

The Rules of Stroke Society of Australasia (Incorporated)

1. The name of the proposed incorporated association is the **Stroke Society of Australasia** ("the Society").

2. **Interpretation**

2.1. In these Rules, unless the contrary intention appears -

"**Committee**" means the Committee of Management of the Society.

"**Financial year**" means the year ending on June 30th.

"**General Meeting**" means a general meeting of members convened in accordance with rule 11.

"**Member**" means a member of the Society.

"**Ordinary Member of the Committee**" means a member of the Committee who is not an Executive Member of the Committee under rule 18.

"**The Act**" means the Associations Incorporation Act 1981.

"**The Regulations**" means Regulations under the Act.

"**SIG Committee**" means the Committee of Management of Special Interest Groups (SIGs).

2.2. In these Rules, a reference to the Secretary of the Society is a reference -

(a) where a person holds office under these Rules as Secretary of the Society - to that person; and

(b) in any other case, to the Public Officer of the Society.

2.3. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. **Membership**

3.1. The Society consists of ordinary members, senior members and honorary members.

3.2. **Ordinary Members:**

Ordinary members elected from professionals working in the field of stroke or in kindred fields, who have an active interest in the work and aims of the Society. Members will pay dues as set by the Committee and ratified by the body of members. Each ordinary member shall be entitled to vote in person on each matter at every Meeting of the members.

3.3. **Honorary Members:**

This status is awarded to a person whom the Society wishes to honour for outstanding scientific contributions to the field of stroke. Honorary members shall be exempt from Society dues but will receive Society journals and information as circulated to all other classes of members.

3.4. **Senior Members:**

This membership will be awarded to members of the Society who have retired from active work in the field of stroke or in kindred fields. Senior membership will be awarded for life and confers exemption from the payment of dues but will still confer eligibility to receive all Society information and literature as circulated to all other classes of members.

4. **Application for Membership**

- 4.1. A natural person who is eligible to be a member of the Society on payment of the annual subscription payable under these Rules.
- 4.2. A person who is not a member of the Society at the time of the incorporation of the Society (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
 - (a) unless he/she is nominated as provided in sub-clause (3); and
 - (b) his/her admission as a member is approved by the Committee.
- 4.3. Every nomination for membership shall be made in writing, signed by the applicant and shall be in such form as the Committee from time to time prescribes.
- 4.4. As soon as is practicable after receipt of an application, the Secretary shall refer the application to the Committee.
- 4.5. Upon an application being referred to the Committee, the Committee shall determine whether to approve or to reject it.
- 4.6. Upon an application being approved by the Committee, the Secretary shall with as little delay as possible, notify the applicant in writing that the applicant is approved for membership of the Society. If payment has not already been received the Secretary shall also request payment, within the period of twenty-eight days after receipt of the notification, of the sum of the first year's annual subscription.
- 4.7. The Secretary shall, upon payment of the amount referred to in 4.6 within the period referred to in that sub-clause, enter the applicant's name in the register of members kept by the Secretary and, upon the name being so entered, the applicant becomes a member of the Society.
- 4.8. A right, privilege, or obligation of a person by reason of membership of the Society:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of their membership whether by death or resignation or otherwise.

5. Annual Subscription

- 5.1. The annual subscription shall be such sum as the Committee shall from time to time decide and is payable in advance on/or before the 1st January in each year.

6. Register of Members

- 6.1. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.
- 6.2. A person shall cease to be a member if the member fails to pay his or her annual subscription within 12 months of the same falling due.

7. Resignation

- 7.1. A member of the Society who has paid all monies due and payable to the Society may resign from the Society by first giving one month's notice in writing to the Secretary of the intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 7.2. Upon the expiration of a notice given under 7.1, the Secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

8. Expulsion

- 8.1. Subject to these Rules, the Committee may by resolution expel a member from the Society if the Committee is of the opinion that the member:
 - 8.1.1. has wilfully refused or neglected to comply with these Rules or the Statement of Purpose of the Society or
 - 8.1.2. has been guilty of conduct unbecoming a member or prejudicial to the interests of the Society.
- 8.2. A resolution of the Committee under this clause
 - 8.2.1. does not take effect unless the Committee, at a meeting held not earlier than fourteen days and not later than twenty-eight days after the service on the member of a notice under 8.3, confirms the resolution in accordance with this clause; and
 - 8.2.2. where the member exercises a right of appeal to the Society under this clause, does not take effect unless the Society confirms the resolution in accordance with this clause.
- 8.3. Where the Committee passes a resolution under 8.1, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- 8.3.1. setting out the resolution of the Committee and the grounds on which is based;
- 8.3.2. stating that the member may address the Committee at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after the service of the notice;
- 8.3.3. stating the date, place and time of that meeting;
- 8.3.4. informing the member that he/she may do one or more of the following:
 - (a) Attend the meeting;
 - (b) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (c) Not later than twenty-four hours before the date of the meeting, lodge with the Secretary a notice to the effect that he/she wish to appeal to the Society in general meeting against the Resolution.
- 8.4. At a meeting of the Committee held in accordance with 8.3 the Committee:
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 8.5. Where the Secretary receives a notice under 8.3.4(c) the person shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.
- 8.6. At a general meeting of the Society convened under 8.5:
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reason for passing of the resolution;
 - (c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.7. If at the general meeting convened pursuant to this clause:
 - (a) not less than two-thirds of the members vote in person, or by proxy, in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

9. Disputes and Mediation

- 9.1. The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.

- 9.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.3. 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, hold a meeting in the presence of a mediator.
- 9.4. The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5. A member of the Association can be a mediator.
- 9.6. The mediator cannot be a member who is a party to the dispute.
- 9.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8. The mediator, in conducting the mediation, must--
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9. The mediator must not determine the dispute.
- 9.10. 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.

10. **Annual General Meeting**

- 10.1. The Society shall in each calendar year convene an annual general meeting of its members.
- 10.2. The annual general meeting shall be held on such day as the Committee determines.
- 10.3. The annual general meeting shall be specified as such in the notice convening it.
- 10.4. The ordinary business of the annual general meeting shall be:
 - 10.4.1. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

10.4.2. to receive from the Committee reports upon the transactions of the Society during the last preceding financial year;

10.4.3. to elect officers of the Society and the ordinary members of the Committee; and

10.4.4. to receive and consider the statement submitted by the Society in accordance with section 30(3) of the Act. This includes, but is not limited to, the income and expenditure of the Society, and the assets and liabilities of the Society.

10.5. The annual general meeting may transact special business of which notice is given in accordance with these Rules.

10.6. The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

11. **General Meetings**

11.1. All general meetings other than the annual general meeting shall be called special general meetings.

11.2. The Committee may, whenever it thinks fit, convene a special general meeting of the Society where, but for this sub-clause, more than fifteen months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

11.3. The Committee shall, on requisition in writing of members representing not less than five per cent of the total number of members, convene a special general meeting of the Society.

11.4. The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

11.5. If the Committee does not cause a special meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.

11.6. A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expenses.

12. **Convening Meetings**

12.1. The Secretary of the Society shall, at least twenty-one days before the date fixed for holding a general meeting of the Society cause to be sent to each member of

the Society, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. Notice may be sent--
(a) by pre-paid post to the address appearing in the register of members; or
(b) if the member requests, by facsimile transmission or electronic transmission.

12.2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

12.3. A member desiring to bring any business before a meeting may give notice of that business in writing, or by electronic transmission, to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

13. **Proceedings**

13.1. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

13.2. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

13.3. Ten members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

13.4. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting,
(a) if convened upon the requisition of members, shall be dissolved; and
(b) in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.

14. **Chairman**

14.1. The President, or in the President's absence, the Vice-President, shall preside as Chairman at each general meeting of the Society.

14.2. If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the Meeting.

15. **Adjournment of Meeting**

- 15.1. The Chairman of a general meeting at which a quorum is present may, with consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting which the adjournment took place.
- 15.2. Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 15.3. Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. **Voting Rights**

- 16.1. A question arising at a general meeting of the Society shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Society is evidence of the fact, without proof of the number or proportion of votes recorded in favour of, or against, that resolution.
- 16.2. Upon any question arising at a general meeting of the Society, a member has one vote only.
- 16.3. All votes may be given personally or by proxy.
- 16.4. In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 16.5. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16.6. A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 16.7. A member is not entitled to vote at any general meeting unless all monies due and payable by the member to the Society have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. **Committee of Management**

- 17.1. The affairs of the Society shall be managed by a Committee of Management constituted as provided in Rule 18.

17.2. The Committee:

17.2.1. shall control and manage the business and affairs of the Society.

17.2.2. may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Society; and

17.2.3. subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Society.

17.3. Subject to Section 23 of the Act, the Committee shall consist of the officers of the Society each of whom shall be elected at the annual general meeting of the Society in each year.

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

17.5. In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of their appointment.

18. **Officers of the Society**

18.1. The officers of the Society shall be:

18.1.1. Executive Committee members

President

Vice-President

Immediate Past President (in the year following completion of a Presidential term)

Secretary

Treasurer

18.1.2. Ordinary Committee members

Eight or nine Councillors (see 18.3 below)

18.2. The provisions of 19.0 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in 18.1.

18.3. Each officer of the Society shall hold office until the annual general meeting next after the date of their election. The maximum term of the Immediate Past President is one year. During years when the Office of Immediate Past President is vacant, the number of Ordinary Committee members is increased

to nine. Other Executive Committee members should hold a particular Office for no more than 3 consecutive years at any one time, but are eligible thereafter for election to another Executive position or to an Ordinary Committee position. Ordinary Committee members should hold office for no longer than 3 consecutive years at any one time, but are eligible thereafter for election to an Executive position.

- 18.4. In the event of a casual vacancy in any office referred to in 18.1 the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.
- 18.5. The Committee may co-opt additional members of the Society to assist in managing the affairs of the Society. Co-opted members are not entitled to vote at Committee meetings. Their appointment continues up to and including the Annual General Meeting next following the date of their appointment

19. **Nominations and Election of Committee**

- 19.1. Nominations of candidates for election as Executive or Ordinary members of the Committee:
 - 19.1.1. shall be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 19.1.2. shall be delivered to the Secretary of the Society not less than seven days before the date fixed for the holding of the annual general meeting.
- 19.2. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 19.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 19.4. If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.
- 19.5. A private ballot for election of officers will be conducted and the results confirmed at the Annual General Meeting. The ballot shall be conducted in such usual and proper manner as the President may direct. The ballot may be conducted via a secure electronic polling system allowing all financial members to cast their individual vote without the need for proxies.
- 19.6. A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

20. **Vacancies**

20.1. For the purposes of these Rules, the office of an Executive or Ordinary member of the Committee becomes vacant if the member:

20.1.1. ceases to be a member of the Society;

20.1.2. becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;

20.1.3. resigns their office by notice in writing given to the Secretary;

20.1.4. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

20.1.5. is absent without the permission of the Committee from three consecutive meetings of the Committee.

21. **Meetings of the Committee**

21.1. The Committee shall meet at least three times in each year at such place and such times as the Committee may determine.

21.2. Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.

21.3. Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

21.4. Any four members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.

21.5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the following week unless the meeting was a special meeting in which case it lapses.

21.6. At meetings of the Committee:

21.6.1. the President or in the President's absence the Vice-President shall preside; or

21.6.2. if the President and the Vice-President are absent, such one of the members of the Committee as may be chosen by the members present shall preside.

21.7. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- 21.8. Each member of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of equality of votes on any question, the person presiding may exercise a second or casting vote.
- 21.9. A resolution in writing signed by all members of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee.
- 21.10. Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting, by sending it by pre-paid post addressed to the member at the usual or last known place of abode, or by electronic transmission at least two business days before the date of the meeting.
- 21.11. Subject to 21.4 the Committee may act notwithstanding any vacancy on the Committee.

22. **Minutes**

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

23. **Financial Records**

- 23.1. The Treasurer of the Society:

23.1.1. shall collect and receive all monies due to the Society and make all payments authorized by the Society; and

23.1.2. shall keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

- 23.2. The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

24. **Removal of Committee Member**

- 24.1. The Society in general meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

- 24.2. Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and requests that they be notified to the members of the Society, the Secretary or the President may send a copy of the

representations to each member of the Society or, if they are not so sent, the member may require that they be read out at the meeting.

25. **Negotiable Instruments**

25.1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

26. **Special Interest Groups**

26.1. From time to time special interest groups (SIGs) will be formed within the Society. Such SIGs may include, but are not limited to, the Australasian Stroke Trials Network and the Australasian Stroke Unit Network. All ordinary members of the Society are eligible to be listed on the register of members of the SIGs.

26.2. The rules of the Society shall apply to each SIG, unless the contrary intention appears. This includes, but is not limited to, rules pertaining to -

26.2.1. the convening of annual general meeting of its members, and the business conducted therein. The exception to this is that there will be no financial statement because the Society will include all financial details of the SIGs in its own statement as outlined in Rule 10.4.4 ; and

26.2.2. the convening of special general meetings, and the business conducted therein; and

26.2.3. the committee of management, minutes, and notices.

26.3. The elected officers of the SIG shall consist of a Chairman (or two co-Chairmen), a Secretary and up to seven ordinary councillors. Where feasible, the SIG Committee shall have at least one person residing in each of the States of New South Wales (including the Australian Capital Territory), Victoria, Queensland, South Australia, Western Australia, and Tasmania, one in the Northern Territory, and one in New Zealand. The SIG Committee shall include members from medical, nursing, and allied health professions. Furthermore, the Australasian Stroke Trials Network shall make provision for a minimum of one position to be held by persons from the nursing professions, and a minimum of one position to be held by persons from the allied health professions. The officers shall be members in good standing of the Society. The term of all elected officers of the SIG shall be one year. They can be re-elected, but consecutive appointments are limited to three successive terms.

26.4. All officers of the SIG shall be elected by a vote of the membership of that SIG according to rule 19.

26.5. Financial records of the Society will include all financial activities of the SIG. All monies spent by the SIG require approval of the Committee of Management of the Society.

27. **Common Seal**

- 27.1. The common seal of the Society shall be kept in the custody of the Secretary.
- 27.2. The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Society.

28. **Amendment of Rules and Purposes**

- 28.1. These rules and the statement of purpose of the Society shall not be altered except in accordance with the Act.

29. **Notices**

- 29.1. Except for the requirement in rule 12, any notice that is required to be given to a member by or on behalf of the Society, under these rules may be given by –
- (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at the member's address shown in the Register of Members; or
 - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.
- 29.2. Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

30. **Winding Up**

- 30.1. The income and property of the Society shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Society provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Society or otherwise owing by the Society to him or her or of remuneration to any officers or servants of the Society or to any member of the Society or other person in return for any services actually rendered to the Society provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society or the provision of services to a member to which he or she would be entitled in accordance with the purposes if he or she were not a member.
- 30.2. If the Society shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all

its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Society and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of this rule and which is a fund authority or institution approved by the Commissioner of Taxation as a fund authority or institution referred to in paragraph 78(1)(a) of the Income Tax Assessment Act 1936 as amended, such institution or institutions to be determined in accordance with a special resolution of the members of the Society or, in the absence of a special resolution of the members, by the Registrar.

31. **General**

- 31.1. Except as otherwise provided in these Rules, the occupant of the position of Secretary shall keep in custody and under control all books, documents and securities of the Society.
- 31.2. The funds of the Society shall be derived from annual subscriptions, donations and such other sources as the Committee determines.