

BODHGAYA DEVELOPMENT ASSOCIATION INC.

CONSTITUTION

BODHGAYA DEVELOPMENT ASSOCIATION INC.

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BODHGAYA DEVELOPMENT ASSOCIATION INC.

1. Name

The name of the incorporated Association is Bodhgaya Development Association Inc. (*the Association*).

2. Objectives and Principles

A. Objectives:

- (a) To support education, health, literacy and life-skills programs in low caste communities in Bodhgaya and northern India.
- (b) To raise funds and use these funds to support only programs which have Indian Government approval for receiving funds from overseas through *the Foreign Contribution (Regulation) Act 2010*.
- (c) Assess all funding requests from eligible groups following the prescribed process to ensure justified decision making.
- (d) Evaluate funding decisions regularly to determine development and capacity building opportunities.
- (e) To promote the benefits available through participation and fund raising for the BDA. To report project outcomes and share project progress.

B. Guiding Principles

While attending to the above objectives, the Association will be guided by the following principles.

- (a) The Association will function as a secular not-for-profit body and members will offer their services to the Association on a totally voluntary basis.
- (b) The Association will make no payments to members for services.
- (c) The Association will conduct its activities with a respect for and sensitivity to the social and natural environment in Bodhgaya and northern India.
- (d) The Association will not discriminate based gender, race or religion.
- (e) The Association will endeavour to develop understanding in Australia for the culture and circumstances in Bodhgaya and northern India.

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- (f) The Association will ensure that agreed procedures are followed including reporting on funding requests and outcomes, progress reports and correspondence records, evaluation briefs and outcomes. The Association will aim to be transparent in all activities.

3. Powers

1. The Association has the powers of an individual.
2. The Association may, for example—
 - (a) Enter into contracts; and
 - (b) Acquire, hold, deal with and dispose of property; and
 - (c) Make charges for services and facilities it supplies; and
 - (d) Do other things necessary or convenient to be done in carrying out its affairs.

4. Classes of members

1. The membership of the Association consists of ordinary members.
2. The number of ordinary members is unlimited.

5. New memberships

An applicant for membership of the Association must be proposed by 1 member of the Association (the **proposer**) and seconded by another member (the **seconder**).

6. Membership fees

There is no fee for membership.

7. Admission and rejection of new members [

1. The Management Committee must consider an application for membership at the next committee meeting.
2. The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, the person is advised—

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- (a) Whether or not the Association has public liability insurance; and
- (b) If the Association has public liability insurance—the amount of the insurance.
- 3. The Management Committee must decide at the meeting whether to accept or reject the application.
- 4. If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant will be accepted as an ordinary member.
- 5. The secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

8. When membership ends

- 1. A member may resign from the Association by giving a written notice of resignation to the secretary.
- 2. The resignation takes effect at—
 - (a) The time the notice is received by the secretary; or
 - (b) If a later time is stated in the notice—the later time.
- 3. The Management Committee may terminate a member's membership if the member—
 - (a) Is convicted of an indictable offence; or
 - (b) Does not comply with any of the provisions of these rules; or
 - (c) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 4. Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

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5. If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

9. Appeal against rejection or termination of membership

1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
2. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
3. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

10. General meeting to decide appeal

1. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
3. Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

11. Register of members

1. The Management Committee must keep a register of members of the Association.
2. The register must include the following particulars for each member—
 - (a) The full name of the member;
 - (b) The postal or residential address of the member;

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3. The register must be open for inspection by members of the Association at all reasonable times.
4. A member must contact the secretary to arrange an inspection of the register.
5. However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

12. Prohibition on use of information on register of members

1. A member of the Association must not—
 - (a) Use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
2. Sub rule (1) does not apply if the use or disclosure of the information is approved by the Association.

13. Officers of the Association

1. The Officers of the Association shall be a President, Minutes Secretary, Secretary and a Treasurer.
2. To be eligible for the office of President, a member must at some time have been a member of the Management Committee for at least one year
3. All members of the Management Committee must be 18 years of age or older. The secretary must be a resident of Queensland or be living within 65km of the Queensland border.
4. A person is ineligible for election to the Management Committee if they have been convicted on indictment, imprisoned or are bankrupt.

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14. Duties of Officers

The Officers of the Association shall perform the following duties.

1. President The President shall preside at all meetings of the Association and of the Management Committee.
2. Minutes Secretary Minutes Secretary shall keep a record of the proceedings of the meetings of the Association and of the Management Committee, and perform other duties as assigned by the Management Committee. Further, the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting, Special and General Meeting to be entered in a book or on the computer which will be open for inspection at all reasonable times by any member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every General or Special Meeting shall be signed by the President of that meeting or of the next General, Special Meeting or Annual General Meeting verifying their accuracy.
3. Secretary The Secretary shall keep a record of the inward and outward correspondence, including emails with respect to the running of the Association and conduct correspondence not specifically assigned to other officers or committees, and perform other duties as assigned by the Management Committee.
4. Treasurer The Treasurer shall be responsible for the funds of the Association. The Treasurer shall disburse these funds by cheque or other commonly used means of payment, as directed in accordance with the approved budget. The Treasurer shall make reports to the Association and the Management Committee. Within 30 days after the close of the financial year, the Treasurer shall prepare, a statement containing particulars of:-
 - (a) Income and expenditure for the financial year just ended.
 - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of the year. All accounts shall be audited as provided by the By laws of the Association, and all the statements referred to in this clause shall be examined by the auditor who shall present his/her report to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made. No later than forty-

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five days after the term of office ends, the former Treasurer shall turn all records over to the Treasurer.

(c) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

5. Management Committee members have a duty to the Association. This means they may be held accountable if they;

(a) Deliberately fail to act in the best interests of the Association,

(b) Abuse their powers as committee members,

(c) Fail to avoid conflict of interests,

(d) Fail to exercise due care, skill and diligence.

15.Membership of Management Committee

1. The Management Committee of the Association consists of a President, Minutes Secretary, Secretary and a Treasurer and any other members the Association members elect at a general meeting for a one year term.

2. Management Committee membership should be limited to 6.

3. At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

4. A member of the Association may be appointed to a casual vacancy on the Management Committee under rule 18.

16.Electing the Management Committee

1. A member of the Management Committee may only be elected as follows—

(a) Any 1 member of the Association may nominate another member (the ***candidate***) to serve as a member of the Management Committee;

(b) Each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;

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- (c) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 2. A person may be a candidate only if the person—
 - (a) Is an adult; and
 - (b) Is not ineligible to be elected as a member under section 61A of the *Association Incorporated Act 1981*.
- 3. A list of the candidates' names in alphabetical order, with the names of the member who nominated each candidate, must be emailed to the membership at least 7 days immediately preceding the annual general meeting.
- 4. Election may be by show of hands.
- 5. The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
 - (a) Whether or not the Association has public liability insurance; and
 - (b) If the Association has public liability insurance—the amount of the insurance.

17. Resignation, removal or vacation of office of Management Committee member

- 1. A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- 2. The resignation takes effect at—
 - (a) The time the notice is received by the secretary; or
 - (b) If a later time is stated in the notice—the later time.
- 3. A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

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5. A member has no right of appeal against the member's removal from office under this rule.
6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the *Association Incorporated Act 1981*.

18. Vacancies on Management Committee

1. If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
2. The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
3. However, if the number of committee members is less than the number fixed under rule 21(1) as a quorum of the Management Committee, the continuing members may act only to—
 - (a) Increase the number of Management Committee members to the number required for a quorum; or
 - (b) Call a general meeting of the Association.

19. Functions of Management Committee

1. Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
2. The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the *Association Incorporated Act 1981*, including any regulation made under the *Association Incorporated Act 1981*.
3. Responsibilities to include:
 - (a) Develop coordinated goals and monitor progress of projects towards their achievement.

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- (b) Supervise the affairs of the Association between meetings, without conflict with Association actions.
- (c) Recommend, but not determine, policy, advocacy actions, service projects and donations for adoption by the Association.
- (d) Review and approve all individuals proposed for Association membership.
- (e) Fill vacancies in any office except that of President. .
- (f) Ensure that the Association fulfils its legal liabilities where it is constituted.
- (g) Refer written complaints against an Association officer or director to a special committee elected by the Association for investigation.
- (h) Appoint a Special Committee to investigate written complaints against a member regarding behaviour that has injured the good name of Association or hampered its work.

20.Meetings of Management Committee

1. Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
2. The Management Committee must meet at least once every 4 months to exercise its functions.
3. The Management Committee must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the Management Committee.
5. The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
6. A committee member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.
7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

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8. A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
9. The president is to preside as chairperson at a Management Committee meeting.
10. If there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

21. Quorum for, and adjournment of, Management Committee meeting

1. At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
2. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
3. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
 - (a) The meeting is to be adjourned for at least 1 day; and
 - (b) The members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
4. If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

22. Special meeting of Management Committee

1. If the secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

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3. A request for a special meeting must state—
 - (a) Why the special meeting is called; and
 - (b) The business to be conducted at the meeting.
4. A notice of a special meeting must state—
 - (a) The day, time and place of the meeting; and
 - (b) The business to be conducted at the meeting.
5. A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

23.Minutes of Management Committee meetings

1. The Minutes Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
2. To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

24.Appointment of subcommittees

1. The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Associations operations.
2. A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
3. A subcommittee may elect a chairperson of its meetings.
4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
5. A subcommittee may meet and adjourn as it considers appropriate.

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6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

25. Resolutions of Management Committee without meeting

1. A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
2. A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

26. Annual general meetings

Each annual general meeting must be held—

1. At least once each year; and
2. Within 6 months after the end date of the Association's reportable financial year.

27. Business to be conducted at annual general meeting

The following business must be conducted at each annual general meeting of the Association—

1. Receiving the Association's financial statement, and audit report, for the last reportable financial year;
2. Presenting the financial statement and audit report to the meeting for adoption;
3. Electing members of the Management Committee;
4. Appointing an auditor or an accountant for the present financial year.

28. Notice of general meeting

1. The secretary may call a general meeting of the Association.
2. The secretary must give at least 14 days notice of the meeting to each member of the Association.

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3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
4. The Management Committee may decide the way in which the notice must be given.
5. However, notice of the following meetings must be given in writing—
 - (a) A meeting called to hear and decide the appeal of a person against the Management Committee's decision—
 - i. to reject the person's application for membership of the Association; or
 - ii. to terminate the person's membership of the Association;
 - (b) A meeting called to hear and decide a proposed special resolution of the Association.
6. A notice of a general meeting must state the business to be conducted at the meeting. All proposed special resolutions are to be provided with the notice of the meeting.

29. Quorum for, and adjournment of, general meeting

1. The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus 1.
2. However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less 1.
3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association—
 - (a) The meeting is to be adjourned for at least 7 days; and

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(b) The Management Committee is to decide the day, time and place of the adjourned meeting.

6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
7. If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

30.Procedure at general meeting

1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
2. A member who participates in a meeting as mentioned in sub-rule (1) is taken to be present at the meeting.
3. At each general meeting—
 - (a) The president is to preside as chairperson; and
 - (b) If there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) The chairperson must conduct the meeting in a proper and orderly way.

31.Voting at general meeting

1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

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2. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
3. The method of voting is to be decided by the Management Committee.
4. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
5. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
6. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

32.Special general meeting

1. The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after—
 - (a) Being directed to call the meeting by the Management Committee; or
 - (b) Being given a written request signed by—
 - i. at least 33% of the number of members of the Management Committee when the request is signed; or
 - ii. at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus 1; or
 - (c) Being given a written notice of an intention to appeal against the decision of the Management Committee—
 - i. To reject an application for membership; or
 - ii. To terminate a person's membership.
2. A request mentioned in sub rule (1) (b) must state—
 - (a) Why the special general meeting is being called; and
 - (b) What business will be conducted at the meeting.
3. A special general meeting must be held within 3 months after the secretary—

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- (a) Is directed to call the meeting by the Management Committee; or
 - (b) Is given the written request mentioned in sub rule (1) (b); or
 - (c) Is given the written notice of an intention to appeal mentioned in sub rule (1) (c).
4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

33. Proxies

1. An instrument appointing a proxy must be in writing and be in the following format:

Bodhgaya Development Association Inc. Proxy

I,.....of..... being a member of the Association, appoint

.....of.....

As my proxy to vote on any motion as the proxy may consider appropriate

*As my proxy to present the specific motions attached with *in favour of* or *against* clearly defined. (Strike out irrelevant clause or information)*

For me on my behalf at the (annual), (general) or (special) meeting of the Association, to be held at :- (venue).....this.....day of.....20.....

*Commencing at.....am/pm
and at any adjournment of the meeting.*

Signed this.....day of 20.....

.....
Signature

2. The instrument appointing a proxy must be signed by the appointor.
3. A proxy may be a member of the Association or another person.
4. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

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34.Minutes of general meetings

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
2. To ensure the accuracy of the minutes—
 - (a) The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) The minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
3. If asked by a member of the Association, the secretary must, within 28 days after the request is made—
 - (a) Make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) Give the member copies of the minutes of the meeting.

35.By-laws and Policies

1. The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
2. A by-law may be set aside by a vote of members at a general meeting of the Association.

36.Alteration of Rules of Constitution

1. Subject to the *Association Incorporated Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

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37. Common seal

1. The Management Committee must ensure the Association has a common seal.
2. The common seal must be—
 - (a) Kept securely by the Management Committee; and
 - (b) Used only under the authority of the Management Committee.
3. Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
 - (a) The secretary; or
 - (b) Another member of the Management Committee; or
 - (c) Someone authorised by the Management Committee.

38. Funds and accounts

1. The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
4. A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
5. If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following —
 - (a) President;
 - (b) Secretary;
 - (c) Treasurer;

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- (d) Any 1 of 2 other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association can also sign.
6. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
 7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
 8. A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
 9. All expenditure must be approved or ratified at a Management Committee meeting.
 10. The Association will not pay any Management Committee member or regular member for any services that are carried out on behalf of the Association. All positions are for volunteers only.

39. General financial matters

1. On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
2. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

40. Documents

1. The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

41. Financial years

1. The end date of the Association's financial year is February 28 in each year.

42. Distribution of surplus assets to another entity

1. This rule applies if the Association—
 - (a) Is wound-up under part 10 of the *Association Incorporated Act 1981*; and

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- (b) Have surplus assets.
- 2. The surplus assets must not be distributed among the members of the Association.
- 3. The surplus assets must be given to another entity—
 - (a) Having objects similar to the Association's objects; and
 - (b) The rules of which prohibit the distribution of the entity's income and assets to its members.
- 4. In this rule— ***surplus assets*** see section 92(3) of the *Association Incorporated Act 1981*.