Australian Science & Mathematics School
‘Raising The Bar’ Foundation

Constitution

2013
An Incorporated Association
(Associations Incorporation Act 1985)

This is the annexure marked “A” referred to in the statutory declaration of Ian Maynard
made on the ................. day of ...................... 20
before me (Justice of the Peace signature) ........................................
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1. NAME

The name of the incorporated association is “AUSTRALIAN SCIENCE & MATHEMATICS SCHOOL ‘RAISING THE BAR FOUNDATION’” referred to herein as “the Foundation”

2. DEFINITIONS

In this constitution, unless the contrary intention appears, -

“ADI” (authorised deposit-taking institution) means
a) a body corporate that is an ADI for the purposes of the Banking Act 1959; or
b) the Reserve Bank of Australia; or
c) a person who carries on banking within the meaning of paragraph 51(xiii) of the Constitution.

“ASMS” means the Australian Science and Mathematics School.

“contract” means an action by the Board which has pecuniary implications

“financial year” being a period ending on a specified day, means –
   a) during the first financial year of the Foundation, the period not exceeding 18 months commencing on the date of incorporation and ending on the day specified
   b) should the specified day be changed, the period not exceeding 12 months commencing at the end of the last preceding financial year and ending on the day specified
   c) each succeeding 12 months ending on the day specified.

“Foundation” means Australian Science & Mathematics School “Raising the Bar” Foundation

“FTP” ‘Foundation Target Program: effective school-sector educational program with a national or South Australian remit, the aims and objectives of which are consistent with the national ‘Closing The Gap’ strategy, and which specifically encourages and supports Aboriginal and Torres Strait Islander students to continue their education to and beyond Year 12 level, particularly in the STEM area.

“general meeting” means a general meeting of members of the Foundation convened in accordance with these rules

“Governing Council” means the Australian Science & Mathematics School Governing Council

“ASMS” means Australian Science & Mathematics School

“majority” means more than half of the total number

“member” means a member of the Foundation

“office” means the Australian Science & Mathematics School office or such other place as determined by the Board

“prescribed association” means an incorporated association –
   a) that had gross receipts in that association’s previous financial year in excess of –
      i. $200,000; or
      ii. such greater amount as is prescribed by regulation; or
   b) that is prescribed or of a class prescribed by regulation.
“STEM” means fields of study in the category of science, technology, engineering, and mathematics
“the Act” means the Associations Incorporation Act 1985
“the Board” means the executive committee (governing body) of the Foundation
“the Principal” means the Principal of Australian Science & Mathematics School
“the school” means Australian Science & Mathematics School
“special resolution” means a special resolution defined in the Act
“month” shall mean a calendar month.
“tertiary” means post-secondary (education or training)
“term” means a school term
“year” means the Foundation’s financial year

3. RAISON D’ETRE FOR THE FOUNDATION

A not for Profit entity established to support the development and/or delivery of Foundation Target Programs (FTPs):

4. OBJECTS OR PURPOSES OF THE FOUNDATION

4.1. To advance the educational and career opportunities available - particularly in the STEM area- to young people of Aboriginal or Torres Strait Islander descent; consistent with the national ‘Closing The Gap’ strategy.
4.2. To provide financial, logistical and governance support for the development and/or delivery of FTPs.
4.3. To attract, encourage and facilitate donations, gifts, bequests and legacies for the promotion of the purposes of the foundation.
4.4. To provide financial assistance for:
   4.4.1. educational, research or student projects associated with FTPs
   4.4.2. scholarships, awards or endowments (through either award or expression of interest processes) for entry into or full enjoyment of FTPs
   4.4.3. Travel and/or accommodation costs associated with attendance at FTPs
   4.4.4. Staffing, material and consultancy costs associated with the design and/or delivery of FTPs
4.5. To stimulate and foster a culture through which Aboriginal and Torres Strait Islander students who have benefited (either directly or indirectly) from the activities of the Foundation will be encouraged to support and participate in the ongoing development of the Foundation.
4.6. To do all such things as are incidental or conducive to the attainment of any of the above objectives.

5. POWERS OF THE FOUNDATION

The powers of the Foundation are subject to the Act and these rules.
The Foundation shall have the following powers conferred by section 25 of the Act.
For the purpose of carrying out its objects, an incorporated Association may, subject to this Act and its rules –
   a) acquire, hold, deal with, and dispose of, any real or personal property; and
   b) administer any property on trust; and
   c) open and operate ADI accounts; and
   d) invest its moneys –
      (i) in any security in which trust moneys may, by Act of Parliament, be invested; or –
      (ii) in any other manner authorised by the rules of the Association; and
   e) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
   f) appoint agents to transact any business of the association on its behalf; and
   g) enter into any contract it considers necessary or desirable.

6. MEMBERSHIP

6.1. Qualification
   6.1.1. Any person, firm, organisation (incorporated or unincorporated), institution or group of persons who supports the objects of the Foundation and agrees to be bound by its rules and who applies for membership of the Foundation shall, upon completion of the Official Membership Form, be a member of the Foundation.
   6.1.2. Unless the provisions of this constitution shall expressly so provide, the Board shall be entitled by regulation from time to time to determine the period of membership and impose other terms and conditions of membership of or upon any body corporate or firm or unincorporated association, institution, person or group of persons.

6.2. Cessation of membership
A member ceases to be a member if the member -:
   6.2.1. dies;
   6.2.2. resigns by written notice to the secretary;
   6.2.3. is removed as a member in accordance with section 6.5 of this constitution.

6.3. Expulsion of a member
   6.3.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Foundation.
   6.3.2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
   6.3.3. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 6.5.4. below), cease to be a member 14 days after the Board has communicated its determination to the member.
   6.3.4. It shall be open to a member to appeal to the Foundation in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Foundation within 14 days after the determination of the Board has been communicated to the member.
6.3.5. In the event of an appeal under 6.5.4. above, the appellant’s membership of the Foundation shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Foundation in general meeting after the appellant has been heard by the members of the Foundation, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

6.4. Register of members
A register of members must be kept and contain :-

6.4.1. the name, address and contact details of each member
6.4.2. the date on which each member was admitted to the Foundation
6.4.3. if applicable, the date of, and reason(s) for, termination of membership.

7. THE BOARD

7.1. Powers and Duties

7.1.1. The affairs of the Foundation shall be managed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Foundation, and are not by the Act or by these rules required to be done by the Foundation in general meeting.

7.1.2. The Board has the management and control of the funds and other property of the Foundation.

7.1.3. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Foundation on which these rules are silent.

7.1.4. The Board shall report to subsequent general meetings of members.

7.1.5. The Board shall appoint a public officer as required by the Act.

7.1.6. The Board may appoint such standing committees as it sees fit and delegate such duties as it sees fit to such standing committees. Standing committees shall report to the Board at Board meetings.

Notice of appointment and any change in the identity or address of the public officer, is to be lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Ground Floor, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1407, Adelaide 5001.

7.2. Composition

7.2.1. A Board member shall be a natural person.

7.2.2. The Principal (or acting Principal) of the ASMS or their nominee, shall be an ex-officio member of the Board.

7.2.3. The ASMS Governing Council shall be entitled to nominate one member of the Board.

7.2.4. The Foundation shall attempt to ensure the Board members include-

7.2.4.1. A person with recognised expertise in Aboriginal and Torres Strait Islander education

7.2.4.2. a person with recognised expertise in STEM education

7.2.4.3. a person with recognised expertise in secondary education

7.2.5. The Chairperson of any standing committee appointed by the Board shall become a member of the Board (if not already so).

7.2.6. Up to seven (7) members of the Foundation shall be elected by all members at the Annual General Meeting of the Foundation such that the highest vote winner
shall be the first elected.

7.2.7. Elected members will be appointed for a term not exceeding two years except in the case of the first Board (see 7.3.1).

7.3. Appointment

7.3.1. The first Board of the Foundation shall be appointed from the promotors of the Foundation, or be comprised of such persons as hold office prior to incorporation. The first Board shall hold office until the first annual general meeting after incorporation. At this time, one half (rounded up) of the members of the Board, who shall be chosen by ballot, shall retire from the Board. At each subsequent annual general meeting one half (rounded up) of the elected members of the Board, being the longest serving elected members, shall retire.

7.3.2. A retiring Board member shall be eligible to stand for re-election.

7.3.3. The Board may appoint a member to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Foundation and shall be eligible for election to the Board.

7.3.4. The Board shall elect a chairperson, secretary and treasurer. The chairperson, secretary or treasurer may be the same person as the public officer (see 7.1.5.).

7.3.5. Notice of all persons seeking election to the Board shall be given to all members of the Foundation with the notice calling the meeting at which the election is to take place.

7.4. The Chairperson

7.4.1. The Chairperson must call and preside at the general meetings of the members and the Board.

7.4.2. The Chairperson must facilitate full and balanced participation by members present at a meeting and decide upon the manner in which meetings are conducted and matters of order.

7.4.3. The Chairperson must report the proceedings and operations of the Foundation at the Annual General Meeting, for the period since the previous Annual General Meeting.

7.4.4. If the Chairperson is absent or unable to preside at a meeting, a member appointed by the members present at the meeting must preside.

7.5. The Secretary

7.5.1. The Secretary must give notice of meetings in accordance with the provisions of this constitution.

7.5.2. The Secretary must ensure that the minutes of meetings are recorded and available to members.

7.5.3. The Secretary is responsible for the maintenance and safekeeping of:-

7.5.3.1. official records of the business of the Foundation and a register of minutes of meetings;

7.5.3.2. copies of notices, a file of correspondence and records of other documents and reports made by or on behalf of the Foundation;

7.5.3.3. the register of members;

7.5.3.4. the constitution and providing copies as requested.

7.5.4. The Secretary must ensure that a copy of this constitution is available for public inspection at the “office” during normal hours.
7.6. **The Treasurer**

The Treasurer must:

7.6.1. ensure that financial budgets and statements are prepared;
7.6.2. submit a report on the finances to each meeting of members;
7.6.3. present audited accounts to the Annual General Meeting.

7.7. **Proceedings of the Board**

7.7.1. The Board shall meet together for the dispatch of business at least 4 times in each financial year. The Foundation should settle on how often meetings are to be held.
7.7.2. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson does not have a second or casting vote and the motion will be taken to be defeated.
7.7.3. A quorum for a meeting of the Board shall be one half of the members of the Board.

7.8. **Disclosure of Interest**

7.8.1. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Foundation must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Foundation.
7.8.2. A disclosure under 7.8.1. shall be recorded in the minutes of the Board meeting in which it occurs.
7.8.3. Subsection 7.8.1. does not apply in respect of a pecuniary interest that exists only by virtue of the fact that –

7.8.3.1. the member is an employee of the Foundation
7.8.3.2. the member belongs to a group of people for whose benefit the Foundation is established
7.8.3.3. the pecuniary interest is held in common with all or a substantial proportion of Foundation members.

7.9. **Disqualification of Board members**

The office of a Board member shall become vacant if a Board member is:

7.9.1. disqualified from being a Board member by the Act;
7.9.2. expelled as a member under these rules;
7.9.3. permanently incapacitated by ill health;
7.9.4. absent without apology from more than four meetings in a financial year;

8. **THE SEAL**

The Foundation shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Foundation. The affixing of the seal shall be witnessed by the Chairperson.
9. GENERAL MEETINGS

9.1. Annual General Meetings

9.1.1. The Board shall call an annual general meeting in accordance with the Act and these rules.

9.1.2. The first annual general meeting shall be held within 18 months after the incorporation of the Foundation, and thereafter within five months after the end of its financial year.

9.1.3. The order of the business at the meeting shall be:

9.1.3.1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

9.1.3.2. the consideration of the accounts and reports of the Board and the auditor’s report (if auditor’s report is required)

9.1.3.3. the election of Board members

9.1.3.4. the appointment of auditors (if required - see rule 13.5)

9.1.3.5. any other business requiring consideration by the Foundation in general meeting.

9.2. Special General Meetings

9.2.1. The Board may call a special general meeting of the Foundation at any time.

9.2.2. Upon a requisition in writing of not less than 10 of the members of the Foundation, the Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

9.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

9.2.4. If a special general meeting is not convened within one month, as required by 9.2.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Foundation.

9.3. Notice of General Meetings

9.3.1. Subject to 9.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

9.3.2. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

9.3.3. A notice may be given by the Foundation to any member by serving the member with the notice personally, by sending it by post to the address appearing in the register of members, or by using other methods of communication/contact appearing in the register of members. (See rule 6.7.)

9.3.4. Where a notice is sent:

9.3.4.1. the service is effected by properly addressing, prepaying and sending a communication containing the notice; and

9.3.4.2. unless the contrary is proved, service will be taken to have been effected at the time at which the communication would be delivered in the ordinary course of
9.4. **Proceedings at General Meetings**

9.4.1. Ten members, present personally, shall constitute a quorum for the transaction of business at any general meeting.

9.4.2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

9.4.3. Subject to 9.4.4., the chairperson shall preside as chairperson at a general meeting of the Foundation.

9.4.4. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson of that meeting.

9.5. **Voting at General Meetings**

9.5.1. Subject to these rules, every member of the Foundation has only one vote at a meeting of the Foundation.

9.5.2. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.

9.5.3. Unless a ballot is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

9.5.4. A member being a firm, organisation (incorporated or unincorporated), institution or group of persons shall be entitled to appoint one person, who may not be a member of the Foundation, to represent it at a particular general meeting or at all general meetings of the Foundation. That person shall be appointed by the appointing member in an appropriate manner, which shall be authenticated in writing. Such a person shall be deemed to be a member of the Foundation for all purposes until the authority to represent the appointing member is revoked.

9.6. **Ballot at General Meetings**

9.6.1. If a ballot is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

9.6.2. A ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other ballot may be conducted at any time before the close of the meeting.

9.7. **Special and Ordinary Resolutions**

9.7.1. A special resolution is a special resolution as defined in the Act. That is - a resolution passed at a duly convened meeting of the members of the Foundation if—

9.7.1.1. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Foundation; and

9.7.1.2. it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the Foundation as, being entitled to do so, vote at the meeting.
9.7.2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.8. **Proxies**

Other than as provided in 9.5.4. members shall not be entitled to appoint a person (whether or not a member of the Foundation) to be their proxy, and attend and vote at any general meeting of the Foundation.

10. **ELECTIONS**

10.1. **Election of Executive Committee members at an Annual General Meeting**

10.1.1. The maximum number of persons who may be elected to the Executive Committee (at the meeting) shall be seven minus the number of elected persons remaining on the Executive Committee (see 7.2.5. and 7.3.1.). This number is the quota.

10.1.2. As in 9.3.1. at least 14 days written notice of the elections shall be given to members.

10.1.3. The chairperson (or person presiding at the meeting) shall conduct the election.

10.1.4. To be eligible for election a member shall –

10.1.4.1. be a natural person.

10.1.4.2. be a member of the Foundation.

10.1.4.3. either in person at the meeting or, if not present at the meeting, in writing to the chairperson prior to the election, indicate their willingness to stand.

10.1.4.4. be nominated by a member of the Foundation present at the meeting.

10.1.5. All members of the foundation present at the meeting shall be eligible to vote.

10.1.6. Should not more than the quota be nominated all persons nominated shall be declared elected. In this case, later in the meeting or at a subsequent general meeting, the chairperson may call for nominations for the number of positions not filled.

10.1.7. Should more than the quota be nominated a ballot shall take place. Each voter may indicate up to the quota of the nominated candidates on their voting slip.

10.1.8. Votes shall be counted by two scrutineers appointed by the chairperson (or person presiding at the meeting) from those members who are not candidates for that election. The first elected shall be the highest vote winner within each class of membership not already represented by an elected member on the board (see 7.2.5.). Thereafter the highest vote winners shall be elected until the quota have been elected.

10.1.9. The scrutineers shall present the results of the election to the chairperson (or person presiding at the meeting) who will then declare the names of the elected candidates.

10.2. **Election of Office Bearers at an Executive Committee meeting.**

10.2.1. At the first meeting of the Executive Committee subsequent to an annual general meeting the positions of chairperson, secretary and treasurer shall be declared vacant.

10.2.2. A person elected by the members of the Executive Committee present at the meeting shall conduct the elections.

10.2.3. To be eligible for nomination (by a member of the Executive Committee present at the meeting) and entitled to vote, a person shall be either –

10.2.3.1. the Principal (if a member of the Executive Committee) or –
10.2.3.2. the Governing Council nominee (if nominated by the Governing Council) or -
10.2.3.3. an elected Executive Committee member.

10.2.4. In the event of more than one nomination for a position a ballot shall be held and the votes counted by two scrutineers appointed by the person conducting the election.

11. MINUTES
11.1. Proper minutes of all proceedings of general meetings of the Foundation and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
11.2. The minutes kept pursuant to this rule must be confirmed by the members of the Foundation or the members of the Board (as relevant) at a subsequent meeting.
11.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
11.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

12. DISPUTE RESOLUTION
12.1. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
   12.1.1. a member and another member
   12.1.2. a member and the Foundation
12.2. 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.
12.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
12.4. In this rule “member” includes any person who was a member not more than six months before the dispute occurred.

13. FINANCIAL REPORTING
13.1. Financial Year
The specified date on which the financial year ends shall be –
   13.1.1. 30 June; unless –
   13.1.2. otherwise determined by the Board.
13.2. Accounts to be Kept
The Foundation shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Foundation in accordance with the Act.
These records shall include information which identifies all FTPs which have received financial support during the financial year in question from the Foundation, and the quantum of such support.
13.3. Accounts and reports to be laid before members
THIS RULE APPLIES TO A PRESCRIBED ASSOCIATION
(It may be adopted for an association that is not prescribed)
The accounts, together with the auditor’s report on the accounts, the Board’s statement and the Board’s report, shall be laid before members at the annual general meeting.

13.4. Annual Return
THIS RULE ONLY APPLIES TO A PRESCRIBED ASSOCIATION
The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the Board’s statement, and the Board’s report.

13.5. Appointment of Auditor
13.5.1. At each annual general meeting, the members shall appoint a person to be auditor of the Foundation. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
13.5.2. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
13.5.3. If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

14. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS
The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

15. WINDING UP
The Foundation may be wound up in the manner provided for in the Act.
In the case of a voluntary winding up of the Foundation a special resolution is required.

16. APPLICATION OF SURPLUS ASSETS
If after the winding up of the Foundation there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to –
16.1. Such organisation or organisations as shall be identified and determined by a resolution of members in general meeting and which are in accordance with the Act..

17. RULES
These rules may be altered (including an alteration to the association’s name) by special resolution of the members of the association. This includes revision or replacement by substitute rules.
The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.