

1 **THE ARTICLES OF ASSOCIATION OF THE SOUTHERN LABRADOR**
2 **DEVELOPMENT ASSOCIATION**

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5 **ARTICLE 1: GENERAL**
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7 1.1 **Purpose** – These By-laws relate to the general conduct of the affairs of the Association
8 of the Southern Labrador Development Association.
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10 1.2 **Definitions** - In these bylaws, unless the context otherwise specifies:
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- 12 (a) "Act" – the NF Corporations Act or any successor legislation including the Not-
13 for-profit Corporations Act, date) upon becoming law)
- 14 (b) "Auditor" - an individual, partnership, or corporation appointed by the Members
15 at the Annual Meeting to audit the books, accounts, and records of the
16 Corporation for a report to the Members
- 17 (c) "Board of Directors" means the Directors of the Southern Labrador
18 Development Association.
- 19 (d) "Association" or "SLDA" means the Southern Labrador Development
20 Association
- 21 (e) "Days" – days including weekends and holidays.
- 22 (f) "AGM" means any annual general meeting of the members.
- 23 (g) "Special Meeting" means any special meetings of the Members.
- 24 (h) "Member" means any Member in good standing as defined by Article 3
- 25 (i) "Executive" means the Executive of the Board of Directors of the Southern
26 Labrador Development Association.
- 27 (j) "Officers" means the individuals designated as President or Chief Executive
28 Officer, 1st Vice-President, 2nd Vice President, Treasurer, and Secretary
- 29 (k) "Ordinary Resolution" – a resolution passed by a majority of the votes cast on
30 that resolution.
- 31 (l) "Special Resolution" - a resolution passed by the directors and confirmed with

32 or without variation by at least two-thirds of the votes cast at a general
33 meeting of the members of the Association duly called for that purpose.

34 (m) "In Writing" – shall include both hard copy and electronic communication in a
35 form determined appropriate by the Board of Directors of the Corporation.
36

37 1.3 **Registered Office** – The registered office of the Association will be located within the
38 Province of Newfoundland and Labrador
39

40 1.4 **No Gain for Members** – The Association will be carried on without the purpose of gain
41 for its members and any profits or other accretions to the Association will be used in
42 promoting its objects.
43

44 1.5 **Ruling on By-laws** – Except as provided in the Act, the Board will have the authority to
45 interpret any provision of these By-laws that is contradictory, ambiguous, or unclear,
46 provided such interpretation is consistent with the objects of the Association.
47

48 1.6 **Conduct of Meetings** – Unless otherwise specified in these By-laws, meetings of the
49 Members and meetings of the Board will be conducted according to Robert's Rules of
50 Order (current edition).
51

52 1.7 **Interpretation** – Words importing the singular will include the plural and vice versa, words
53 importing the masculine will include the feminine and vice versa, and words importing
54 persons will include bodies corporate. Words importing an organization name, title, or
55 program will include any successor organizational name, title, or program.
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57 **ARTICLE 2: OBJECTS OF THE ASSOCIATION**

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- 59 (a) To serve as a forum for discussion and exchange of ideas with the view to identifying
60 local needs.
61 (b) To promote the development of local leadership.
62 (c) To serve as a vehicle for the involvement of the people of the region in the planning,

- 63 implementation, and management of social and economic programs for the
64 development of their area.
- 65 (d) To be a vehicle for the coordinating and communicating with other agencies
66 concerned with the development of the region.
- 67 (e) To be the local agency to which individuals and groups can bring their problems for
68 discussion and possible resolutions.
- 69 (f) To mobilize the resource of the local area and its people to solve their own problems
70 as far as possible.

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72 **ARTICLE 3: MEMBERS**

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74 **3.1 General Membership**

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- 76 (a) Any individual residing within the boundaries from L'Anse au Clair to Red Bay, shall
77 be eligible for membership in the Association and may be accepted for membership
78 by making application on documents provided for such purpose.
- 79 (b) Any organization or business enterprise located in or with interests within the
80 boundaries from L'Anse au Clair to Red Bay shall be eligible for membership in the
81 Association and may be accepted for membership by making application on
82 documents provided for such purpose.
- 83 (c) Each municipality, including L'Anse au Clair, Forteau, L'Anse au Loup, West St.
84 Modeste, Pinware, and Red Bay, and the unincorporated communities of Capstan
85 Island and L'Anse Amour are eligible for membership in the Association provided it
86 agrees to participate in the work of the Association and abide by these Articles of
87 Association.
- 88 (d) Application for membership from municipalities, unincorporated communities,
89 individuals, organizations, or businesses shall be directed to the Executive. On
90 acceptance by the Executive and pursuant to the payment of prescribed fees any such
91 municipality, unincorporated community, individual, organization, or business is
92 considered as a member of the Association.
- 93 (e) The amount of annual membership fees shall be determined by the Board of Directors

- 94 and reviewed annually.
- 95 (f) All members are in good standing except for a member who has failed to pay the
- 96 annual fee as set by the Board of Directors.
- 97 (g) The annual membership fee is due upon acceptance as a member and/or at the end
- 98 of the fiscal year of the Association.
- 99 (h) The Executive may remove from the membership the name of any enrolled member
- 100 failing to pay membership dues within 60 days of becoming due and payable.
- 101 (i) Any member whose membership dues are in arrears shall not be entitled to hold office
- 102 or vote at any meeting.
- 103 (j) A member shall have one vote only.
- 104 (k) Votes must be given personally, and when called or deemed necessary by the Chair,
- 105 be counted, and recorded.
- 106

107 **3.2 Membership Categories - There shall be five classes of membership:**

108

109 Individual Member

- 110 (a) Only members in good standing shall be active members.
- 111

112 Organization Member (includes not-for-profit)

- 113 (a) Only members in good standing shall be active members.
- 114 (b) An organization shall agree to assign an authorized representative who will be entitled
- 115 to speak and vote on their behalf and exercise all rights as a member of SLDA.
- 116

117 Business Member

- 118 (a) Only members in good standing shall be active members
- 119 (b) A business shall agree to assign an authorized representative who will be entitled to
- 120 speak and vote on their behalf and exercise all rights as a member of SLDA.
- 121

122 Municipality Member/Unincorporated Community

- 123 (a) Only members in good standing shall be active members
- 124 (b) A municipality or unincorporated community shall agree to assign an authorized

125 representative who will be entitled to speak and vote on their behalf and exercise all
126 rights as a member of SLDA.

127
128 (c) The member appointed will also be the municipality representative on the Board of
129 Directors.

130
131 Honorary Member

- 132 (a) Only members in good standing shall be active members
- 133 (b) Honorary Membership includes full membership privileges and recognizes long
134 standing members for their support and contribution to the Association and
135 encourages further participation and mentorship to the work of the Association.
136 Honorary Membership is to be determined by the Board of Directors and selected by
137 Special Ratification of the voting Members at the Members Meeting.

138
139 3.1 Registration – Each category of Member must register with the Association and agree to
140 abide by the Association’s By-laws, policies, procedures, rules, and regulations).

141
142 3.4 Membership Authority – The Members of the Association will have the following powers:
143 (a) To appoint the Auditor
144 (b) To amend the By-laws
145 (c) To elect Directors; and
146 (d) As provided in the Act and in these By-laws

147
148 **3.3 Admission and Renewal of Members – Any candidate will be admitted or renewed**
149 **as a member if:**

- 150
151 (a) The candidate member makes an application for membership in a manner prescribed
152 by the Association.
- 153 (b) The candidate member was previously a member, the candidate member was a
154 member in good standing when the candidate ceased to be a Member;
- 155 (c) The candidate member has paid fees as prescribed by the Board.

- 156 (d) The candidate member agrees to uphold and comply with the Association's governing
157 documents.
- 158 (e) The candidate member meets any other condition of membership determined by the
159 Board.
- 160 (f) The candidate member has met the applicable definition defined in the By-laws; and
- 161 (g) The candidate member has been approved by Ordinary Resolution by the Board (or,
162 in the case of an Honorary Life Member, by Special Resolution of the voting Members
163 at a Meeting of Members) or by any committee or individual delegated this authority
164 by the Board.

165

166 3.4 Duration – Membership duration, except for Honorary Life Members, is accorded on an
167 annual basis and Members will re-apply for membership annually. Honorary Members
168 shall be appointed by the Board annually. Membership duration for Honorary Life
169 Members shall be until termination in accordance with herein.

170

171 3.5 Deadline – Members will be notified in writing of the membership fees at any time payable,
172 and if the membership fees are not paid within sixty (60) days of the membership renewal
173 date or notice of default, the Member in default will automatically cease to be a Member
174 of the Association.

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176 Transfer, Suspension, and Termination of Membership

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178 3.6 Transfer – Membership in the Association is non-transferable.

179

180 3.7 Suspension – A Member may be suspended, pending the outcome of a disciplinary
181 hearing in accordance with the Association's policies related to discipline, or by Special
182 Resolution of the Board at a meeting of the Board provided the Member has been given
183 notice of and the opportunity to be heard at such meeting.

184

185 3.8 Effects of Suspension – A suspended Member is not in good standing, may not vote at
186 meetings of the Members, is not permitted to have any involvement with the Association,
187 and may be subject to a probationary period before being reinstated to good standing.
188

189 3.9 Termination – Membership in the Association will terminate immediately upon:
190 (a) The expiration of the Member’s membership, unless renewed in accordance with
191 these By-laws.
192 (b) The Member fails to maintain any of the qualifications or conditions of membership
193 described in these By-laws.
194 (c) Resignation by the Member by giving written notice to the Association.
195 (d) Dissolution of the Association.
196 (e) A decision made by the Board (or designate) or a disciplinary panel in accordance
197 with these By-laws or the Association’s policies.
198 (f) The Member’s death; or
199 (g) By Ordinary Resolution of the Board or of the Members at a duly called meeting,
200 provided fifteen (15) days’ notice is given and the Member is provided with reasons
201 and the opportunity to be heard. Notice will set out the reasons for termination of
202 membership and the Member receiving the notice will be entitled to submit a written
203 submission opposing the termination.
204

205 3.10 May Not Resign – A Member may not resign from the Association when the Member is
206 subject to disciplinary investigation or action by the Association.
207

208 3.11 Arrears
209
210 (a) A Member will be expelled from the Association for failing to pay membership fees or
211 monies owed to the Association by the deadline dates prescribed by the Board.
212 (b) Any fees, subscriptions, or other monies owed to the Association by suspended or
213 expelled Members will remain due.
214 (c) Any forgiveness or reduction in arrears shall be at the discretion of the Board by
215 Ordinary Resolution.

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3.12 Discipline – A Member may be disciplined in accordance with the Association’s policies and procedures relating to the discipline of Members.

Good Standing

3.13 A Member will be in good standing provided that the Member:

- (a) Has not ceased to be a member.
- (b) Has not been suspended or expelled from membership or had other membership restrictions or sanctions imposed.
- (c) Has completed and remitted all documents as required by the Association.
- (d) Has complied with the By-laws, policies, and rules of the Association.
- (e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (f) Has paid all required membership fees.

4.1 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:

- (a) To serve as a director or Officer of the Association.
- (b) To be a member of a Committee of the Association.
- (c) To attend, participate, and vote at meetings of the Members.
- (d) To participate in the Association’s activities; and
- (e) To participate in other events associated with the Association.

4.2 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

247 **ARTICLE 4: OFFICERS AND DIRECTORS**

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249 4.1 The Executive Officers of the Association shall be:

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251 (a) The President: who shall be the chief executive officer and who shall preside at
252 meetings of the Association and of the Executive. He or she shall be one of the signing
253 officers to all bank accounts, cheques, drafts, and other orders and for the payment of
254 all monies on behalf of the Association.

255 (b) 1st Vice President: who shall preside at all meetings to which the President cannot
256 attend and shall perform such official functions as are assigned to him or her by the
257 President. He or she shall be an alternate signing officers to all bank accounts,
258 cheques, drafts, and other orders and for the payment of all monies on behalf of the
259 Association

260 (c) 2nd Vice President who shall preside at all meetings to which the 1st Vice President
261 cannot attend and who shall perform such official functions as are assigned to him or
262 her by the President.

263 (d) The Secretary: who shall keep an accurate record of Minutes of all meetings of both
264 the executive meetings and the special and general meetings of the Association.

265 (e) The Treasurer: who shall keep an accurate account of all monies of the Association;
266 oversee the Association's annual financial auditing processes, shall be one of the
267 signing officers to all bank accounts, cheques, drafts, and other orders and for the
268 payment of all monies on behalf of the Association. It shall be the responsibility of the
269 Treasurer to set up and maintain all trust and general bank accounts.

270 (f) The positions of Secretary and Treasurer may be combined.

271

272 4.2 Board Membership

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274 (a) The Board of Directors of the Association shall consist of no more than Thirteen
275 Directors, inclusive of the Executive Officers.

276 (b) The current Board will propose the number of Directors to be elected at an Annual
277 Meeting.

- 278 (c) Each municipality/Unincorporated Community from L'Anse au Clair to Red Bay
279 inclusive who is a member in good standing in the Association may appoint one
280 Director to the Board of Directors of the Association.
- 281 (d) Three directors representing business and/or organizations are to be elected at the
282 AGM.
- 283 (e) Two directors at-large are to be elected at the AGM.
- 284 (f) All Directors appointed by municipalities shall have three-year terms and shall be
285 eligible for re-appointment. Directors elected at the Annual General Meeting shall have
286 two-year terms and shall be eligible for re-election.
- 287 (g) The Executive Officers of the Association shall be determined by the Board of
288 Directors at the first regular Board of Directors meeting following the Annual General
289 Meeting following a two-year term of office.
- 290 (h) Any Director position not filled at the Annual General Meeting, or any position
291 becoming vacant due to resignation or otherwise may be filled, on an interim basis, by
292 the Board of Directors in a manner it sees fit to do so, with the exception of those
293 directors appointed in Article 3.2(b).

294

295 Eligibility of Directors

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297 4.3 Eligibility – To be eligible to serve as a director, an individual must:

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299 (a) Be eighteen (18) years of age or older.

300 (b) Be a current member in good standing

301 (c) Not have been found incapable of managing property.

302 (d) Have the power under law to contract.

303 (e) Have not been declared incapable by a court in Canada or in another country.

304 (f) Not be a paid employee of the Association; and

305 (g) Not have the status of bankrupt.

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309 **Election of Directors**

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311 4.4 Nominations Committee – The Board may appoint a Nominations Committee. If
312 appointed, The Nominations Committee will be responsible to solicit and receive
313 nominations for the election of the Directors.

314

315 4.5 Nomination – Any nomination of an individual for election as a director will:

316 a) Include the written consent of the nominee by signed or electronic signature.

317 b) Comply with the procedures established by the Nominations Committee (if appointed).

318 c) Be submitted to the Association five (5) days prior to the Annual Meeting. This timeline
319 may be altered by Ordinary Resolution of the Board.

320

321 4.6 Nominations from the Floor – An individual will be permitted to be nominated from the
322 floor for elections as a director at a meeting of the Members. Such nomination will require
323 a nominator and seconder from the voting Members present and will also require the
324 attendance at the meeting and verbal or written acceptance of the nomination by the
325 individual.

326

327 4.7 Circulation of Nominations – Valid nominations will be circulated to Members at the
328 Annual Meeting prior to the elections.

329

330 4.8 Election – At each meeting of the Members at which elections are held, elections will be
331 held for any Director position for which the incumbent Director’s term is expiring and/or
332 any Director position that is vacant.

333

334 **ARTICLE 5: POWERS OF DIRECTORS**

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336 5.1 The business of the Association shall be managed by the Directors, who may exercise all
337 such powers of the Association as are not hereby required to be exercised by the
338 Association in general meeting, but no regulation made by the Association in general
339 meeting shall invalidate any prior act of the Directors which could have been valid if such

340 regulation had not been made.

341

342 5.2 The Directors shall have power to hire and discharge employees of the Association.

343

344 5.3 The Board of Directors shall hold regular meetings at a frequency determined at Board
345 meetings, and no less than six regular meetings per year. The quorum for Board of
346 Director meetings shall be 50% plus one.

347

348 **ARTICLE 6: GENERAL MEETINGS**

349

350 6.1 General meetings shall be held at such time and place as may be prescribed by the
351 Association; and if no other time or place is prescribed, an Annual General Meeting shall
352 be held during the month of June in every year, at such place as may be determined by
353 the directors.

354

355 6.2 The above-mentioned general meetings shall be called ordinary meetings; all other
356 general meetings shall be called special general meetings.

357

358 6.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of
359 Members may participate in the meeting by telephonic or electronic means that permit all
360 participants to communicate adequately with each other during the meeting if the
361 Association makes such means available. A person so participating in a meeting is
362 deemed to be present at the meeting. The Board or Members, as the case may be, may
363 determine that the meeting be held entirely by telephonic or electronic means that permit
364 all participants to communicate adequately with each other during the meeting.

365

366 6.4 The Directors may, whenever they think fit, and shall, upon a requisition made in writing
367 by any four or more members, convene a special general meeting. Any requisition made
368 by the members shall express the object of the meeting proposed to be called and shall
369 be left at the registered office of the Association.

370

371 6.5 Upon receipt of such requisition made in 5.4, the Directors shall forthwith proceed to
372 convene a special general meeting. If they do not proceed to convene the same within
373 twenty-one (21) days from the date of the requisition, the requisitions, or any other four
374 members may convene a meeting.
375

376 **ARTICLE 7: PROCEEDINGS AT GENERAL MEETINGS:**

377

378 7.1 Three (3) days' notice at least, specifying the place, the day, and the hour of the meeting,
379 and in the case of special business the general nature of such business, shall be given to
380 the members in a manner hereinafter mentioned, or in such other manner, if any as may be
381 prescribed by the Association in general meeting; but the non- receipt of such notice by any
382 member shall not invalidate the proceedings at any general meeting.
383

384 7.2 All business shall be deemed special that is transacted at any special meeting, with the
385 exception of the consideration of the audited financial statements, and the ordinary report
386 of the Directors.
387

388 7.3 No business shall be transacted at any meetings unless a quorum of 25% of the
389 membership is present at the commencement of such business. Attendance may be in-
390 person or verified video conference.
391

392 7.4 If within one hour from the time appointed for the meeting a quorum of members is not
393 present, the meeting, if convened upon the requisition of the members, shall be dissolved.
394 In any other case, it shall stand adjourned to the same day in the following week at the
395 same time and place, and if at such adjourned meeting a quorum of members is not
396 present, it shall be adjourned indefinitely.
397

398 7.5 The Chair may, with the consent of the meeting members, adjourn any meeting from time
399 to time and from place to place, but no business shall be transacted at any adjourned
400 meeting other than the business left unfinished at the meeting from which the
401 adjournment took place.

402

403 7.6 At any general meeting, unless a poll is demanded by at least four members a declaration
404 by the chair that a resolution has been carried, and an entry to that effect in the book of
405 proceedings of the Association shall be sufficient evidence of the fact, without proof of the
406 number or proportion of the votes recorded in favor of or against such resolution.

407

408 7.7 If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the
409 chair directs, and the result of such poll shall be deemed to the resolution of the
410 Association in general meeting.

411

412 7.8 Annual Meeting – The Association will hold meetings of Members at such date, time and
413 place as determined by the Board within the Province of Newfoundland and Labrador.
414 The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and
415 within six (6) months of the Association’s fiscal year end. Any Member, upon request, will
416 be provided, not less than ten (10) days before the annual meeting, with a copy of the
417 minutes of the previous Annual Meeting, approved financial statements, auditor’s report
418 (if any) or review engagement report (if any).

419

420 7.9 Special Meeting – A Special Meeting of the Members may be called at any time by
421 Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or
422 more of the Members for any purpose connected with the affairs of the Association that
423 does not fall within the exceptions listed in the Act or is otherwise inconsistent with the
424 Act, within twenty-one (21) days from the date of the deposit of the requisition at the head
425 office of the Association.

426

427 7.10 Notice – Written or electronic notice of the date, time, and location of the Annual Meeting
428 of the Members will be given to all Members in good standing, Directors, and the Auditor
429 (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of
430 the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed
431 agenda, and reasonable information to permit Members to make informed decisions,
432 nominations of Directors, and the text of any resolutions or amendments to be decided.

433

434 7.11 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may
435 waive notice, and attendance of the person at the meeting is a waiver of notice of the
436 meeting, unless the person attends the meeting for the express purpose of objecting to
437 the transaction of any business on the grounds that the meeting was not lawfully called
438 in accordance with these By-laws.

439

440 7.12 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting
441 of the Members shall invalidate the meeting or make void any proceedings taken at the
442 meeting.

443

444 7.13 New Business – No other item of business will be included in the notice of the meeting of
445 the Members unless notice in writing of such other item of business, or a member's
446 proposal, has been submitted to the Board seven (7) days prior to the meeting of the
447 Members in accordance with procedures as approved by the Board. Copies of all such
448 proposals together with copies of any amendments thereto then proposed by the Board
449 and copies of all resolutions put forward by the Board shall be sent to all Members with
450 the agenda and the notice calling an Annual Meeting.

451

452 7.14 Quorum – Ten percent (10%) of the voting Members present or by proxy will constitute a
453 quorum, provided this number is at least fifteen (15) Members. If a quorum is present at
454 the opening of a meeting of the Members, the Members present may proceed with the
455 business of the meeting, even if a quorum is not present throughout the meeting.

456

457 7.15 Scrutineers – At the beginning of each meeting, the Board may appoint one or more
458 scrutineers who will be responsible for ensuring that votes are properly cast and counted.

459

460 7.16 Adjournments – With the majority consent of the Members present and after quorum is
461 ascertained, the Members may adjourn a meeting of Members and no notice is required
462 for continuation of the meeting if the meeting is held within thirty (30) days. Any business
463 may be brought before or dealt with at any adjourned meeting which might have been

464 brought before or dealt with at the original meeting in accordance with the notice calling
465 the same.

466

467 7.17 Attendance – The only persons entitled to attend a meeting of the Members are the
468 Members, the Directors, the auditors of the Corporation (or the person who has been
469 appointed to conduct a review engagement, if any), individuals possessing a proxy on
470 behalf of a member, and others who are entitled or required under any provision of the
471 Act to be present at the meeting. Any other person may be admitted only if invited by the
472 Chair or with the majority consent of the Members present.

473

474 7.18 Chair – The President will be the Chair of all Meetings of Members unless another
475 individual is designated by the President and approved by an Ordinary Resolution of the
476 voting Members in attendance in person or by proxy.

477

478 **ARTICLE 8: VOTING AT MEETINGS OF MEMBERS**

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480 8.1 Every member shall have one vote and no more.

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482 (a) Votes must be given personally.

483

484 (b) Voting Rights – Current members in good standing at the time of the meeting of the
485 Members at which a vote is to be taken, have the following voting rights at all meetings
486 of the Members:

487

488 8.2 Record Date for Voting – The Directors may set a date as the record date for the purpose
489 of determining Members entitled to vote at any meeting of Members. The record date
490 must not precede the date on which the meeting is to be held by more than seven (7)
491 days. If no record date is set, the record date is 5 p.m. on the day immediately preceding
492 the first date on which the notice is sent or, if no notice is sent, the beginning of the
493 meeting.

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495

496 Absentee Voting – Absentee voting is not permitted.

497

498 8.3 Written Resolution – A resolution signed by all the Members entitled to vote on that
499 resolution at a meeting of the Members is as valid as if it had been passed at a meeting
500 of the Members.

501

502 **ARTICLE 9: PROFITS**

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504 9.1 The profits, if any or other income of the Association shall be applied for promoting the
505 objects of the Association and no dividend or bonus shall, at any time, be paid to any
506 member of the Association.

507

508 **ARTICLE 10: ACCOUNTS**

509

510 10.1 True accounts shall be kept by the Association and the accounts of the Association shall
511 each year be audited by one or more properly qualified auditors as appointed by the
512 Directors.

513

514 10.2 The operations year of the Association shall end on the 31st day of March in each and
515 every year, the first operations year to end on the 31st day of March 1972.

516

517 **ARTICLE 11: NOTICES**

518

519 11.1 A notice may be served by the Association upon any member either personally or by
520 sending it by electronic mail, post in prepaid letter, or prepaid courier addressed to such
521 member at his registered place in the Association registryit through the post in a prepaid
522 letter addressed to such member at his registered place of abode.

523

524 11.2 Any notice, if served in accordance with Clause 11.1, shall be deemed to have been
525 served at the time when the letter containing the same would be delivered in the ordinary
526 course of the post or means of delivery of notice; and in providing such service, it shall

527 be sufficient to prove that the letter containing the notice was properly addressed and put
528 into the Post Office.

529

530 **ARTICLE 12: WINDING UP**

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532 12.1 The Association shall be wound up voluntarily whenever an extraordinary resolution, as
533 defined by the Companies Act is passed, requiring the Association to be wound up
534 voluntarily.

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536 **ARTICLE 13: CUSTODY OF SEAL**

537

538 13.1 The Directors shall provide for the safe custody of the Seal, and the Seal shall never be
539 used except by the Authority of the Directors or of a committee of the Directors
540 empowered by the Directors in that behalf, and every instrument to which the Seal shall
541 be signed by the secretary or by a second Director or by some other person appointed
542 by the Directors for that purpose.