

THE MURESK OLD COLLEGIANS ASSOCIATION INCORPORATED

A821225(3)

CONSTITUTION

THE MURESK OLD COLLEGIANS'
ASSOCIATION INCORPORATED

M

CORPORATE AFFAIRS
OFFICE
14 MAY 1984
TENTON, N.J.

This is the document marked "B" and attached to the
Affidavit of ROBERT ROY DUNCANSON and DICK VISSER
sworn before me this 13th day of January 1984

B. Cooper.
.....

JUSTICE OF THE PEACE.

Lodged in the Office of the
Commissioner
At
31 MAY 1984
Clerk - Director of Corporate Affairs

THE MURESK OLD COLLEGIANS ASSOCIATION INCORPORATED

MURESK AGRICULTURAL COLLEGE

Constitution of The Muresk Old Collegians Association Incorporated.

INTERPRETATION

1. In these rules unless inconsistent with the context or subject matter:
 - “Annual General” means the annual general meeting.
 - “General Meeting” means a general meeting of the association whether annual or special.
 - “Special Meeting” means every general meeting of the association other than the annual general meeting.
 - “Juvenile” means a person under the age of eighteen years.
 - “The Association” means the Muresk Old Collegians Association Incorporated.
 - “The Board” means the Officers and Board for the time being of the Association.
 - The masculine gender shall include the feminine gender and the singular shall include the plural number and vice versa.

NAME

2. The name of the association shall be “The Muresk Old Collegians Association Incorporated”.

OBJECTS

3. The objects of the Association are:
 - a. To promote the development of agriculture in Australia by the interchange of ideas between the members of the Association.
 - b. To keep ex-students of Muresk Agricultural College in touch with each other and the college.
 - c. To hold re-unions of Old Collegians at the college or at such other place or places as the Board of the Association shall from time to time determine.
 - d. To promote the welfare of the College.
 - e. To acquire land and to construct thereon Association premises and other structures and things necessary for carrying out the functions of the Association.
 - f. To apply for registration as a Registered Club under The Act and to supply refreshment, accommodation and entertainment for members.

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- g. To mortgage, charge, lease, sell, exchange or otherwise dispose of the Associations property or any part thereof. Providing that members of the Association shall not directly or indirectly benefit from the transactions of the Association.
- h. To borrow money by the issue of debentures or by any other method assented to by the majority of members at a general meeting.

POWERS

- 4. The Association shall have the following powers:
 - a. To purchase, take on lease, or exchange, hire or acquire and maintain any real or personal property any rights and privileges in relation thereto.
 - b. To erect and to improve and repair or to pull down and rebuild buildings or other structures.
 - c. To sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or any of the real and personal property of the Association.
 - d. To borrow or raise and secure the payment of money in such a manner as the Association thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon or charge in all or any of the Association property, real or personal (both present and future) and to redeem or pay off such security.
 - e. To invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such a manner as may from time to time be determined.
 - f. To appoint, employ and pay officers and servants and to dismiss or suspend and officer or servant.
 - g. To lay out, construct, build, erect, alter or maintain upon the premises for the time being belonging to our occupied by the Association facilities for the re-unions and an Association House and other erections incidental thereto, and to furnish it up and maintain the same for the use of the members of the Association and to provide all necessary equipment, appliances and conveniences therefor.
 - h. To promote, hold or enter into either alone or jointly with any other club or association, meetings functions social and sporting events.
 - i. To become affiliated with or subscribe to any national or regional agricultural association or any other association or body whose objects are similar to the objects of the Association and if thought fit to withdraw or retire from any such association or body.
 - j. To determine the colours of the Association.

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INCOME AND PROPERTY

5. The income and the property of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid to transferred directly or indirectly by way of dividends bonus or otherwise by way of pecuniary profits to the members, provided that remuneration may be paid in good faith to officers and servants of the Association or other persons in return for services actually rendered to the Association.

QUALIFICATION FOR MEMBERSHIP

6. No candidate shall be elected as a member unless he was first paid his entrance fee (if any shall be required to be paid) and he shall demonstrate some association with Muresk Agricultural College and if he shall not pay his subscription within one month of his election the Board may declare his election null and void that he shall nethertheless remain liable for payment of all monies payable by him on his election.
7. The Secretary shall immediately notify new members of their election to the Association and shall furnish them with a copy of the rules and on election new members shall become entitled to the privileges and be bound by the rules and by-laws of the Association and by consequences resulting from breach or non-performance thereof and shall thereby absolve every person concerned in carrying out and enforcing such rules from all personal responsibility or legal liability on such accounts.

MEMBERSHIP

8. The Association shall consist of members of the following classifications:
 - a. Annual Members
 - b. Life Members
 - c. Honorary Life Members
 - d. Social Members
 - e. Associate Members

ELECTION OF MEMBERS

9. A member desiring to nominate a person for membership (other than for honorary life membership) may do so by handing to the Secretary a signed application form as may be prescribed by the Board which nomination form shall thereupon be exhibited on the notice board in a conspicuous place for a period of 14 days and thereafter the Board may either elect such person to the membership or at its discretion refuse the application for membership without giving reasons for such refusal.

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ASSOCIATE MEMBERS

10. Persons who are a member of other agricultural associations or bodies having objects similar, wholly or in part, to those of the Association are eligible for election as associate members. Upon election they shall pay such membership fees as are prescribed by the Board from time to time and may enjoy the privileges of membership of the Association save that they shall not be entitled to hold any office in the Association.

HONORARY LIFE MEMBERSHIP

11. Honorary life members are those who, because of having rendered important and valuable services to the Association, have been elected as Honorary Life members at an annual meeting or special general meeting of the Association. Proposals for Honorary Life Membership shall be considered by the Board and if circumstances justify it, shall bear their recommendation to the annual general meeting or the special general meeting, at which for election two-thirds of the votes cast must be favourable. Honorary Life members entitled to the full privileges of the Association. They are exempt from the payment of the annual subscriptions except such minimum subscription as may from time to time be required under and Act or regulation to which the Association is subject.

SOCIAL MEMBERS' QUALIFICATIONS

12. No person shall be allowed to become a Social member of the Association who:

- a. Does not possess the qualifications defined in these rules, or
- b. Is a juvenile.

13. Subject to the provisions of Rule 12 preceding any person who is:

- a. An accredited member of any recognized agricultural association or other body, having objects similar, wholly or in part, to those of this Association, or
- b. A person of distinguished position or attainment

shall be deemed to be qualified for and may be elected as a Social member of the Association as hereinafter provided.

NOMINATION OF SOCIAL MEMBERS

14. The suggested Social member shall be proposed on a written form signed by a member such form setting out that such person is, to the knowledge of his proposer, eligible according to the Rules of the Association to be elected as a Social member. Such form shall be posted on the notice board at any time not less than four hours thereafter (the time of such posting to be marked thereon) the suggested member on the Association

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neither whom shall be the proposer and the candidate shall be advised in writing of such submission.

15. Social members may be elected for such period as the Board may think provided that no person shall be a Social member for a period longer than one month in any calendar year.
16. No person shall be allowed to become a Social member of the Association or be relieved of the payment of the regular subscription except those possessing the qualifications described in these rules and such membership shall be subject to the conditions and regulations prescribed by these rules.

ENTRANCE FEE AND SUBSCRIPTION

17. Annual, Life, Associate and Social members shall pay an entrance fee of such respective amounts (if any) as shall from time to time be determined by the members in annual meetings.
18. The annual subscription for each class of membership shall be such as shall from time to time be determined by members in annual meetings but shall not be less than the minimum annual subscription from time to time prescribed by the Act.
19. All subscriptions shall be payable annually in advance on the first day of February in each year provided that any member joining after the first day of August in each year shall pay half subscription only to the end of the current year provided further that no aliquot part of the current year's subscription paid by a member shall be less than the minimum subscription from time to time prescribed by the Act. Any member whose subscription shall remain unpaid for a period of three months from the date from which the subscription shall become due for payment shall cease to be a member of the Association and the Secretary of the Association shall thereupon remove the name of such member from the list of members of the Association.

ANNUAL MEETINGS

20. The Annual meetings shall be held on such a day and at such time and place during any of the months of August, September or October of each year as the Board may determine.

SPECIAL MEETINGS

21. The Secretary shall whenever required by the Board or by a requisition made in writing by not less than eight members of the Association, convene a special meeting. Any requisition made by members shall express the object of the proposed meeting to be called, and on receipt thereof the Secretary shall forthwith convene a special meeting to be held in not less than fourteen (14) days nor more than twenty-eight (28) days from the

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time of the requisition being sent and if in the case of a requisition by members aforesaid the meeting shall not be convened as aforesaid the requisitionists or any of them may convene such meeting.

NOTICE OF GENERAL MEETINGS

22. Fourteen (14) days notice at least of every general meeting specifying the times and place of the meeting and nature of the business shall be given to the members and a copy of such notice shall be posted on the notice board in the Association House at least fourteen (14) days before the date of the meeting.

QUORUM

23. At a general meeting of the Association two percent of the annual and life members shall form a quorum.

ADJOURNMENT

24. If within one hour from the time appointed for a general meeting quorum of members is not present, the meeting if convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if such adjourned meeting a quorum of members be not present, the members present shall be a quorum and may transact the business for which the meeting was called.
25. The chairperson of any meeting may adjourn the same from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting of which the adjournment took place.

CHAIRPERSON OF MEETING

26. The President of the Association or in his absence the Vice-President or in the absence of the Vice-President the Treasurer shall preside at every meeting of the Association. If within ten (10) minutes after the appointed time of the meeting none of the persons aforesaid are present the meeting may elect its own chairperson.

QUALIFICATION TO ATTEND MEETING AND VOTE

27. Members of all classifications shall be entitled to be present at all general meetings of the Association but no members other than Annual, Life and Honorary Life members shall be entitled to address any meetings or vote at any meeting.

ORDER OF BUSINESS AT ANNUAL MEETING

28. The following shall be the order of business at annual meeting:

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- a. Read and confirm the minutes of the last annual meeting and any special general meeting since
- b. To receive the Boards report and financial accounts
- c. Declaration of ballots (if any) for the election of officers, Board members and the election of an auditor for the ensuing year
- d. To deal with notices of motion; any such other business as may be transacted without notice.

MINUTES

29. Minutes of the proceedings at every general meeting shall be entered and kept in the book and the said book when signed shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minutes at a meeting duly convened and held and shall be binding on all the members.

MANAGEMENT

30. The Association shall be managed and controlled by a Board which shall be the sole authority for the interpretation of the rules regulations and by-laws of the Association.

BOARD

31. The Board of the Association shall consist of:

- a. A President,
- b. A Vice President,
- c. A Treasurer,
- d. A Secretary,
- e. No less than five (5) but no more than ten (10) ordinary members,

who shall be elected by the general body of members as hereinafter provided in each year for at least twelve months and hold office until the conclusion of the next annual meeting.

All office bearers in office at the date of adoption of these rules shall hold office until the next annual meeting.

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The Immediate Past President of the Association and the President of the Muresk Student's Association shall be ex-officio members of the Board.

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PATRON

32. At the annual meeting of members Patrons may be appointed.

ELECTION OF OFFICERS AND BOARD OF MANAGEMENT

33. No person shall be eligible to be nominated or elected as a member of the Board of the Association unless he is a financial member.

MEETINGS OF THE BOARD

34. The Board shall meet as and when it deems fit for the transaction of ordinary business and four members shall form a quorum. Except where otherwise in these rules expressly provided all questions arising at any meeting of the Board shall be determined by a majority of votes of the members present. The chairperson of the meeting shall in the case of equality of votes have a second or casting vote. The President or in his absence the Vice President or failing either of these the Treasurer shall be the chairperson at every meeting of the Board. Minutes of all resolutions and proceedings of such Board shall be entered by the Secretary of the Association in a book to be provided for that purpose.

POWERS OF THE BOARD

35. Without prejudice to or limiting the powers conferred by these rules, the Board shall have power to do any one or more of the following:

- a. To purchase or otherwise acquire any books newspapers or periodicals and dispose of the same as it may think fit.
- b. To determine from time to time the conditions on which and times when members may use the property of the Association or any part thereof, and in the manner times and conditions, how when and under which premises of the Association or any part thereof shall be used by the members of any of them.
- c. To appoint and from time to time remove a paid executive officer and all such servants and assistants as may in the opinion of the Board be necessary and to pay such salary and wages to such executive officers or assistants as the Board may think fit and to define their respective duties.
- d. To delegate (subject to conditions as it thinks fit) any of its powers to sub-committee consisting of such members of the Association as it shall think fit and to make regulations as to the proceedings of such sub-committees as may be thought desirable provided however that every member of such sub-committee shall be members of the Association and shall report to and be responsible to the Board provided further that the decisions of sub-committee shall be subject to ratification by the Board.
- e. To pay any servant of the association any gratuity for diligent and faithful service as the Board may deem fit.

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- f. To purchase or to enter into and accept any lease or tenancy of the premises thereon or furniture goods and effects wherewith the business of the Association may be carried on as the Board may think fit and for such time or term and on such conditions and at such rent as it may deem expedient.
- g. To draw make accept endorse and issue negotiable securities or instruments of whatsoever kind or nature and to determine by which officers of the Association such negotiable securities or instruments shall be signed.
- h. To take and defend all legal proceedings by or on behalf of the Association and to appoint all necessary attorneys for such purpose.
- i. To register the Association under the “Associations Incorporations Act 1895-1962”
- j. With the consent of the general meeting to borrow raise or secure the payment of money or to sell and dispose of the assets of the Association as may, by such meeting, be directed.
- k. To make by-laws not inconsistent with these rules for the regulation and management of the Association and for the conduct of the election of officers and of members and to alter amend or rescind them as occasions may require. A book containing the by-laws shall be kept in such place as the Board may appoint for that purpose. All such by-laws and any revocation or alteration thereof shall be enforced and be binding on all members until disallowed by a meeting of the members of the Association. Any alteration of the rules and by-laws shall be posted on the notice board.
- l. To make a call (not exceeding the amount of the annual subscription for each class of member payable for the then current year) on all members excluding such class or classes of members as the members voting at a General Meeting shall from time to time approve and the amount of such call when so made shall be a debt due to the Association by each member on whom such a call is made.

DISQUALIFICATION OF A BOARD MEMBER

36. Any member of the Board who shall:

- a. Cease to be a member of the Association, or be suspended from membership, or
- b. Be absent without leave of the Board from three consecutive ordinary meetings of the Board shall vacate his office unless in the latter case the disqualification shall be dispensed with by a resolution of the Board.

BOARD’S POWERS TO SUSPEND OR EXPEL MEMBERS

37. The Board shall have the power to suspend or expel any members of the Association who:

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- a. Shall become bankrupt or insolvent or make an assignment for the benefit of his creditors or compound or arrange with his creditors (whether such creditors are his separate creditors or the creditors of any partnership of which he is a member), or
- b. Shall fail in the observance or commit any breach of any rule of the Association or any by-law of the Board or any order or direction of the Board or of any General Meeting, or
- c. Shall be convicted of any offence punishable summarily or any kind or crime or misdemeanour, or
- d. Shall in the sole and absolute judgement and discretion of the Board have been guilty either in or out of the Associations premises, of any Act, practice conduct, matter or thing calculated to bring discredit on the Association or its members or to impair or to affect the enjoyment of the Association by the other members.

38. The Board may suspend or expel any such member on proof to its satisfaction of the events or any of them above mentioned.

PROCEDURE FOR SUSPENSION OR EXPULSION OF MEMBERS

39. In the event of the Board acting under Rule 38 the following shall be the procedure:

- a. A charge must be in the first place be made either by a member of the Board, or by resolution of the Board stating the nature of the offence of which the member is accused.
- b. The Board shall then cause a notice to be sent to the member complained against to attend before the Board to answer the said charge and also his accuser, if any, and the Secretary must on application by either party send a notice to any other member to appear and give evidence, provided that such application must be made seven clear days before the date of the hearing of such charge. Fourteen (14) clear days notice must be given of such hearing. Should either of the parties fail to attend the Board shall take evidence and decide the case the same as if all parties had been present.
- c. If after hearing the evidence the Board shall be of the opinion that the charge is substantiated they shall inflict such penalty as they may think fit either by fine, suspension from the privileges of membership for a certain time, or by expulsion; and shall thereupon cause notice of such penalty to be sent to the member charged at his last address, and in the case of expulsion the name of such member shall be erased from the list of members, and shall cease to enjoy the privileges of a member.

40. Any member of the Association who may be aggrieved by any action of the Board may appeal to a general meeting. He shall give notice to the Board, who shall place the appeal stating the nature thereof on the business sheet of the next general meeting. Should any member require a special general meeting called for the purpose, he must get the

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necessary signatures to a requisition and lodge the sum of one hundred dollars (\$100) with the Secretary to cover the cost of calling such a meeting which shall be forfeited if such a general meeting upholds the decision of the Board, otherwise, it shall be returned to him. Until the hearing of any such appeal the decision of the Board shall have full effect, the same as if no appeal had been made.

MEMBERS NOT ENTITLED TO TAKE PROCEEDINGS

41. No member shall be entitled to take action or proceedings against the Association for or in respect of any such suspension as aforesaid and the decision of the Board shall be final and binding in respect thereof.

RESIGNATION OF OFFICES

42. An officer may at any time resign his office by giving to the Secretary notice in writing of his resignation.

CASUAL VACANCIES

43. In the event of vacancies occurring in the number of the Board members (other than office bearers) the Board may elect members to fill such vacancies and such members shall continue as Board members until the next annual meeting.

COMMON SEAL



44. The Common Seal of the Association shall be kept in the custody of the Treasurer and shall only be used with the authority of the Board. All documents to which the Common Seal is affixed shall be signed by the President (or Vice-President in his absence) and any other board member.

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ACCOUNTS

45. The audited accounts of the Association shall be closed no less than fourteen days before the Annual General Meeting in each year and a balance sheet containing a summary of the assets and liabilities of the Association on these dates shall be made out and a copy thereof posted on the noticed board prior to the date of the Annual General Meeting.

AUDITOR

46. The election of an Auditor shall be made by the Association at their annual meeting in each year.
47. An auditor shall be eligible for re-election
48. If any casual vacancy occurs in the office of any auditor appointed by the Association, the Board shall fill the appointed until the next annual meeting
49. Every auditor shall have delivered to him of all books kept by the Association, and shall at all reasonable times have access to the books and accounts of the Association.

SECRETARIES' DUTIES

50. It shall be the duty of the Secretary to conduct the correspondence of the Association and also keep full and accurate minutes of the proceedings of all meetings of members, and of the Board. Any such minutes signed by a person purporting to be chairperson of any meeting of members or Board shall be conclusive evidence that proceedings minuted were regular and took place at a meeting duly convened and held.
51. The Secretary shall enter in the books to be provided for that purpose the full name of each member of the Association specifying the member's registered address, profession or occupation, other details as the Board from time to time may decide and names of proposer and seconder and class of membership, date of election and shall keep posted in the Association premises a list of members and shall delete there from the names of any person who has ceased to be a member.
52. The address of members may be obtained in writing by the Secretary who shall register the same. All notices delivered or posted to such address shall be valid. If no address be given all notices left at the Association House shall be sufficient. The Secretary shall, subject to the directors and control of the Board, be responsible for the general management of the Association and supervision of its servants.

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TREASURERS' DUTIES

53. The Treasurer shall receive all moneys on behalf of the Association, give receipts therefore on the official receipt form of the Association, and to pay such moneys into such account at such Bank as the Board may decide. Such account shall be operated upon as the Board shall determine. The Treasurer shall keep correct accounts and books of the Association showing its financial affairs and particulars usually shown in books of accounts of the like nature, and shall make up an annual statement of accounts and balance sheet of the Association to the last day of July in each year, which shall, after audit, be available to members by the Annual General Meeting.
54. All moneys received by the Treasurer shall be deposited by him to the credit of the Association's bank account within seven days of receipt.
55. All payments shall be made by cheque drawn on the Association's bank account, such cheques to be signed by such officers as the Board shall from time to time determine.

SERVANTS

56. No servant of the Association unless otherwise directed shall receive any money or gratuity from any member of the Association or stranger admitted into the Association House or from any tradesman on any pretext whatsoever on pain of instant dismissal
57. No juvenile shall be employed in the Association but this restriction shall not apply to persons employed in the administration work of the Association PROVIDED THAT no juvenile shall serve in the bar.

REMOVAL OR INJURY TO PROPERTY

58. No member shall take from the Association House or injure or destroy any of the property of the Association; and any loss or damage resulting from any breach of this Rule shall be made good by the member concerned. The Board shall assess the amount paid by the member and the assessment shall be final and conclusive.

LOSS OF OR DAMAGE TO PROPERTY

59. The Association shall not be responsible for the loss or damages to any article whatsoever brought in to the Association House by members or guests.

COMPLAINTS

60. Any complaints by members shall be submitted to the Secretary in writing signed by the member complaining and the Secretary shall bring the same before the Board and the result of the Board's decision shall be communicated to such member.

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GUESTS

61. Members may introduce guests subject to the following conditions:
- a. The guest's name and address shall be recorded in a book to be kept for that purpose and such entry shall be attested by the signature of the introducing member, and such member shall be responsible for the payment of all fees.
 - b. No person who has been a member of the Association and who has been expelled there from shall be admitted as a guest.
 - c. Members introducing guests shall pay for each guest such fees as the Board may from time to time determine.
 - d. No guest shall be supplied with liquor to be consumed other than on the Association premises.
 - e. Guests may be admitted only to the use of such part of the Association premises as shall be set apart from their use between such hours as may for the time being be allowed by the law.
 - f. No guest shall be supplied with liquor in the Association premises unless on the invitation and in the company of a member.
 - g. No member shall introduce more than three guests to the Association at any one time.

LIQUOR

62. No liquor shall be sold or supplied for consumption elsewhere than on the Association premises unless such liquor is removed from the premises of the Association by or on instructions from the member purchasing the same.
63. No payment or part payment to any Secretary, Treasurer, manager or other officer or servant of the Association shall be made by way of commission or allowance from or upon the receipts of the Association for liquor supplied.
64. No liquor shall be sold or supplied to any juvenile.
65. No stranger shall be permitted to use the Association premises and no member or other person shall admit any stranger to the use of the Association premises.
66. The Association shall only be open for the sale of liquor during such hours (within the hours permitted by the Act) as the Board shall from time to time determine.
67. No liquor shall be sold or disposed of on Good Friday or Christmas day except as permitted under the provisions of the Licensing Act.

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68. The Association in general meeting shall from time to time nominate a person as licensee pursuant to the provisions of Section 50(c) of the Act.

BETTING

69. No person shall be allowed to make a betting book in the Association premises.

SUBSCRIPTION LISTS

70. No subscription, lawful raffle, or sweepstake list shall be exhibited or canvassed for on the Association premises except by permission of the Board.

DUES RECOVERABLE AT LAW

71. Notwithstanding anything herein contained, all subscriptions owing by any member under these Rules and all moneys owing and payable by any member of the Association for liquors supplied or delivered to such member or any other account whatever shall be recoverable by the Association by action in any Court of Law against such member whether such member shall at the time of the commencement of the action have ceased to be a member or not. And in any such proceedings the Association need not prove the election of the Board, the passing of these Rules, or the authority to sue, but all such matters may be sufficiently proved by the oral evidence of the Secretary.

NOTICES EXHIBITED IN THE ASSOCIATION HOUSE

72. Every notice directed to be exhibited in the Association House shall be exhibited on the Association notice board which shall be maintained in a conspicuous place on the Association premises.

ALTERATION OR REPEALING OR RULES

73. No new rules shall be made nor any existing rule altered or repealed except with the consent of the majority of the number of votes recorded at a general meeting of the Association at which ten percent (10%) of the members present at least shall vote, nor unless the proposed Rules or alteration shall have been exhibited on the notice board for at least fourteen days immediately preceding the date of the meeting and a copy thereof shall have been posted to every member at least seven days prior to the meeting.

DISSOLUTION

74. Dissolution

- a. The Association may be dissolved by the votes of at least two-thirds of the members of the Association recorded at a Special Meeting called for such purpose and thereupon the assets of the Association shall be realized.

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- b. If, upon the dissolution or winding up of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed to some other club, association or institution having objects similar wholly or in part of the objects of the Association and which shall prohibit the distribution of it or their income and property among its or their members or to some charitable object or objects; which club, association, institution or object shall be determined by the members of the Association at or before the time of dissolution or winding up or in default thereof or of and insofar as effect cannot be given to such determination then such payment of distribution shall be determined by a Judge of the Supreme Court.
-