- (3) Must be an Ordinary Member.

27. Nominations for election to Committee

- (1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by:
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

28. Term of Committee Members

- (1) Other than a Committee Member elected under clause 33(1), a Committee Member's term of office starts at the annual general meeting at which they were elected and ends at the annual general meeting which occurs prior to their term exceeding three years.
- (2) Each Board Member must retire at least once every three years.
- (3) A Committee Member who retires under clause 28(1) may nominate for re-appointment and serve consecutive terms.
- (4) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chairperson.

29. Election by default

- (1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of Committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

30. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.

- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Committee.

31. Vacating office

The office of a Committee member becomes vacant if:

- (a) the member:
- (i) is disqualified from being a Committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association;
- (b) the member is absent from more than:
- (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the Chairperson;

of which meetings the member received notice and the Committee has resolved to declare the office vacant; or

32. Removal of Committee member

- (1) The Association, through a special general meeting of members, may remove any Committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of Committee members

34. Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each Committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and Committee meetings.

- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be:
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a Committee member elected by the other Committee members present if it is a Committee meeting.

36. Secretary

The Secretary must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

(1) The Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
- (b) pay all moneys received into the account of the Association within 5 working days after receipt;
- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed by him or her and at least one other Committee member, or by any 2 other Committee members authorised by the Committee.

- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Public Officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

Division 4 – Expert Advisory Group

39. Expert Advisory Group (EAG)

- (1) The Committee may establish one or more Expert Advisory Groups consisting of members of the Association and other non-members as the Committee considers appropriate.
- (2) The role of Expert Advisory Groups is to provide advice and guidance to the Committee.
- (3) Expert Advisory Groups do not make decisions on behalf of the Committee or association.

Part 5 – Meetings of Management Committee

40. Frequency and calling of meetings

- (1) The Committee must meet together for the conduct of business not less than 4 times in each financial year.
- (2) The Chairperson, or at least half the Committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 22.

41. Voting and decision making

- (1) Each Committee member present at the meeting has a deliberative vote.
- (2) A question arising at a Committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

42. Quorum

For a Committee meeting, one-half of the Committee members constitutes a quorum.

43. Procedure and order of business

- (1) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

44. Disclosure of interest

- (1) A Committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a Committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

Part 6 – General Meetings

45. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Committee:
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 46(1), convene a special general meeting for the purpose specified in that request.

46. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting unless otherwise provided in the Schedule.
- (2) The request must:
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed:
 - (a) for clause 45(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 45(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days' notice of a special general meeting.
- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and

- (b) the particulars of and the order in which business is to be transacted.

47. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days' notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new Committee members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

48. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

49. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members; or
 - (c) Sending it via email to a member using the email address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), or by email under subclause (1)(c), sending of the notice is taken to have been properly effected if the notice is addressed and posted or emailed to the member by ordinary prepaid mail or email.

50. Quorum at general meetings

At a general meeting, one quarter (25%) of Members of the Association represented by accredited delegate entitled to vote and present in person at the time of the meeting constitutes a quorum.

51. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 45(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;

- (b) for a meeting convened under clause 45(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 45(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
 - (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
 - (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
 - (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

52. Voting

- (1) Subject to clauses 9(5) and 15(1), each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

53. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

Part 7 – Financial Management

54. Financial year

The financial year of the Association is the period 12 months ending 30 June.

55. Funds and accounts

- (2) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (3) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.

- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Chairperson and 2 other Committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

56. Establishment and operation of a Gift Fund

The Association must establish and maintain a Gift Fund in a separate Bank Account specifically to encourage, support and facilitate projects consistent with the Objects and Purposes outlined in Clause 2:

- a) to which gifts and deductible contributions for that purpose are to be made;
 - b) to which any money received by the Association because of those gifts or deductible contributions is to be credited;
 - c) that does not receive any other no authorised gifts or monies; and
 - d) for which a separate bank account is maintained.
- (7) The Committee shall act as the Trustees of the Gift Fund and shall be authorised to administer and operate the Gift Fund such that:
 - a) all gifts or deductible contributions subscribed or given to the Gift Fund shall be credited to the Gift Fund; and
 - b) all gifts or deductible contributions collected and received by the Gift Fund shall be in accordance with Federal, State and Territory legislation.
 - (8) The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.
 - (9) In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.
 - (10) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - a) gifts of money or property for the principal purpose of the organisation
 - b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - c) money received by the organisation because of such gifts and contributions.

57. Accounts and audits

- (1) The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
 - (b) the preparation and presentation of the Association's annual statement of accounts; and
 - (c) the auditing of the Association's accounts.
- (2) The Committee ensures that the audited financial statements are available for inspection by the Association Members at least 14 days before they are presented at the Annual General Meeting.

58. Auditor

- (2) At the Annual General Meeting, the Members present shall appoint a person as the external Auditor who is not a Member. The appointed Auditor will hold office until the next Annual General Meeting and is eligible for reappointment. If an appointment is not made at an Annual General Meeting, the Committee shall appoint an Auditor for the then current financial year of the Association.
- (3) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.
- (4) The auditor may only be removed from office by Special Resolution by the Association at a Special General Meeting.
- (5) The Auditor is independent of the Committee and the designated KS employee dealing with the daily accounting and financial transactions of the Association.
- (6) The Auditor may require from the Association employees as well Committee Members such information and explanations as considered necessary to assist with the Audit.

Part 8 – Grievance and disputes

59. Grievance and disputes procedures

- (1) This clause applies to disputes between:
- (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) 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 after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.

- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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 or otherwise at law.

Part 9 – Miscellaneous

60. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the Chairperson;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

61. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.
- (3) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - (a) gifts of money or property for the principal purpose of the organisation
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - (c) money received by the organisation because of such gifts and contributions.

Funds and assets derived from the Commonwealth of Australia, State Government or Local Government which are in the possession of the Association upon dissolution shall be returned to the respective bodies