

Rules of incorporation for Cittaslow Goolwa Incorporated

Adopted 5 February 2015

1. NAME:

- 1.1 The name of the incorporated association is Cittaslow Goolwa Incorporated, (in these rules called “The Association”)

2. STATEMENT OF PURPOSE AND AFFILIATION:

2.1 To foster and promote the concepts and ideals of the international “Cittaslow” or “Slow Towns” network in Goolwa and district, including the philosophy of “Slow Food”.

Cittalow is an over-arching, whole of community concept which includes environment, heritage, urban fabric/infrastructure, culture, food, and education, aimed at improving the quality of life for all those who live, work in and visit the area.

Goolwa became Australia’s first Cittaslow in March 2007.

2.2 The Association is not-for-profit with its objectives being *inter alia*:

2.2.1 to promote, celebrate, preserve and share the traditional culture and unique infrastructure, character and values of Goolwa and district;

2.2.2 to promote the use of technology for the improvement of the environment, protection and enhancement of the urban fabric and preservation and re-introduction of regional produce, and processing/preparation methods;

2.2.3 to promote communication between local food producers, processors, wholesalers, retailers and consumers that will assist environmental conservation and sustainable development using natural and environmentally friendly techniques;

2.2.4 to help market the unique character of Goolwa and district to prospective visitors as a means to assisting economic development and sustainability;

2.2.5 to identify projects that will enhance Goolwa’s Cittaslow status;

2.2.6 to manage funds for projects, fundraising and membership as required;

2.2.7 to foster friendly and cooperative community attitudes; and,

2.2.8 to conduct activities that promote the Cittaslow philosophy.

2.3 The objectives stated in clause 2.2 will be achieved *inter alia* by:

2.3.1 working collaboratively with governments and government agencies, a range of community and business groups, producers, manufacturers, wholesalers, retailers, hotels, clubs, restaurants and cafés to improve food and beverage quality and service delivery standards which are based on traditional regional produce;

2.3.2 working with governments and government agencies and community groups to ensure sustainable urban and regional development which preserves and is in harmony with the essential environmental, heritage, cultural and community values;

- 2.3.3 supporting the production, processing, preparation and consumption of organically grown produce;
- 2.3.4 researching, documenting and encouraging traditional cooking methods;
- 2.3.5 protecting and promoting products which have their roots in traditions (Indigenous, European and local), reflect the local methods and are part of what makes up the unique character of the district;
- 2.3.6 educating local people about Cittaslow concepts;
- 2.3.7 periodically assessing Goolwa against the Cittaslow international criteria to ensure continuous improvement;
- 2.3.8 facilitating projects to improve, protect, foster and preserve Goolwa,
- 2.3.9 actively participating in the activities of the Cittaslow Australia and the Cittaslow International network through the sharing and dissemination of ideas,
- 2.3.10 use of the international Cittaslow network to inform others about Goolwa; and,
- 2.3.11 examination of Cittaslow practices in longstanding Cittaslow towns and adoption of those practices which may be appropriate to Goolwa.
- 2.4 Cittaslow Goolwa shall be a founder member of Cittaslow Australasia.

3. INTERPRETATION:

3.1 In these Rules, unless the contrary appears:-

“Committee” means the Committee of Management of “The Association”.

“Financial Year” means the year ending on 30th June.

“General Meeting” means a General Meeting of Members convened in accordance with Rule 10.

“Member” means a member of “The Association”.

“Ordinary Member of the Committee” means a Member of the Committee who is not an Officer of “The Association” under Rule 13.

“The Act” means the Associations Incorporation Act 1985 (SA)

“Public Officer” shall be the Secretary.

“Register” is a record of all members’ confidential personal details and shall be held by the Treasurer (Registrar).

3.2 In these Rules, a reference to the Secretary of “The Association” is a reference to:-

3.2.1 Where a person holds office under these Rules as Secretary of “The Association” to that person; and

- 3.2.2 In any other case, to the Public Officer of “The Association”.
- 3.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1915 (S.A.)

4 MEMBERSHIP

- 4.1 Membership shall be open to any person/s or a Minor, business or organisation, wishing to pay the appropriate fees, abide by the Rules and By-Laws, and whose application is accepted by a simple majority at a Committee Meeting.
- 4.2 Application for membership shall be made on the official form, as set out by the Committee, duly signed and lodged with the Registrar (“Treasurer”).
- 4.3 The application for membership shall be received and voted on by the Committee.
- 4.4 Upon nomination being approved by the Committee, the Registrar shall, with as little delay as possible, notify the nominee in writing that he/she/they is/are approved for membership of “The Association” and request payment within a period of 28 days (after receipt of the notification) of the sum payable under these Rules as the joining fee and the appropriate subscription.
- 4.5 The Registrar shall, upon payment of the amounts referred to in sub-clause 4.4, within the period referred to in that sub-clause, enter the nominee’s name in the Register of Members kept by the Registrar, and, upon the name being so entered, the nominee becomes a member of “The Association”.
- 4.6 A right, privilege, or obligation of a person or organisation by reason of his/her/their membership of “The Association”:-
 - 4.6.1 Is not capable of being transferred or transmitted to another person;
 - 4.6.2 Terminates on the cessation of his/her/their membership whether by death, resignation or otherwise.
- 4.7 Life Members may be created by a resolution of a General Meeting in recognition of distinguished service. Life Members shall be exempt from the payment of annual subscription fees.
- 4.8 Honorary Membership may be conferred on a *bona fide* visitor by resolution of the committee.

5 JOINING FEES AND ANNUAL SUBSCRIPTION:

- 5.1 The scale of joining fees shall be revised at a General Meeting.
- 5.2 The annual subscriptions and pro rata rates shall be determined at a General Meeting.

6 REGISTER OF MEMBERS:

- 6.1 The Treasurer shall keep and maintain a Register of Association members in which shall be entered the full name, date of birth (where appropriate), postal and residential address,

telephone number and date of entry of each new member. The Register shall be available for inspection by arrangement with the Association Treasurer.

6.2 The Register shall be maintained as 'confidential' and shall not be divulged to third parties except as may be required by law.

7 **RESIGNATION OF A MEMBER:**

7.1 A Member of "The Association" who has paid all monies due and payable to "The Association" may resign from "The Association" by first giving one month notice in writing to the Registrar of an intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

7.2 Upon the expiration of a notice given under sub-clause 7.1, the Treasurer shall make in the Registrar of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

7.3 Subject to these Rules, the Committee may, by resolution:-

7.3.1 Expel a Member from "The Association":

7.3.2 Suspend a Member from membership of "The Association" for a specified period:

7.3.2.1 who has refused or neglected to comply with these Rules:

7.3.2.2 has been guilty of conduct unbecoming a member or prejudicial to the interests of "The Association": or,

7.3.2.3 has been unfinancial for a period of 12 months.

7.4 A resolution of the Committee under sub-clause 7.3:-

7.4.1 Does not take effect unless the Committee, at a Meeting held not earlier than 14 days and not later than 28 days after the service on the Member of a notice given under sub-clause 7.5, confirms the resolution in accordance with this clause: and

7.4.2 Where the Member exercises a right of appeal to "The Association" under this clause, does not take effect unless "The Association" confirms the resolution in accordance with this clause.

7.5 Where the Committee passes a resolution under sub-clause 7.3, the Secretary shall, as soon as practicable cause to be served on the Member a notice in writing:-

7.5.1 Setting out the resolution of the Committee and the grounds on which it is based:

7.5.2 Stating that the Member may address the Committee at a Meeting to be held not earlier than 14 and not later than 28 days after the service of the notice:

7.5.3 Stating the date, place and the time of that Meeting:

7.5.4 Informing the Member that he/she/they may do one or more of the following:-

7.5.4.1 Attend the Meeting;

- 7.5.4.2 Give to the Committee before the date of that Meeting, a written statement seeking the revocation of the resolution;
- 7.5.4.3 Not later than 24 hours before the date of the Meeting, lodge with the Secretary a notice to the effect that he/she/they wish(es) to appeal to “The Association” in General Meeting against the resolution.
- 7.6 At the Meeting of the Committee held in accordance with sub-clause 7.4 the Committee:-
 - 7.6.1 Shall give to the Member an opportunity to be heard;
 - 7.6.2 Shall give due consideration to any written statement submitted by the Member; and
 - 7.6.3 Shall by resolution determine whether to confirm or revoke the resolution.
- 7.7 Where the Secretary receives a notice under sub-clause 7.5, the Secretary shall notify the Committee and the Committee shall convene a General Meeting of “The Association” to be held within 21 days after the date on which the Secretary received the notice.
- 7.8 At a General Meeting of “The Association” convened under sub-clause 7.7:-
 - 7.8.1 No business other than the question of the appeal shall be transacted;
 - 7.8.2 The Committee may place before the Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 7.8.3 The Member shall be given an opportunity to be heard; and
 - 7.8.4 The Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9 If, at the General Meeting:-
 - 7.9.1 Two thirds of the Members present vote, in person or by proxy, in favour of the confirmation of the resolution, the resolution is confirmed; and
 - 7.9.2 In any other case, the resolution is revoked.
- 7.10 The Committee may grant Leave of Absence for a maximum of one financial year, upon written application to the Secretary.
- 8. **ANNUAL GENERAL MEETING:**
 - 8.1 “The Association” shall in each year convene an Annual General Meeting of its Members.
 - 8.2 The Annual General Meeting shall normally be held in the month of November, but no later than the end of March.
 - 8.3 The ordinary business to be dealt with at the Annual General Meeting shall be:-

- 8.3.1 To confirm the Minutes of the last Annual General Meeting and any General Meeting held since that Meeting;
- 8.3.2 Receipt of annual reports from Committee Members;
- 8.3.3 To receive and consider the financial statement submitted by “The Association” in accordance with “The Act”;
- 8.3.4 To set club membership fees for the next financial year.
- 8.3.5 To consider amendments to “The Association” Constitution and Rules. Amendments shall be in writing to the secretary, at least 28 days prior to the AGM;
- 8.3.6 To consider any other business of which written notice has been given to the Secretary at least 28 days prior;
- 8.3.7 To declare all offices vacant;
- 8.3.8 Appointment of a chairman for election of offices; and
- 8.3.9 Election of office bearers, as appropriate.

9 SPECIAL GENERAL MEETING:

- 9.1 A Special General Meeting other than the Annual General Meeting shall be called for a specific purpose.
- 9.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of “The Association”, and where, but for this special sub-clause, more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- 9.3 The Committee shall, on the requisition in writing of Members representing not less than 3 members, or 5% of the total number of Members, whichever is the greater, convene a Special General Meeting of “The Association”.
- 9.4 The requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 9.5 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members seeking the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 9.6 The Association shall not be responsible for any costs incurred in convening a Special General Meeting convened by Members in pursuance of the rules.

10 NOTICE OF MEETING:

- 10.1 The Secretary of “The Association” shall, at least 14 days before the date fixed for holding a General Meeting of “The Association”, cause to notify each Member of “The Association”, via a notice posted on the general notice board at “The Association” and/or by other means, stating the date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- 10.2 No business other than that set out in the notice convening the Meeting shall be transacted at the Meeting.
- 10.3 A Member desiring to bring business before a Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice, at least seven (7) days prior to that meeting.

11. PROCEEDINGS AT GENERAL MEETINGS:

11.1 Business:

- 11.1.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.

11.2 Quorum:

- 11.2.1 Members personally present being either 50% or more of the total membership or six (6) members whichever is the lesser, (being Members entitled under these Rules to vote at a General Meeting), shall constitute a quorum for the transaction of a General Meeting.
- 11.2.2 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved, and in any other case, shall stand adjourned to the same day in the next week at the same time, and, (unless another place is specified by the Chairman at the time of adjournment or by written notice to the Members given before the day to which the Meeting is adjourned), at the same place, and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present, (being not less than four Members), shall be a quorum.

11.3 Chairperson

- 11.3.1 The President, or if absent, the Vice President, shall preside as Chairperson at any meeting of “The Association”.
- 11.3.2 If the President and the Vice President are absent from a meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

11.4 Adjournment:

- 11.4.1 The Chairperson of a Meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.

- 11.4.2 Where a Meeting is adjourned for 14 days or more, a like notice of the adjourned Meeting shall be given as in the case of the General Meeting.
- 11.4.3 Except as provided in sub-clauses 11.4.1 and 11.4.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 11.5 **Voting:**
- 11.5.1 A question arising at a General Meeting of “The Association” shall be determined on a show of hands, and, unless before or on the show of hands, a poll is demanded, a declaration by the Chairman that a resolution has, on the show of hands, been carried by a particular majority or carried unanimously, or lost, and the entry to that effect in the Minute Book of “The Association”, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 11.5.2 Upon any question arising at a General Meeting of “The Association”, a Member has one vote only.
- 11.5.3 All votes shall be given personally or by proxy.
- 11.5.4 In the case of an equality of voting on a question, the Chairperson of the Meeting is entitled to exercise the casting vote.
- 11.5.5 If at a Meeting a poll on any question is demanded by not less than three (3) Members, it shall be taken at the Meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.
- 11.5.6 A poll that is demanded on the election of a Chairperson, or on a question of an adjournment, shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may direct.
- 11.5.7 A Member is not entitled to vote at any General Meeting unless all monies due and payable to “The Association” have been paid.
- 11.5.8 Only those Members 15 years of age and over shall be entitled to vote at General Meetings.
- 11.5.9 Each Member shall be entitled to appoint another Member as his/her/their proxy, by notice given to the Secretary no later than 24 hours before the time of the Meeting in respect of which the proxy is appointed.
- 11.5.10 The notice appointing the proxy shall be in the form set out by the Secretary.
- 11.6 Life Members:
Voting for Life Members shall be by two-thirds majority of those present and entitled to vote at a General Meeting.
12. **Committee of management:**
- 12.1 The affairs of “The Association” shall be managed by a Committee of Management constituted as provided in Rule 12.
- 12.2 **The Committee:**
- 12.2.1 Shall control and manage the business and affairs of “The Association”;

12.2.2 May, subject to these Rules, By Laws, and the regulations of “The Act”, exercise all such powers and functions as may be exercised by “The Association” other than those powers and functions that are required by the Rules to be exercised by General Meetings of the Members of “The Association”; and

12.2.3 Subject to these Rules, By-Laws, and the regulations of “The Act”, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of “The Association”.

13. OFFICERS OF THE ASSOCIATION:

13.1 The officers of “The Association” shall be:-

13.1.1 President;

13.1.2 Vice President (s);

13.1.3 Secretary; and,

13.1.4 Treasurer.

13.2 The provisions of Rule 14, so far as they are applicable, and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause 13.1.

13.3 In the event of a casual vacancy in any Office referred to in sub-clause 13.1, the Committee may appoint one of its Members to the vacant Office and the Member so appointed may continue in Office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.

14. COMMITTEE:

14.1 Subject to Section 23 of “The Act”, the Committee shall consist of:-

14.1.1 The Officers of “The Association”; and

14.1.2 A minimum of three (3) other Ordinary Members.

14.2 Each Ordinary Member of the Committee shall, subject to these Rules, hold office until the Annual General Meeting two (2) years after the date of his/her election commencing with the 2015 Annual General Meeting, but is eligible for re-election.

14.3 In the event of a casual vacancy occurring in the Office of an Ordinary Member of the Committee, the Committee may appoint a Member of “The Association” to fill the vacancy and the Member so appointed shall hold Office, subject to these rules, until the conclusion of the next Annual General Meeting at which elections are held following the date of his/her appointment.

15. ELECTION OF OFFICERS AND VACANCY:

15.1 Nominations of candidates for election as Officers of “The Association” or as Ordinary Members of the Committee:-

- 15.1.1 Shall be made in writing, signed by two Members of “The Association” and accompanied by the written consent of the candidate; and,
- 15.1.2 Shall be delivered to the Secretary of “The Association” not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 15.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 15.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 15.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held,
- 15.5 The ballot for the election of Officers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 15.6 For the purpose of these Rules, the office of an Officer of “The Association” or of an Ordinary Member of the Committee, becomes vacant if the Officer or Member:-
 - 15.6.1 Ceases to be a member of “The Association”;
 - 15.6.2 Becomes insolvent under administration within the meaning of the Companies, (South Australia), Code; or
 - 15.6.3 Resigns the Office by notice in writing given to the Secretary.
- 15.7 Officers and Ordinary Committee Members shall hold office for a period of two (2) years.

16 PROCEEDINGS OF COMMITTEE

16.1 Meetings:

- 16.1.1 The Committee shall meet at times and at such places as the Committee may determine necessary to manage the affairs of “The Association”.
- 16.1.2 Special Meetings of the Committee may be convened by the President or by any four (4) Members of the Committee.
- 16.1.3 Notice shall be given to Members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.

16.2 Quorum:

- 16.2.1 50% of Members of the Committee constitute a quorum for the transaction of the business of a Meeting of the Committee.

- 16.2.2 If within half an hour of the time appointed for the commencement of a Committee Meeting a quorum is not present, the Meeting shall stand adjourned until the next Meeting or until a quorum of 50% of Members can be convened at an earlier date.
- 16.3 Chairperson:**
At Meetings of the Committee:-
- 16.3.1 If either the President or Vice President is absent, one of the remaining Members of the Committee as may be chosen by the Members present shall preside.
- 16.4 Voting:**
- 16.4.1 Questions arising at a Meeting of the Committee, or of any Sub-Committee appointed by the Committee, shall be determined on a show of hands, or, if demanded by a Member, by a poll taken in such manner as the person presiding at the Meeting may determine.
- 16.4.2 Each Member present at a Meeting of the Committee or of a Sub-Committee appointed by the Committee, (excluding the person presiding at the Meeting), is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a casting vote.
- 16.4.3 Subject to sub-clause 15.2, the Committee may act notwithstanding any vacancy on the Committee.
- 17 Duties of Officers:**
- 17.1 President:**
- 17.1.1 Shall act as the Chairperson of all meetings.
- 17.1.2 Present a report to the Annual General Meeting.
- 17.1.3 Ensure that all requirements of the Constitution and Rules of the Constitution of “The Association” are met.
- 17.2 Vice President:**
- 17.2.1 Shall perform the duties of President whenever the President is unable to act or upon request.
- 17.3 Secretary:**
- 17.3.1 The Secretary of “The Association” shall keep Minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.
- 17.3.2 The books referred to in sub-clause 17.3.1 shall be available for inspection by Members.
- 17.4 Treasurer:**
- 17.4.1 Shall collect and receive all monies due to “The Association” and make all payments authorised by “The Association”; and
- 17.4.2 Shall keep correct accounts and books showing the financial affairs of “The Association” with full details of all receipts and expenditure connected with the activities of “The Association”.

- 17.4.3 The accounts and books referred to in sub-clause 17.4.1 shall be available for inspection by Members.
- 17.4.4 Maintain a register of Members.
- 17.4.5 Present a written Financial Statement, duly audited at the Annual General Meeting.
- 17.4.6 Keep accurate records of all monies received and expended and be responsible for all books, journals, and documents necessary for the functions of his/her office and produce any books and records for inspection at all reasonable times when demanded by “The Association” or auditor.
- 17.4.7 Maintain petty cash of not more than \$200.

18 REMOVAL OF MEMBER OF COMMITTEE:

- 18.1 “The Association” at a General Meeting may, by resolution, remove any Member of the Committee before the expiration of his/her term of Office and appoint another Member in his/her stead to hold Office until the expiration of the term of the first-mentioned Member.
- 18.2 Where the Member to whom a proposed resolution referred to in sub- clause 18.1 makes representations in writing to either the Secretary or the President of “The Association”, (not exceeding a reasonable length), and requests that they be notified to the Members of “The Association”, or if they are not to be sent, the Member may require that they be read at the Meeting.

19 MONEY:

- 19.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by at least two nominated Members of the Committee.
- 19.1.1 Signatories shall be – President, Secretary, Treasurer and one other Committee member, with any two to sign.
- 19.2 All monies, except petty cash allocated under the appropriate By-Laws, received by the Treasurer, shall be deposited in “The Association’s” bank account(s), invested or disposed of at the discretion of the Committee.
- 19.3 The committee shall determine from time to time such procedures and limitations that it deems fit for the handling and control of petty cash.
- 19.4 An independent auditor shall be appointed for the purpose of an annual audit of financial records.

20. SEAL:

- 20.1 The Common Seal of “The Association” shall be kept in the custody of the Secretary.
- 20.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature of two

Members of the Committee or one Member of the Committee and the Public Officer of “The Association”.

21 ALTERATION OF RULES:

21.1 These rules of “The Association” shall be altered in accordance with “The Act”.

22 NOTICES:

22.1 A notice may be served by or on behalf of “The Association” upon any Member either personally or by sending it by post to the Member at his/her/their address as shown in the Register of Members.

22.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proven, be deemed to have been given to the person at the time the letter would have been delivered in the ordinary course of post.

23 WINDING-UP OR CANCELLATION:

In the event of the winding up or cancellation of the Incorporation of “The Association”, and after payment of all outstanding debts:-

23.1 Any surplus assets of Cittaslow Goolwa Inc. shall be distributed as determined by a special resolution at a general meeting called for the purposes of winding up the association.

23.2 In accordance with the Act, any such distribution shall not be made to members, or former members of Cittaslow Goolwa Inc., except those members or former members who are incorporated bodies in their own right.

23.3 Any distribution of surplus assets shall only be directed to organisations with similar objectives to Cittaslow Goolwa Inc.

24 CUSTODY OF RECORDS:

Except as otherwise provided in these rules, the Secretary shall keep in his/her custody, or under control, all books, documents and securities of “The Association”.

25 FUNDS:

The funds of “The Association” shall be derived from joining fees, annual subscriptions, sales of materials, donations and such other source as the Committee determines.

26 BY-LAWS:

26.1 “The Association” shall be regulated by a system of By-Laws.

26.2 By-Laws may be formed by the Committee as necessary. Any proposed amendments to the By-Laws or for the revocation of a By-Law must be by written notice of motion lodged with the Secretary.

27 INSURANCE:

“The Association” shall ensure that adequate Public Risk and Directors and Officers Insurance is in place to cover the members and “The Association” or any other instruments as may from time to time be deemed necessary or as is required in terms of “the Act”.