

# **Rules of Association of the South-West Forests Defence Foundation Inc.**

1 The name of the Association is the South-West Forests Defence Foundation Inc. (also known as the 'SFDF'), hereinafter referred to as 'the Foundation'.

## **Definitions**

2 In these rules, unless the contrary intention appears-

'the Act' means the *Associations Incorporation Act 2015*;

'Annual General Meeting' is the meeting convened under rule 18;

'the Commissioner' means the person for the time being designated as the Commissioner under section 153 of the Act;

'the Committee' means the Committee of Management of the Foundation referred to in rule 10 (1);

'Committee meeting' means a meeting referred to in rule 16;

'Committee member' means a person referred to in paragraph (a), (b), (c) or (d) of rule 10 (1);

'financial year' means a period of 12 months commencing on 1 July and ending on 30 June in the following year;

'General Meeting' means a meeting to which all Members are invited;

'Member' means a member of the Foundation;

'office bearer' means a person referred to in paragraph (a), (b), (c) or (d) of rule 10 (2);

'ordinary resolution' means resolution other than a special resolution;

'poll' means voting conducted in written form (as opposed to a show of hands);

'Special General Meeting' means a General Meeting convened under rule 19;

'special resolution' has the meaning given by section 51 of the Act;

'the Treasurer' means the Treasurer referred to in paragraph (d) of rule 10(2)

## **Objects of the Foundation**

3 (1) The objects of the Foundation are-

(a) To promote and advocate for the protection, conservation and ecological sustainability of the native forests and woodlands of Western Australia, including where possible ecological restoration; and

(b) To do all such things as may further the attainment of (a).

(2) The property and income of the Foundation shall be applied solely towards the promotion of the objects of the Foundation and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members except in good faith in the promotion of those objects.

## **Powers of the Foundation**

4 (1) The powers conferred on the Foundation are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Foundation may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Foundation;
- (d) borrow money upon such terms and conditions as the Foundation thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Foundation as the Foundation thinks fit;
- (f) appoint agents to transact any business of the Foundation on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Foundation.

(2) The Foundation shall have the power to campaign publicly for forest conservation by means including but not limited to:

- making submissions;
- organising public events and rallies;
- making public statements;
- working in conjunction with other state, national and international forest conservation organisations; and
- entering into negotiations and consultations as a peak forest conservation organisation with other parties to achieve the Foundation's objects.

## **Qualifications for membership of the Foundation**

5 (1) Membership of the Foundation is open to any person or non-government environment and conservation organisations and other community groups with a primary focus on the conservation of forests and woodlands, or the environment more generally.

(2) A person or organisation shall apply in writing to become a Member.

(3) The Committee will consider the application and recommend to the next General Meeting that the application be either rejected or accepted upon such conditions as it deems necessary to ensure that the person or organisation will be able to contribute to the smooth working of the Foundation.

(4) Membership will be approved or rejected by a General Meeting.

(5) A member organisation shall from time to time pursuant to its own rules appoint representatives who shall represent the member organisation at General Meetings or subcommittee meetings of the Foundation.

(6) Where a vote is held, each Member shall have one vote.

(7) A person appointed to represent a member organisation is deemed for all purposes to be a Member until that appointment is revoked by the member organisation.

(8) Each person or organisation that applies to become a member of the Foundation shall receive a copy of the Foundation's rules as in force when the application is made.

### **Register of Members of the Foundation**

6 (1) The Secretary, on behalf of the Foundation, must comply with section 53 of the Act by keeping and maintaining in an up-to-date condition a register of the Members of the Foundation and their postal, email and/or residential addresses and

(2) Upon the request of a Member of the Foundation, the Secretary shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(3) The registers must be so kept and maintained at the Secretary's place of residence, or at such other place as the Members at a General Meeting decide.

(4) The Secretary must cause the name of a person who dies or who ceases to be a Member under rule 9 to be deleted from the register of Members referred to in sub-rule (1).

### **Subscriptions of Members of the Foundation**

7 (1) The Members may from time to time at a General Meeting determine the amount of the subscription to be paid by each Member.

(2) Each Member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a Member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a Member, unless the Foundation decides otherwise.

(4) A Member exercises all the rights and obligations of a Member for the purposes of these rules if the subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Foundation allows.

### **Termination of membership of the Foundation**

8 Membership of the Foundation may be terminated upon:

(1) receipt by the Secretary or another Committee Member of a notice in writing from a Member of its, her or his resignation from the Foundation; or

(2) expulsion of a Member in accordance with rule 9.

### **Suspension or expulsion of Members**

9 (1) If the Committee considers that a Member should be suspended or expelled from the Foundation for conduct detrimental to the interests of the Foundation, the Committee shall communicate, either orally or in writing, to the Member:

(a) notice of the proposed suspension or expulsion and, with not less than 14 days notice, the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct.

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from membership of the Foundation and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member within 7 days of the decision to suspend or expel being made.

(3) Subject to sub-rule (5), a Member has its, her or his membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel is communicated to it, her or him under sub-rule (2).

(4) A Member suspended or expelled under sub-rule (2) shall, if it, she or he wishes to appeal against that suspension or expulsion, give notice to the Secretary of its, her or his intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4):

(a) the Foundation in a General Meeting shall either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave notice under sub-rule (4) a reasonable opportunity to be heard by, or to make representations in writing to the Foundation in the General Meeting; and

(b) the Member who gave notice under sub-rule (4) is not suspended or does not cease to be a Member unless and until the decision of the Committee to suspend or expel it, her or him is confirmed under this sub-rule.

### **Committee of Management**

10 (1) Management of the Foundation shall be vested in General Meetings and a Committee, which shall report and be subject to General Meetings. The Committee shall carry out day-to-day business between General Meetings and business delegated by a General Meeting.

(2) The Committee shall consist of:

- (a) a President
- (b) a Vice-president
- (c) a Secretary
- (d) a Treasurer and
- (e) not fewer than 4 Members.

(3) The Office Bearers and Members of the Committee shall be elected by ballot at the AGM for a period of 12 months or are appointed to the Committee by the Committee to fill a casual vacancy.

(4) The ballot shall be in three parts:-

- (a) the nomination and election of President.
- (b) the nomination and election of Vice-president, Secretary and Treasurer.
- (c) the nomination and election of not fewer than 4 Members.

(5) These ballots shall be decided by simple majority and in the event of a tie, another ballot shall be held to decide between the tying candidates. A returning officer for the ballot shall be appointed by the meeting.

(6) Nominations shall be in writing or by verbal proposal and the nominees' acceptance thereof must be made in the same way. Elected members shall take office immediately after the declaration of the result of the ballot at the annual general meeting.

(7) Except for out-of-pocket expenses for travel and accommodation in connection with performance of their functions, payment to members of the Management Committee out of the funds of the Foundation shall only be made if authorised by resolution of the Foundation.

### **President**

11 (1) Subject to this rule, the President shall preside at all General Meetings and Committee Meetings.

(2) The President may nominate a facilitator or facilitators to carry out some or all of these duties.

(3) The President shall support and encourage the Members to achieve the objects of the Foundation.

(4) The President shall ensure that meetings, as required under this constitution, are, as far as is practicable, held at a time and place suitable to Members.

### **Vice-president**

12 (1) In the event of the absence of the President from a General Meeting, the Vice-president shall preside over the General Meeting, and in the event of the Vice-president also being absent a Member elected by the other Members present at the General Meeting shall preside.

(2) In the absence of the President from a General Meeting the Vice-president shall perform such other duties as are imposed by these rules on the President.

### **Secretary**

13 The Secretary must:

(1) ensure that notice of meetings is given in accordance with the provisions of this Constitution;

(2) ensure that full and correct minutes of the proceedings of the Committee and of the Foundation are kept;

(3) comply on behalf of the Foundation with:

(a) section 53 of the Act with respect to the register of Members of the Foundation, as referred to in rule 6;

(b) section 58 of the Act by maintaining a record of the names and postal, email and/or residential addresses of the persons who hold the offices of the Foundation provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Foundation under rule 23, and the Secretary must, upon the request of a Member of the Foundation, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose; and

(c) section 35 of the Act by keeping and maintaining in an up-to-date condition the rules of the Foundation and, upon the request of a Member of the Foundation, must make available those rules for the inspection of the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose;

- (4) unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Foundation, including those referred to in paragraph (c) but other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and
- (5) perform such other duties as are imposed by these rules on the Secretary.

### **Treasurer**

14 The Treasurer must:

- (1) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Foundation and must issue receipts for those moneys in the name of the Foundation;
- (2) pay all moneys referred to in sub-rule (1) into such account or accounts of the Foundation as the Committee may from time to time direct;
- (3) make payments from the funds of the Foundation with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed, and all electronic transfers authorised, by himself or herself and at least one other authorised Committee Member, or by any two others as are authorised by the Committee;
- (4) comply on behalf of the Foundation with sections 66 and 67 of the Act with respect to the accounting records of the Foundation by:
  - (a) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Foundation;
  - (b) keeping its accounting records in such manner as will enable true and fair accounts of the Foundation to be prepared from time to time;
  - (c) keeping its accounting records in such manner as will enable true and fair accounts of the Foundation to be conveniently and properly audited; and
  - (d) submitting to Members at each annual general meeting of the Foundation accounts of the Foundation showing the financial position of the Foundation at the end of the immediately preceding financial year.
- (5) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (6) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Foundation, including those referred to in sub-rule (4); and
- (7) perform such other duties as are imposed by these rules on the Treasurer.

### **Casual vacancies in membership of Committee**

15 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (1) dies;
- (2) resigns by notice in writing;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;

(5) is absent from more than:

- (a) 3 consecutive Committee meetings; or
- (b) 3 Committee meetings in the same financial year; or
- (c) 3 consecutive General Meetings of the Foundation without tendering an apology to the person presiding at each of those Committee meetings of which meetings the Member received notice, and the Committee has resolved to declare the office vacant;

(6) ceases to be a Member of the Foundation; or

(7) is the subject of a resolution passed by a General Meeting of Members terminating his or her appointment as a Committee member.

(8) Subject to the requirement for a quorum under rule 16(3), the Committee may continue to act despite any vacancy in its membership.

(9) If there are fewer Committee members than required for a quorum under rule 16(3), the Committee may act only for the purpose of —

- (a) appointing Committee members under this rule; or
- (b) convening a General Meeting.

### **Proceedings of Committee of Management**

16 (1) The Committee must meet for the dispatch of business not less than twice in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

(2) The Committee may meet by electronic communication.

(3) The quorum for meetings of the Committee shall be 4 including at least one Office Bearer.

(4) Notice of meetings shall be 7 days unless abridged by agreement among 4 members of the Committee.

(5) The basic organising principle of the Foundation is collaboration and, except where otherwise provided in this constitution, all decisions by Committee and subcommittee meetings shall be made by consensus. If consensus cannot be reached and the matter is considered to be sufficiently urgent then a vote may be taken. If the matter is not considered to be urgent then the matter will be deferred to the next General Meeting when if again consensus cannot be reached, a decision may be taken by vote.

(6) Each Committee member has a deliberative vote.

(7) Where a decision is required at a Committee meeting it must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

(8) The Committee may appoint subcommittees for specific purposes. These shall report to and be subject to the Committee.

(9) The proceedings of the Committee and any subcommittees shall be recorded in the Minutes referred to in rule 13(2) and a copy kept by the Foundation.

(10) The Committee may from time to time and subject to confirmation at a General Meeting appoint a Campaign Director or Directors who may make public statements or sign correspondence or submissions in the name of the Foundation.

### **General Meetings**

17 (1) General Meetings shall be held not less than twice in each year.

(2) Notice of General Meetings shall be given not less than 14 days before the meeting giving the date, time and place of the meeting.

(3) The Secretary must give a notice under sub-rules (2) by:

- (a) serving it on a Member personally; or
- (b) sending it by post or email to a Member at the address of the Member appearing in the register of Members kept and maintained under rule 6.

(4) When a notice is sent by post under sub-rule (3) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and emailed to the Member's address or posted to the Member concerned by ordinary mail.

(5) The Agenda for a General Meeting shall be circulated to all Members not less than 5 days before the meeting.

(6) At a General Meeting a quorum shall consist of 8 Members present in person including at least one Office Bearer.

(7) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under sub-rule 2:

- (a) as a result of a request or notice referred to in rule 19 (1) (c) or as a result of action taken under rule 19 (3) a quorum is not present, the General Meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(8) If within 30 minutes of the time appointed by sub-rule (7) (b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

(9) The President may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

(10) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

(11) When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

(12) At a General Meeting:

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (14); and

(b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (14) and (11).

(13) A declaration by the President at a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (14).

(14) At a General Meeting, a poll may be demanded by the President or by 3 or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

(15) If a poll is demanded and taken under sub-rule (14) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(16) A poll demanded under sub-rule (14) must be taken immediately on that demand being made.

### **Annual General Meeting**

18 (1) The Foundation will hold an Annual General Meeting in each calendar year within 6 months of the end of its financial year.

(2) The Secretary must give to all Members not less than 14 days' notice of an Annual General Meeting and that notice must specify:

- (a) when and where the Annual General Meeting is to be held;
- (b) the particulars of and order in which business is to be transacted, as follows-
  - (i) first, the consideration of the accounts and reports of the Committee;
  - (ii) second, the election of Committee members to replace outgoing Committee members; and
  - (iii) third, any other business requiring consideration by the Foundation at the General Meeting.

### **Special General Meetings**

19 (1) The Committee:

- (a) may at any time convene a Special General Meeting;
- (b) must, within 30 days of:
  - (i) receiving a request in writing to do so from not fewer than 4 Members or 10% of the Members, whichever is less, convene a Special General Meeting for the purpose specified in that request; or
  - (ii) the Secretary receiving a notice under rule 9 (4), convene a General Meeting to deal with the appeal to which that notice relates.
- (c) must, after receiving a notice under rule 9(4), convene a General Meeting no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Foundation at that next Annual General Meeting in relation to the Committee's rejection of his or her application and the Foundation at that meeting must confirm or set aside the decision of the Committee.

(2) The Members making a request referred to in sub-rule (1) (b) (i) must:

- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
- (b) submit that request in writing.

- (3) If a Special General Meeting is not convened within the relevant period of 30 days referred to:
- (a) in sub-rule (1) (b) (i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
  - (b) in sub-rule (1) (b) (ii), the Member who gave the notice concerned may him or herself convene a Special General Meeting as if he or she were the Committee.
- (4) When a Special General Meeting is convened under sub-rule (3) (a) or (b), the Foundation must pay the reasonable expenses of convening and holding the Special General Meeting.
- (5) Subject to sub-rule (6), the Secretary must give to all Members not less than 14 days' notice of a Special General Meeting and that notice must specify:
- (a) when and where the Special General Meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the Special General Meeting concerned and of the order in which that business is to be transacted.
- (6) A special resolution may be voted on either at a Special General Meeting or at an Annual General Meeting. However, the Secretary must give to all Members not less than 14 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5), the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (7) A resolution is a special resolution if it is passed by the votes of not less than three-fourths of the Members who cast a vote at the meeting.

### **Minutes of meetings of the Foundation**

- 20 (1) The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee meeting, as the case requires, in a minute book or securely backed-up electronic repository kept for that purpose.
- (2) The President must ensure that the minutes taken of a General Meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the President at the General Meeting or Committee meeting to which those minutes relate or by the President at the next succeeding General Meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
- (a) the General Meeting or Committee meeting to which they relate (in this sub-rule called 'the meeting') was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **Proxies of Members of the Foundation**

21 A Member (in this rule called 'the appointing Member') may appoint in writing another person who is a natural person to be the proxy of the appointing Member and to attend and vote on behalf of the appointing Member at any General Meeting.

## **Rules of the Foundation**

22 (1) The Foundation may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act, which is as follows:

- (a) Subject to sub-rule (1) the Foundation may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Foundation), the Foundation must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Foundation as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Foundation does not take effect until section 30 is complied with;
- (d) An alteration of the rules of the Foundation having effect to change the name of the Foundation does not take effect until section 31 is complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Foundation having effect to alter the objects or purposes of the Foundation does not take effect until section 33 is complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every Member and the Foundation to the same extent as if every Member and the Foundation had signed and sealed these rules and agreed to be bound by all their provisions.

## **Common seal of the Foundation**

23 (1) The Foundation must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Foundation must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minutes referred to in rule 20.

(3) The affixing of the common seal of the Foundation must be witnessed by any two of the President, the Secretary and the Treasurer.

(4) The common seal of the Foundation must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **Inspection of records, etc. of the Foundation**

24 A Member may at any reasonable time inspect without charge the rules, books, documents, records and securities of the Foundation and the Member may make a copy of or take an extract from the document but will have no right to remove the document for that purpose.

## **Disputes and mediation**

25 (1) The grievance procedure set out in this rule applies to disputes under these rules between:

- (a) a Member and another Member; or
- (b) a Member and the Foundation; or
- (c) if the Foundation provides services to non-Members, those non-Members who receive services from the Foundation, and the Foundation.

(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.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Foundation;
  - (ii) in the case of a dispute between a Member or relevant non-Member (as defined by sub-rule (1) (c)) and the Foundation, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.

(5) A person belonging to a Member of the Foundation can be a mediator.

(6) The mediator cannot belong to a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **Distribution of surplus property on winding up of the Foundation**

26 If upon the winding up or dissolution of the Foundation there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined resolution of the Members.