

**Canberra City
Gymnastic
Club
Inc.**

ABN: 196 569 94313

Constitution

2010



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Statement of Purposes and Rules

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PURPOSE and RULES

PART I - PRELIMINARY

1. The **Name** of the Association shall be the Canberra City Gymnastic Club Incorporated (hereinafter called "The Association")

2. The **Objects** of the Association are to promote and develop the sport of gymnastics in the community and for state and national representation.

3. **Defined Terms**

In these Rules, unless a contrary intention appears:

"association" means Canberra City Gymnastics Club Incorporated;

"committee" means a committee established under Part III;

"financial year" means the year ending on 30 June;

"manager" means a person appointed as manager by the committee as referred to in Rule 15;

"member" means a member, however described, of the Association;

"ordinary committee member" means a member of the committee who is not an office-bearer of the association as referred to in Rule 14.1;

"secretary" means the person or, where no such person holds that office, the public officer of the association;

"the Act" means the Associations Incorporation Act 1991 ;

"the Regulations" means the Associations Incorporation Regulations;

"sub-committee" means a sub-committee established under Rule 22

4. **Interpretation**

In these Rules:

a. a reference to a function includes a reference to a power, authority and duty; and

b. a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

5. The provisions of the Interpretations Act 1967 apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

PART II -MEMBERSHIP

Membership Qualifications

- 6.1. there shall be two categories of members of the Association:
- a. members; and
 - b. associate members.
- 6.2. the following persons are eligible for membership of the Association:
- a. gymnasts obtaining coaching or undertaking training with the Association (if over the age of 18 years) or their parent or guardian (if under the age of 18 years);
 - b. coaches judges and such other persons concerned with the administration of the Association as the Committee shall determine;
 - c. no other person shall be eligible for membership of the Association but the Committee may admit such other persons, organisations (if incorporated) or the representative of an organisation (if incorporated) to Associate Membership in accordance with the provisions of this clause.
 - d.
 - i. associate members shall be entitled to attend all general meetings of the Association and (if not actual persons) to nominate one Associate delegate to attend and to speak at such meetings;
 - ii. neither associate members nor associate delegates shall be entitled to hold office in the Association nor be entitled to vote at general meetings of the Association.
- 6.3. A person who is nominated and approved for membership as provided in the Rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these Rules.
- 6.4. A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership:
- a. unless the person is nominated as provided in sub rule 5 of this Rule; and
 - b. the person's admission as a member is approved by the Committee.

- 6.5. A nomination of a person for membership of the Association:
- a. shall be made in writing, signed by two members of Association;
 - b. shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination); and
 - c. shall be lodged with the Public Officer of the Association.
- 6.6. As soon as is practicable after the receipt of a nomination, the Public Officer shall refer the nomination to the Committee.
- 6.7. Upon a nomination being approved by the Committee the Public Officer shall, with as little delay as possible, notify the nominee, in writing, that he has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the nominee as the first year's subscription, shall enter the nominee's name in a register of members to be kept by the Public Officer, whereupon the nominee becomes a member of the Association.

Membership Entitlements Not Transferable

- 7.1. A right, privilege or obligation which a person has by reason of being a member of the Association:
- a. is not capable of being transferred or transmitted to another person; and
 - b. terminates upon cessation of the person's membership.

Cessation of Membership

- 8.1. A person ceases to be a member of the Association if the person:
- a. dies or, in the case of a body corporate, is wound up;
 - b. resigns from membership of the Association;
 - c. is expelled from the Association; or
 - d. fails to renew membership of the Association.

Resignation of Membership

- 9.1. A member is not entitled to resign from membership of the Association except in accordance with this rule.

- 9.2. A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice being not less than one month, in writing to the Public Officer of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 9.3. Where a person ceases to be a member, the Public Officer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Members' Liabilities

10. The liability of a member to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

Disciplining of Members

- 11.1 Where the committee is of the opinion that a member:
- a. has persistently refused or neglected to comply with a provision of these rules; or
 - b. has persistently and wilfully acted in a manner prejudicial to the interest of the Association
- the committee may, by resolution:
- c. expel the member from the Association; or
 - d. suspend the member from such rights and privileges of membership of the association as the committee may determine for a specified period.
- 11.2. A resolution of the committee under subrule 11.1 is of no effect unless the committee at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule 11.3, confirms the resolution in accordance with this Rule.
- 11.3. Where the committee passes a resolution under subrule 11.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- a. setting out the resolution of the committee and the grounds on which it is based;

- b. stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- c. stating the date, place and time of that meeting; and
- d. informing the member that the member may do either or both of the following:
 - i. attend and speak at the meeting;
 - ii. submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

11.4. Subject to section 50 of the Act, at a meeting of the Committee the Committee shall:

- a. give to the member mentioned in Rule 11.1 an opportunity to make oral representations;
- b. give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and
- c. by resolution determine whether to confirm or to revoke the resolution of the Committee made under subrule 11.1.

11.5. Where the committee confirms a resolution under this Rule 11 the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under this Rule 11.

11.6. A resolution confirmed by the committee under subrule 11.4 above does not take effect:

- a. until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- b. where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with subrule 11.4.

Right of Appeal of Disciplined Member

12.1. A member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under sub rule 11.4 within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

12.2. Upon receipt of a notice under sub rule 12.1, the Secretary shall notify the Committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.

- 12.3. Subject to section 50 the Act, at a general meeting of the Association convened under subrule 12.2:
- a. no business other than the question of the appeal shall be transacted;
 - b. the Committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - c. the members present shall vote by secret ballot on the question of whether the resolution made under subrule 11.4, that the resolution is confirmed.
- 12.4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 11.4, that resolution is confirmed.

PART III –THE COMMITTEE

Powers of the Committee

- 13.1. The Committee, subject to the Act, the Regulations, these rules and to any resolution passed by the Association in general meeting:
- a. shall control and manage the affairs of the Association;
 - b. may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
 - c. has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

Constitution and Membership

14. 1. The Management Committee of the Association shall consist of:
- a. President
 - b. Secretary
 - c. Coach/Judge member, and
 - d. two other persons
14. 2. The provisions of sub-rules 14.3 and 14.4, 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 sub-rule 14.1.

- 14.3. Each committee member of the Association shall hold office until the annual general meeting next after the date of his/her election but is eligible to re-election.
- 14.4. In the event of a casual vacancy in the Committee, the Committee may appoint any member of the Association 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 his/her appointment.
- 14.5. The additional committee members specified in Clause 14.1d shall be given specific areas of responsibility by the Committee for the time being.

Manager

- 15.1. The Committee shall appoint a Manager as an employee of the Association.
15. 2. The Manager shall execute duties and authorities as determined by the Committee.
- 15.3. The Manager shall
- a. collect and receive all moneys due to the Association and make payments authorised by the Association; and
 - b. keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditures connected with the activities of the Association.
- 15.4 The Manager is entitled, subject to a determination otherwise by the Committee, to attend all meetings of the Association and may speak on any matter, but does not have a vote.

Public Officer

- 16.1. The Committee shall appoint a public officer who is a resident of the Australian Capital Territory for the purposes of the Act.
16. 2. The Association may, by resolution, remove its public officer from office.
16. 3. The office of the public officer of the Association shall be taken to be vacant if the public officer:

- a. is removed from office pursuant to subrule 16.2;
- b. resigns from office;
- c. dies;
- d. becomes an insolvent under administration within the meaning of the Corporations Law;
- e. suffers from a mental or physical incapacity;
- f. was convicted or released from imprisonment in respect of an offence referred to in subsection 63(1) of the Act within the period of 5 years immediately preceding his appointment as public officer, or is convicted of such an offence after taking office; or
- g. ceases to reside in the Australian Capital Territory.

16. 4. Where a vacancy occurs in the office of the public officer, the Committee, shall, within 14 days after the vacancy occurred appoint a person to fill the vacancy.

16. 5. A person who is appointed to be the public officer of the Association, shall, not later than one month after being appointed, lodge with the Registrar a notice of the appointment in the approved form.

16. 6. If the public officer changes his address, the officer shall, within one month after the change, lodge with the Registrar a notice of the change in the approved form.

Election of Committee Members

17. 1. Nominations of candidates for election as office-bearers of the Association:

- a. shall be made in writing by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form; and
- b. shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

17.2. 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 meeting.

17.3. If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.

- 17.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons shall be taken to be elected.
- 17.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 17.6. The ballot for the election of office-bearers shall be completed at the annual general meeting in such manner as the committee may direct.
- 17.7. A person is not eligible to simultaneously hold more than one position on the committee.

Secretary

- 18.1. The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, notify the Association of his/her or her address.
- 18.2. The Secretary shall keep minutes of:
- a. all elections and appointments of office-bearers;
 - b. the names of members of the Committee present at a committee meeting or a general meeting; and
 - c. all proceedings at committee meetings and general meetings.
- 18.3. Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.

Vacancies

- 19.1. For the purposes of these Rules, a vacancy in the office of a member of the Committee occurs if the member:
- a. dies;
 - b. ceases to be a member of the Association;
 - c. resigns from office;
 - d. is removed from office pursuant to Rule 20;
 - e. becomes an Insolvent under administration within the meaning of the Corporations Law;
 - f. suffers from mental or physical incapacity;
 - g. is disqualified from office under subsection 63(1) of the Act; or
 - h. is absent without the consent of the Committee members from all meetings of the Committee held during a period of 6 months.

Removal of Committee Members

20. The Association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

Committee Meetings and Quorum

21. 1. The Committee shall meet at least 3 times in each calendar year at such place and time as the Committee may determine.
21. 2. Additional meetings of the Committee may be convened by any member of the Committee.
21. 3. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
21. 4. Notice of a meeting given under subrule 3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except which the Committee members present at the meeting unanimously agree to treat as urgent business.
21. 5. Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
21. 6. No business shall be transacted by the Committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the day in the following week.
21. 7. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
21. 8. At meetings of the Committee:
- a. the President shall preside; or
 - b. If the President is absent such one of the remaining members of the Committee as may be chosen by the members present shall preside.

Delegation by Committee to Sub-Committee

- 22.1. The Committee may, by instruction in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- a. this power of delegation; and
 - b. a function which is a function imposed on the Committee by the Act, by any other law of the Australian Capital Territory, or by resolution of the Association in general meeting.
- 22.2. A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3. A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- 22.4. Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- 22.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the Committee.
- 22.6. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 22.7. A sub-committee may meet and adjourn as it thinks proper.

Disclosure of Interest

23. 1. A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the meeting of the Committee at which the contract or arrangement is first taken into consideration, If his/her interest then exists or, in any other case, at the first meeting of the Committee after the acquisition of his/her Interest.
23. 2. If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into he/she shall disclose his/her interest at the first meeting of the Committee after he/she becomes so interested.
23. 3. No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he/she is Interested and he/she does so vote his/her vote shall not be counted.

Voting and Decisions

24. 1. Questions arising at the meeting of the Committee or any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
24. 2. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
24. 3. Subject to subrule 21.5, the Committee may act notwithstanding any vacancy on the Committee.
23. 4. Any act or thing suffered, or purporting to have been done or suffered, by the Committee or by the sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

GENERAL MEETINGS

Annual General Meetings

25. 1. The Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
25. 2. The annual general meeting of the Association shall, subject to the Act be convened on such date and at such place and time as the Committee thinks fit.
25. 3. In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b. to receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - c. to elect members of the Committee, including office-bearers; and
 - d. to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to section 73(1) of the Act.
25. 4. An annual general meeting shall be specified as such in the notice convening it in accordance with Rule 27.
25. 5. An annual general meeting shall be conducted in accordance with the provisions of this Part.

Convening of Meetings

26. 1. The Committee may, whenever it thinks fit, convene a general meeting of the Association.
26. 2. The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of the Association.
26. 3. A requisition of members for the general meeting:
 - a. shall state the purpose of the meeting;
 - b. shall be signed by the members making the requisition;

- c. shall be lodged with the Secretary; and
 - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
26. 4. If the Committee fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, anyone or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.
26. 5. A general meeting convened by a member or members referred to in subrule 4 shall be convened as early as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

Notice

27. 1. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
27. 2. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause a notice to be sent to each member in the manner provided in subrule 1 specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
27. 3. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 24.3.
27. 4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that notice from the member.

General Meetings - Procedure and Quorum

28. 1. 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 the meeting is considering that Item.
28. 2. Five members present in person (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.
28. 3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved and if any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
28. 4. If at the adjourned meeting a 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 3) shall constitute a quorum.

Presiding Officer

29. 1. The President or in the absence of the President, the Secretary shall preside at each general meeting of the Association.
29. 2. If the President and the Secretary are absent from the general meeting, the members present shall elect one of their number to preside at the meeting.

Adjournment

30. 1. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at 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 at which the adjournment took place.
30. 2. Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

30. 3. Except as provided in sub rules 30.1 and 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of Decisions

31. 1. A question arising at a general meeting of the Association shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
31. 2. At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
31. 3. Where a poll is demanded at a general meeting, the poll shall be taken:
- a. immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - b. in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Voting

32. 1. Subject to subrule 32.3, upon any question arising at a general meeting of the Association a member has one vote only.
32. 2. All votes shall be given personally.
32. 3. In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
32. 4. A member is not entitled to vote at any general meeting of the Association unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the then current year.

Funds

33. 1. The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting and subject to section 114 of the Act, such other sources as the Committee determines.
33. 2. The amount of the annual subscription may be altered from time to time by the members in general meeting by resolution.
33. 3. The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.
33. 4. A member whose subscription has not been paid within one month of a subscription becoming payable is deemed to be unfinancial.
32. 5. The financial year of the Association is the period beginning 1st July in each year and ending on 30th June next following.
33. 6. All moneys received by the Association shall be deposited as soon as practicable and without deduction to the Association's bank account.
33. 7. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
33. 8. Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such a manner as the Committee determines.
33. 9. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee or employees of the Association, being members of the Committee or employees authorised to do so by the Committee.

Alteration of Objects and Rules

34. Neither the objects of the Association referred to in Section 29 of the Act nor these rules shall be altered except in accordance with the Act.

Common Seal

35. 1. The common seal of the Association shall be kept in the custody of the Manager.
35. 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 2 members of the Committee or one member of the Committee and of the Manager.

Custody of Books

36. Subject to the Act, the Regulations and these rules, the Manager shall keep in his/her control all records, and other documents relating to the Association.

Inspection of Books

37. The records, books and other documents of the Association shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of the Association at any reasonable hour.

Service of Notices

38. 1. For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member at the member's address shown in the register of members.
38. 2. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Surplus Property

- 39.1. At the first general meeting of the Association, the Association shall pass a special resolution nominating:
- a. another association for the purpose of paragraph 92(1)(a) of the Act; or
 - b. a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- 39.2. An association nominated under subrule 1a. must fulfil the requirements specified in subsection 92(2) of the Act.