

OUTDOOR COUNCIL OF AUSTRALIA STATEMENT OF OBJECTIVES AND RULES

The Outdoor Council of Australia Inc. values:

- *outdoor experiences*
- *the intrinsic worth and fragility of all natural environments;*
- *equity*
- *diversity of:*
 - *environments*
 - *groups/individuals*
 - *activities*
 - *experiences*

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Vision

To develop and promote a professional community that provides quality outdoor experiences.

Mission

The Outdoor Council of Australia will provide services to support:

Professional conduct
Environmental sustainability
Cultural and social sensitivity
Risk minimisation

Role

The role of the Council is to represent to the community, industries and all levels of government, the views and needs of outdoor educators, leaders and guides as well as organisations that support leadership or are otherwise involved in the training of outdoor educators, leaders and guides via their state and national peak bodies.

Value Statement

The Outdoor Council of Australia values:

- outdoor experiences
- the intrinsic worth and fragility of all natural environments;
- equity
- diversity of:
 - environments
 - groups/individuals
 - activities
 - experiences

Glossary

In these Rules and any amendment hereto and in any By-Laws made in accordance with the provisions hereof unless the context is inconsistent with such interpretation:

Board means the Committee constituted in accordance with Rule 5.

Council means the Outdoor Council of Australia.

Outdoor Community includes those stakeholders who are involved in outdoor education and outdoor recreation activities.

Outdoor Education aims to develop an understanding of our relationships with the environment, others and ourselves through interaction with the natural world. The ultimate goal of outdoor education is to contribute towards just, humane and environmentally sustainable communities.

Recreation activities are those that:

- People undertake for enjoyment in their own free time; and
- People undertake by voluntarily allocating resources (eg. time, money, equipment) that they could use for other purposes; and
- May be an important expression of the self-identity of many individuals; and
- Provide for the expression of distinct recreational sub-cultures; and
- May be essential to the quality of life of many people; and
- Lack formal rules, formal enforcement of those rules and/or organised administration.

Outdoor Recreation involves both active and passive recreational activities that involve interaction with the natural environment and:

- can be undertaken without the existence of any built facility or infrastructure; and
- may require large areas of land, water and/or air; and
- may require outdoor areas of predominantly unmodified natural landscape; and
- can serve as the basis for an educational process; and
- do not involve organised competition.

Outdoor settings are the landscapes in which outdoor activities may take place, and represent a combination of the biophysical, social, and management attributes of a place. Landscapes have been categorised on a scale ranging from 1, which represents minimal human interference to 9, which represents an industrial setting. Outdoor activities would normally take place in a “totally natural” setting (scale 1-2), a “very natural” setting (scale 3-4), or a “somewhat natural” setting (scale 5-6).

Recreation Opportunities are opportunities to undertake particular recreation activities (eg swimming) in particular settings (eg a constructed pool, a mountain stream, the ocean). Each combination of activity and setting represents a different recreation opportunity.

Recreation Opportunity Spectrum (ROS) is the range of recreation opportunities that are available within any given recreational setting.

Open space is any area of land and/or water on which no, or very few, built structures are present, and consequently, which has its surface open to the sky. The surface may be modified from its natural condition but is usually substantially unpaved. Open space could include forests, farming land, beaches, lakes, dams, deserts and urban parks on which no, or few, built structures are present.

Umbrella organisations are those peak bodies that represent the outdoor recreation or outdoor education industries at a state level.

1. Name

The name of the Association (hereafter referred to as Council) shall be the Outdoor Council of Australia (OCA) (Incorporated).

2. Objects

2.1 Representation

- 2.1.1 To represent the views and needs of members to the community, industries and all levels of government.
- 2.1.2 To facilitate communication between outdoor educators, leaders and guides, and between these stakeholders and external interest groups including:
 - the wider community;
 - land managers;
 - all levels of government;
 - the legal and insurance professions;
 - educational groups;
 - tourism industry;
 - indigenous groups;
 - volunteer associations.
- 2.1.3 To liaise with other relevant National and State bodies with similar objects

2.2 Advocacy

- 2.2.1 To identify, examine and report on key issues affecting the outdoor community.
- 2.2.2 To develop policies, strategies and actions on key issues affecting the outdoor community.
- 2.2.3 To work with government to develop policies, strategies and actions that support and encourage Outdoor Recreation and Outdoor Education.
- 2.2.4 To raise the awareness of the wider community of the value and benefits of Outdoor Recreation and Outdoor Education.
- 2.2.5 To co-operate with relevant National and State bodies to establish national networks, standards and policy for outdoor leadership.

2.3 Influence on Resource Management

- 2.3.1 To promote a philosophy and practice of sustainable environmental living, conservation and positive attitudes towards the use of the natural environment.
- 2.3.2 To encourage planning and management for ecologically sustainable Outdoor Recreation and Outdoor Education.
- 2.3.3 To encourage and facilitate protection of the full diversity of outdoor settings by promoting increased open space and an understanding of the Recreation Opportunity Spectrum (ROS) and other emergent issues.
- 2.3.4 To encourage the development of a diverse range of outdoor opportunities to satisfy the range of community needs for Outdoor Recreation and Outdoor Education in so far as such needs are consistent with 2.9 above.

2.4 Quality

- 2.4.1 To promote the professional exchange of information between members and other related organisations through such activities as conferences and publications.
- 2.4.2 To assist the advancement of professional development within Outdoor Recreation and Outdoor Education.
- 2.4.3 To recognise outstanding achievements that support and encourage Outdoor Recreation and Outdoor Education.
- 2.4.4 To promote safe and quality outdoor experiences.
- 2.4.5 To encourage organisational development within the outdoor community to enhance the delivery of services that are appropriate, ecologically sustainable, equitable and of a high standard.
- 2.4.6 To promote best practices in standards and quality of leadership and instruction through the support of quality education and training within outdoor leadership.
- 2.4.7 To undertake such monitoring and research activities that might contribute to the overall standard of the outdoor community.

2.5 Research

- 2.5.1 To assist the advancement of research within the outdoor community in order to provide accurate information to all stakeholders that will promote best practice in outdoor leadership and enhance community awareness and understanding. This research should investigate (but not be restricted to) statistical data re accidents; value of outdoor activity; economic significance of outdoor activity; safety and risk management; best practice in outdoor leadership and education; ecologically sustainable best practice.
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3. Powers

- 3.1 Solely for furthering the objects set out above the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.
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4. Membership

4.1 Categories of Membership

The categories for membership of the Council shall be:

- 4.1 (a) State members
- 4.1 (b) National members
- 4.1 (c) Associate members

- 4.1 (a) State members

Those umbrella outdoor education or outdoor recreation organisations within each State.

- 4.1 (b) National members

Those national organisations (including National incorporated or chartered organisations) who operate in more than one State or Territory and are accepted as being national in their scope, operation and charter.

- 4.1 (c) Associate members

Those organisations who have an interest in outdoor education or recreation, but who do not meet the criteria outlined in 4.3. Associate members shall be non-voting members.

4.2 Membership Fees

- 4.2.1 The membership fees for each category of membership shall be such sum as the members shall from time to time at any General Meeting so determine.
- 4.2.2 The membership fees for each category of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

4.3 Admission and rejection of members

- 4.3.1 At the next meeting of the Board (refer Section 5) after the receipt of any membership application and the fee applicable for any category of membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant.
- 4.3.2 Determination of admission or rejection should be dependent on:
 - (i) the applicant meets the criteria as described in 4.1 to be deemed either a state or national member;
 - (ii) the philosophy, aims and objectives of the applicant (both stated and effected in practice) should be congruent with the philosophy, aims and objectives of the Council.
- 4.3.3 Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as a member.
- 4.3.4 Upon the acceptance or rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- 4.3.5 Organisations accepted as members of the Council shall be referred to as affiliated organizations.

4.4 Termination of Membership

- 4.4.1 A member may resign from the Council at any time by giving notice in writing to the secretary.
- 4.4.2 Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 4.4.3 If a member -
 - a) fails to comply with any of the provisions of these rules; or

- b) demonstrates behaviour not in keeping with the Council's Philosophy or Mission Statement or Code of Ethics; or
 - c) has membership fees in arrears for a period of 60 days or more; or
 - d) conducts its affairs in a manner considered to be injurious or prejudicial to the character or interests of the Council,
- then the Board shall consider whether the membership shall be terminated.

4.4.4 The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Board resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

4.5 Appeal against termination

4.5.1 An organisation whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the organisation's intention to appeal against the decision of the Board.

4.5.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a General Meeting to determine the appeal.

4.5.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

4.5.4 The appeal shall be determined by the vote of the members present at such meeting.

4.5.5 In any case of resignation or termination of membership, a balance of membership dues owing to the member shall be calculated on the basis of the date of resignation or termination of membership, and paid to the said organisation.

4.6 Register of members

4.6.1 The Board shall cause a Register to be kept in which shall be entered the names and postal addresses of all organisations admitted to membership of the Council and the dates of their admission. Particulars shall also be entered into the Register of resignations, terminations and re-instatements of membership

and any further particulars as the Board or the members at any General Meeting may require from time to time. The Register shall be open for inspection at all reasonable times by any member who previously applies to the Executive Officer for such inspection.

5. Board

5.1 Membership of Board

- 5.1.1 The affairs of the Council shall be administered by the Board which shall consist of seven elected representatives and up to two seconded members as the Board may from time to time elect or appoint.
- 5.1.2 At the first meeting of the Board following the Annual General Meeting, the members of the committee shall elect from among their number a President, Vice-President, Treasurer, Secretary and such other officers (if any) as they deem fit.
- 5.1.3 All positions on the Board shall be for a two-year term, but shall be eligible upon nomination for re-election. In the first instance, 3 members of the Board shall retire from office after 2 years, with 4 members retiring after 3 years. In subsequent even years, the number of members required to retire will be 4, alternating with 3 members in odd years.
- 5.1.4 Election process
The election of officers and other members of the Board shall take place in the following manner –
 - Call for nominations will be in writing and will be made 42 days before the date of the Annual General Meeting
 - Any individual is entitled to either nominate candidates or be nominated as a candidate by virtue of his or her membership of an affiliated organization (state or national). Such individuals shall be referred to as “authorised individuals”
 - Any 2 authorised individuals shall be at liberty to nominate any other authorised individual to serve as an officer or other member of the Board;
 - The nomination, which shall be in writing and signed by the candidate and his or her proposer and seconder, shall be lodged with the secretary at least 21 days before the Annual General Meeting at which the election is to take place;

- A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, and platform statement if required, shall be made known to the members at least 7 days immediately preceding the Annual General Meeting;
- Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

5.2 Resignation or removal of office of Member of Board

- 5.2.1 Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date. A member may be also removed from office at a General Meeting of the Council where that member shall be given the opportunity to fully present the member's case.
- 5.2.2 The question of removal shall be determined by the vote of the members present at such a General Meeting.
- 5.2.3 There is no right of appeal against a member's removal from office under this section.

5.3 Vacancies on Board

- 5.3.1 A casual vacancy shall occur on the Management Committee if a member:
- a) dies; or
 - b) resigns from office; or
 - c) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - d) is absent without consent of the Board from all meetings of the Board for a period of six (6) months; or
 - e) is convicted of an indictable offence; or
 - f) fails to comply with any of the provisions of these rules; or
 - g) demonstrates behaviour not in keeping with the Council's Philosophy or Mission Statement; or
 - h) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Council; or
 - i) being a company enters into liquidation (otherwise than for the purpose of reconstruction) or if a receiver or official manager is appointed

- 5.3.2 The Board shall have power at any time to appoint any authorised individual to fill any casual vacancy on the Board until the next Annual General Meeting.
- 5.3.3 The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Council, but for no other purpose.
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6. Functions of the Board

6.1 General Functions

Except as otherwise provided by these rules and subject to resolutions of the members of the Council at any General Meeting, the Board:

- a) shall have the general control and management of the administration of the affairs, property and funds of the Council; and
- b) shall have the authority to interpret the meaning of these rules and any matter relating to the Council on which these rules are silent.

6.2 Administration of the Board

- 6.2.1 The Board shall meet a minimum of four times per annum, and at least once every three months. The quorum for all meetings of the Board shall be half the active members of the Board plus one, with a minimum of three.
- 6.2.2 The Board may meet in person or by telephone or by other means of communication by which all persons participating in the meeting can be heard by all other participants.
- 6.2.3 In the absence of the President, the Vice President shall preside at all meetings of the Board. If neither is present, then members may choose one of their number to be chairperson of the meeting.
- 6.2.4 The Board may from time to time establish Sub-Committees to advise the Board and/or members on specific matters related to activities of the Council and delegate to the Sub-Committee such powers as the Council or the Board deem appropriate.

- 6.2.5 The Board may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Council and any by-law may be set aside by a General Meeting of members.
- 6.2.6 The Board shall from time to time contract an Executive Officer. The Executive Officer shall control the business of the Council as directed by the Board. The Executive Officer shall appoint such other administration staff as the Board deems necessary and prudent. Such staff shall work under the control of the Executive Officer.
- 6.2.7 Decisions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 6.2.8 A Special Meeting of the Board shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Board. The requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- 6.2.9 A member of the Board shall not vote in respect of any contract or proposed contract with the Council in which the member (or the organisation which they represent) has a vested financial interest. If the member does so vote, the vote shall not be counted.

6.3 Powers of the Board

- 6.3.1 The Board shall have the power to appoint a representative of the Council to relevant national peak Outdoor Recreation or Education bodies and any relevant State organisations.
- 6.3.2 The Board may exercise all the powers of the Council:
- a) to borrow or raise or secure the payment of money in such a manner as the members of the Council may think fit and secure the same or the payment of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the issue of debentures, perpetual or otherwise, charged upon all or any of the Council's property, both present and future, and to purchase, redeem or pay off any such securities;
 - b) to borrow amounts from members and to pay interest on the amounts borrowed to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or

obligation of the Council, and to provide and pay off any securities; and

- c) to invest in such manner as the members of the Council may from time to time determine.

For sub-section (b), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by -

- (i) the financial institution for the Council: or
- (ii) if there is more than one financial institution for the Council, the financial institution nominated by the Council.

6.4 Acts not affected by defects or disqualification

All acts done by any meeting of the Board or as a subcommittee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

6.5 Resolutions of Board without meeting

A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

6.6 Secretary

- 6.6.1 If a vacancy happens in the office of secretary, the members of the Board must appoint or elect a secretary within 14 days after the vacancy happens.
- 6.6.2 The secretary must be an individual who is a member of the Council's Board appointed by the Committee as Secretary.
- 6.6.3 The Board may appoint and remove the Secretary at any time.
- 6.6.4 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every

Board meeting to be in a format available for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection

- 6.6.5 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be verified at the next meeting and the process shall be minuted.

6.7 Documents

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Council.

7. General Meetings

7.1 First General Meeting

- 7.1.1 The first General Meeting must be held not less than 1 month, and not more than 3 months, after the day the Council is incorporated.
- 7.1.2 The Board must decide where the meeting is to be held.
- 7.1.3 The business to be transacted at the first General Meeting must include the appointment of an auditor.

7.2 First Annual General Meeting

- 7.2.1 The first Annual General Meeting must be held within 18 months after the day the Council is incorporated.

7.3 Subsequent Annual General Meetings

- 7.3.1 Each subsequent annual General Meeting must be held –
- a) at least once each year; and
 - b) within 3 months after the end of the Council's previous financial year.

7.4 Business to be transacted at Annual General Meeting

7.4.1 The following business must be transacted at every Annual General Meeting:

- a) the receiving of reports by the President, Secretary, Treasurer, and Executive Officer.
- b) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities.
- c) the receiving of the auditor's report on the financial affairs of the Council for the latest financial year;
- d) the presenting of the audited statement to the meeting for adoption;
- e) the election of members of the Board;
- f) the appointment of a qualified auditor

7.5 Special General Meetings

7.5.1 The Secretary shall convene a Special General Meeting by sending out notice of the meeting within 14 days of:

- a) being directed to do so by the Board; or
- b) being given a requisition in writing signed by not less than one-third of the members presently on the Board;
- c) being given a requisition in writing signed by not less than the required number of Ordinary Members to make a quorum at a General Meeting as specified in 7.6.1
- d) being given notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any organisation;

7.5.2 A requisition mentioned in subsection 7.5.1. c) shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat.

7.6 Quorum at General Meetings

- 7.6.1 At any General Meeting the number of members required to constitute a quorum shall be representatives from half the number of affiliated organisations plus 1.
- 7.6.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 7.6.3 For the purposes of Rule 7.6.2, “member” includes a person attending as a proxy for an affiliated organisation.
- 7.6.4 If within 30 minutes from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Council, shall lapse.
- 7.6.5 In the instance as described in 7.6.4, the meeting shall be adjourned to another day, time and place as determined by the Board. If a quorum is not present at the rescheduled meeting within 30 minutes from the time appointed for commencement, the members present shall be a quorum.

7.7 Notice of General Meeting

- 7.7.1 The Secretary shall convene all General Meetings of the Council by giving not less than 28 days notice of any such meeting to the members of the Council.
- 7.7.2 The manner by which such notice shall be given shall be determined by the Board.
- 7.7.3 However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of membership by the Board, shall be given in writing.
- 7.7.4 Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

7.8 Procedure at General Meetings

- 7.8.1 Unless otherwise provided by these Rules, at every General Meeting;
 - a) the chair shall maintain order and conduct the meeting in a proper and orderly manner;

- b) every question, matter or resolution shall be decided by a majority of votes of the members present;
- c) every member present (both state members and national members) shall be entitled to one (1) vote and in the case of an equality of votes, the motion shall be deemed to be decided in the negative;
- d) no member shall be entitled to vote at any General Meeting if the member's annual subscription is more than six months in arrears;
- e) voting shall be by a show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot;
- f) the chairperson shall appoint 2 members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- g) a member may vote through its duly authorised representative or proxy, or by attorney, and on a show of hands, or in a secret ballot, every person present who is representing an affiliated organisation shall have one vote;
- h) the instrument appointing a proxy shall be in writing, in the common or usual form, either under the common seal of the affiliated organisation or under the hand of an officer or attorney duly authorised;
- i) a proxy may, but need not be, the representative of a member of the Council;
- j) the instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a secret ballot;
- k) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- l) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be in a format available for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

- 7.8.2 The minutes of every General Meeting shall be verified at the next General Meeting and the process shall be minuted. Minutes will be distributed to each member before the next General Meeting.
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8. Alteration of Rules

- 8.1 Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting.
- 8.2 However an amendment, rescission or addition is valid only if it is registered by the current president of the Board.
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9. Common Seal

- 9.1 The Board shall provide for a common seal and for its safe custody.
- 9.2 The common seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.
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10. Funds and Accounts

10.1 Financial Administration

- 10.1.1 The funds of the Council must be kept in the name of the Council in a financial institution decided by the Board.
- 10.1.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Council and the particulars usually shown in books of a like nature.
- 10.1.3 All moneys shall be deposited as soon as practicable after receipt thereof.
- 10.1.4 All amounts of \$100 or over shall be paid by cheque signed by any 2 of the president, secretary, treasurer or other member authorised from time to time by the Board.

- 10.1.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 10.1.6 The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- 10.1.7 All expenditure shall be approved or ratified at a Board meeting.
- 10.1.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of -
- a) the income and expenditure for the financial year just ended; and
 - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Council at the close of that year.
- 10.1.9 If the Council is incorporated within 3 months of the end of the Council's financial year, subsection (8) does not apply for the financial year the Council is incorporated.
- 10.1.10 The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 10.1.11 The income and property of the Council must be used solely in promoting the Council's objects and exercising the Council's powers.

11. Documents

- 11.1 The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Council.

12. Indemnity

- 12.1 Every member of the Board, member of the Council, auditor, employee or agent of the Council, must be indemnified out of the property of the Council against any liability incurred by that person or organisation in that capacity in defending any proceedings:

- a) In which judgement is given in favour of that person or organisation; or
 - b) In which the person or organisation is acquitted; or
 - c) In connection with any application in relation to any such proceedings, in which relief is granted to that person or organisation
- 12.2 In accordance with the provisions of the Associations Incorporation Act 1981, except as otherwise provided in the Act, a member or officer of the Council shall not, by reason of his/her being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding-up of the Council.
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13. Winding Up

- 13.1 The Council may be wound up or dissolved by a resolution passed by a majority of not less than three quarters of the members of the association entitled to vote in person or by proxy at a meeting of the association where at least 21 days written notice specifying the intention to propose the resolution at the meeting has been given to all members of the association.
- 13.2 If, upon winding up or dissolution of the Council, there remains after satisfaction of all its debts and liabilities any income and assets, it shall not be paid to or distributed among the members of the Council, but shall be given or transferred to some other institution(s) having objectives similar to that of the Council and whose memorandum of association or Rules shall prohibit the distribution of its or their income and assets among its or their members to an extent at least as great as is imposed by the Council under, or by virtue of this Rules. Such institution(s) are to be determined by the members of the Council at or before the time of dissolution or in default thereof by a Judge of the Supreme Court.
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14. Financial Year

The financial year of the Council shall close on 31 December of each year.
