

CONSTITUTION
OF
THE CENTRE FOR ASYLUM SEEKERS, REFUGEES AND
DETAINEES INC.

1. Name

The name of the Association is the Centre for Asylum Seekers, Refugees and Detainees Inc.

2. Definitions and interpretation

2.1 In this Constitution, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 2015* (WA).

"**AGM**" means annual general meeting of Members.

"**Books**" of the Association, includes the following:

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information.

"**CARAD**" or "**Association**" means The Centre for Asylum Seekers, Refugees and Detainees Inc., being the incorporated association to which these rules apply.

"**Chairperson**" means the Committee member holding office as the chairperson of the Association.

"**Financial Statements**" means statements as described in section 68 of the Act.

"**Financial Year**" means 1 July of any calendar year to 30 June of the following calendar year.

"**General Meeting**" means a general meeting of Members.

"**Human Rights**" means those rights recognised in the Universal Declaration of Human Rights, adopted by the United Nations General Assembly.

"**Management Committee**" has the meaning given in Rule 12.1.

"**Member**" means a member from time to time of CARAD.

"Refugee" means a refugee or asylum seeker, irrespective of whether the person is officially recognised by the government of Australia or elsewhere under the *United Nations Convention relating to the Status of Refugees* (28 July 1951).

"Rule" means a rule of this Constitution.

"Secretary" means the Member holding the position of Secretary on the Management Committee from time to time.

"Supporter" means a person, not being a Member, who receives the Association's newsletter and/or attends the Association's fundraising events and/or who makes donations to CARAD or who is otherwise considered to be a supporter of the Association.

"Treasurer" means the committee member holding office as the treasurer of the Association.

"Working Group" means a group of Members that performs tasks in accordance with CARAD's objects with the authorisation of, and at the direction of, the Management Committee.

- 2.2 In this Constitution, footnotes are for informational purposes and, in cases of uncertainty, may be used to assist the interpretation of this Constitution.

3. Objects of CARAD

- 3.1 CARAD is a humanitarian non-governmental organisation that responds to the evolving needs of Refugees with respect and compassion. In particular, the objects of CARAD are:

- (a) to provide assistance to Refugees;
- (b) to advocate the interests of individuals and groups of Refugees; and
- (c) to campaign for the promotion and protection of the Human Rights of Refugees.

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

4. Powers of CARAD

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

- (a) acquire, hold, deal with, and dispose of any real or personal property;

- (b) open and operate bank accounts;
- (c) invest its money:
 - (i) as trust funds under the *Trustees Act 1962* Part III; or
 - (ii) in any other manner authorised by the rules of the association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) employ staff; and
- (i) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this Constitution.

5. Membership

- 5.1 Membership of CARAD is open to any person or organisation that supports the objects of CARAD.
- 5.2 A person or organisation wishing to become a Member must apply to the Management Committee in such a form as the Management Committee from time to time prescribes.
- 5.3 All membership applications must be considered by the Management Committee, which shall consider and approve or reject the application at its discretion at the first Management Committee meeting held following receipt of the application.
- 5.4 A person under the age of 15 years is not to belong to a class of membership that confers voting rights.

6. Registers

- 6.1 A register of Members will be kept and maintained by the Secretary in accordance with section 53 of the Act. The register shall:
 - (a) include an up to date record of Members including their postal, residential or email addresses;
 - (b) be made available for inspection upon the request of any Member; and
 - (c) be kept and maintained in such a place and manner as the Management Committee determines.

- 6.2 The Secretary shall remove the name of a person who dies or otherwise ceases to be a Member from the register of Members.
- 6.3 The Secretary will keep a register of Supporters who do not wish to become a Member but who wish to donate expertise, goods or money to CARAD.

7. Membership subscriptions

- 7.1 Subject to Rules 7.3 and 7.4, Members are required to pay an annual membership subscription, the amount of which shall:
- (a) be determined by the Management Committee; and
 - (b) be paid to the Treasurer before 1 July of every calendar year or any other day fixed by the Management Committee.
- 7.2 A person or organisation who fails to pay the membership subscription in full before the date fixed under Rule 7.1(b) ceases to be a Member on that date unless the Management Committee determines otherwise.
- 7.3 Notwithstanding Rule 7.1, the Management Committee may exempt a Member from the requirement to pay the annual membership subscription, including on grounds of economic hardship. A Member granted exemption will continue to be a Member for the period of exemption specified by the Management Committee.
- 7.4 The Management Committee may award life membership to selected Members. Members awarded life membership will be permanently exempted from the requirement to pay an annual membership subscription.

8. Termination of membership

- 8.1 A person's membership of the Association will cease:
- (a) upon receipt of that person's written resignation by a member of the Management Committee; or
 - (b) upon expulsion of that Member in accordance with this Constitution; or
 - (c) in accordance with Rule 7.2.
- 8.2 When a person ceases to be a Member they remain liable for any outstanding fees owing to the Association.

9. Suspension or expulsion of Members

- 9.1 The Management Committee may suspend or expel a Member from membership of the Association if
- (i) it considers the Member's conduct to be detrimental to the interests and objects of CARAD; or

- (ii) the member contravenes any of these rules.
- 9.2 The Management Committee must hold a Committee Meeting to decide whether to suspend or expel a member.
- 9.3 The Management Committee must reach the decision to suspend or expel a Member by majority vote.
- 9.4 The Secretary must, not less than 28 days before the Committee Meeting referred to in rule 9.2, give written notice to the Member:
 - (i) of the proposed suspension or expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the Committee Meeting;
 - (iii) that the Member, or the Member's representative, may attend the Committee Meeting; and
 - (iv) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- 9.5 At the Committee Meeting referred to in rule 9.2 the Management Committee must:
 - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine whether or not the member should be:
 - (i) expelled from the Association; or
 - (ii) suspended from membership, and if so, the period that the Member should be suspended from membership.
- 9.6 Once the Management Committee has decided to suspend or expel a Member under rule 9.5, the Member is immediately suspended or expelled from membership.
- 9.7 The Secretary must inform the Member in writing of the decision of the Committee and the reasons for decision, within 7 days of the Committee Meeting referred to in 9.5.
- 9.8 A suspended or expelled Member may appeal the Management Committee's decision by giving notice of appeal to the Secretary within 14 days of receiving the written notification under Rule 9.7.

- 9.9 If appealed in accordance with Rule 9.8, the Management Committee must convene a General Meeting within thirty (30) days of the appeal notice given under Rule 9.8 to either confirm or set aside the decision of the Management Committee to suspend or expel the Member. This decision will be reached by simple majority vote.

10. Dispute resolution

- 10.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 10.2 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10.1, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of –
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- 10.3 Within 28 days after the Secretary is given the notice, a Management Committee meeting must be convened to consider and determine the dispute.
- 10.4 the Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 10.5 The notice given to each party to the dispute must state —
- (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 10.6 If the dispute is between one or more Members and the Association, and any party to the dispute gives written notice to the Secretary stating that the party —
- (a) does not agree to the dispute being determined by the Management Committee; and
 - (b) requests the appointment of a mediator under rule 11.3,
- the committee must not determine the dispute.
- 10.7 At the meeting at which a dispute is to be considered and determined, the Management Committee must –
- (a) give each party to the dispute, or the party’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and

(c) determine the dispute.

- 10.8 The Management Committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days of the meeting at which the determination is made.
- 10.9 A party to the dispute may, within 14 days after receiving notice of the Management Committee's determination under subrule 10.7(c), give written notice to the secretary requesting the appointment of a mediator under rule 11.3.
- 10.10 If notice is given under 10.9, each party to the dispute is a party to the mediation.

11. Mediation¹

- 11.1 This division applies if written notice has been given to the Secretary requesting the appointment of a mediator.
- 11.2 The mediator must be chosen or appointed under rule 11.3.
- 11.3 If mediation is requested by a member the mediator must be a person chosen by agreement between the Member and the Management Committee.
- 11.4 If mediation is requested by a party to a dispute under rule 10.6(b) or 10.9 the mediator must be a person chosen by agreement between the parties to the dispute.
- 11.5 If there is no agreement for the purposes of rule 11.3 or 11.4, then, subject to rules 11.6 and 11.7 the Management Committee must appoint the mediator.
- 11.6 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- 11.7 the person appointed as mediator by the committee may be a member or former member of the Association but must not –
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

¹ Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

- 11.8 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 11.9 In conducting the mediation, the mediator must ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 11.10 The mediator cannot determine the matter that is the subject of the mediation.
- 11.11 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 11.12 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

12. Management Committee

- 12.1 The affairs of CARAD shall be managed by a committee ("Management Committee") comprising:
- (a) a Chairperson;
 - (b) a Vice Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) up to seven (7) other Members.
- 12.2 Members of the Management Committee serve in a voluntary capacity and will not be reimbursed for their time as Management Committee Members.

13. Elections of the Management Committee

- 13.1 Any Member is eligible to be elected at an AGM to the Management Committee, provided that the Member has been nominated in accordance with Rule 13.2.
- 13.2 Nominations for positions of the Management Committee must:
- (a) be in writing and signed by two (2) Members (other than the Member being nominated);
 - (b) indicate the position for which the Member is nominated, which must be vacant or become vacant at the next AGM;
 - (c) indicate the willingness of the nominee to stand for election; and

- (d) be received by the Secretary not less than seven (7) days prior to the day on which the AGM is to be held.
- 13.3 The Secretary shall verify the validity of nominations received and declare those Members whose valid nominations were received by the date specified in Rule 13.2(d) eligible for election at the next AGM.
- 13.4 A simple majority is required to be elected for one of the positions of the Management Committee. If there is only one (1) eligible nomination for a particular position, the Member may be appointed without a vote of Members and upon the declaration of the Management Committee.
- 13.5 Positions of the Management Committee are elected for a three (3) year term and members of the Management Committee are eligible for re-election for a total of three (3) terms on the Management Committee.
- 13.6 A Management Committee member may serve longer than the maximum nine (9) year term if either:
 - (a) the member is elected to a three (3) year term as either the Chair, Vice-Chair, Treasurer or Secretary, after seven (7) or eight (8) years of service on the Management Committee; or
 - (b) the AGM decides by a simple majority vote that due to exceptional circumstances the member may serve longer.
- 13.7 A Management Committee member who has served the maximum term may stand for re-election after a two (2) year absence from the Management Committee.

14. Roles of members of Management Committee

- 14.1 The Chairperson shall:
 - (a) preside at all meetings of the Management Committee, any General Meeting and the AGM; and
 - (b) delegate tasks and functions to Management Committee members and Members, in accordance with the objects of CARAD.
- 14.2 In the event of absence of the Chairperson from any meeting, the Vice Chairperson shall preside, and in the absence of the Vice Chairperson, a member of the Management Committee elected by simple majority vote of Members present at the meeting shall preside.
- 14.3 The Vice Chairperson shall:
 - (a) preside at any meeting at which the Chairperson is not present, and
 - (b) act as an assistant to the Chairperson.

- 14.4 The Secretary shall:
- (a) coordinate and keep records of all the correspondence of CARAD;
 - (b) give notice of all meetings including Management Committee meetings, General Meetings and AGMs;
 - (c) record in a minute book the proceedings of all meetings of the Management Committee and of Members; and
 - (d) maintain and have custody of:
 - (i) a register of Members in accordance with section 53 of the Act and Rule 6;
 - (ii) a current version of CARAD's Constitution; and
 - (iii) a record of CARAD's officeholders and persons appointed to act as trustees on behalf of the Association in accordance with the Act.²

- 14.5 The Treasurer shall:
- (a) be responsible for all monies received by CARAD, pay into accounts and issue receipts in the name of CARAD;
 - (b) make payments from the funds of CARAD and, in so doing, ensure that all payments are jointly authorised by the Treasurer and another Management Committee member;
 - (c) present financial statements at each meeting of the Management Committee, or otherwise so often as required by the Chairperson;
 - (d) submit an [audited] financial report at each AGM; and
 - (e) maintain, and have custody of, all securities, books and documents of a financial nature and all accounting records of CARAD in accordance with the Act.³

² Section 58 of the Act requires the record to include the names and residential or postal addresses of persons holding a position under the Constitution, including any position of the Management Committee, persons authorised to use the common seal and persons appointed to act as trustees on behalf of CARAD.

³ Section 66 of the Act requires CARAD to keep such accounting records that correctly record and explain the financial transactions and financial position of the association, and in such manner as will enable true and fair accounts of the association to be prepared from time to time and enable true and fair accounts of the association to be conveniently and properly audited.

15. Casual vacancies of Management Committee positions

15.1 Should a casual vacancy occur in the Management Committee, the Management Committee may appoint a Member to fill this vacancy until the next AGM. This Member shall be eligible for election to the Management Committee at the next AGM. A casual vacancy occurs if the office of a member of the Management Committee becomes vacant because all of the positions are not filled at the AGM or the relevant member of the Management Committee:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the resigning member is the Chairperson, delivered to the Vice Chairperson;
- (c) becomes ineligible under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent for more than:
 - (i) three (3) consecutive meetings of the Management Committee; or
 - (ii) three (3) meetings of the Management Committee during a Financial Year, of which he or she has received notice without tendering an apology to the person presiding at those meetings,in either case without a special leave of absence having been approved by the Management Committee; or
- (f) ceases to be a Member of the Association.

16. Management Committee meetings

16.1 A meeting of the members of the Management Committee shall be convened at least once every eight (8) weeks for the purpose of managing the affairs of CARAD in accordance with the following procedural rules:

- (a) A quorum of the Management Committee is present if more than fifty (50) per cent of elected Management Committee members are in attendance.
- (b) The procedure and order of business followed is determined by the Management Committee members present.
- (c) Decisions should be reached by consensus of all Management Committee members present at the meeting. If consensus cannot be reached, each member of the Management Committee has an equal deliberative vote, and decisions of the Management Committee will be reached by simple majority vote. Should the vote be even, the person chairing the meeting may cast an additional vote.

- (d) A Management Committee member who has a direct or indirect pecuniary interest referred to in section 42 or section 43 of the Act shall comply with these sections.
- (e) Any Member of CARAD may attend a Management Committee meeting and may be invited by the Chairperson to speak in the meeting.
- (f) Any paid employee of CARAD may, by invitation, attend a Management Committee meeting, but will not be entitled to cast a vote.

17. General Meetings

- 17.1 The Management Committee may at any time convene a General Meeting.
- 17.2 The Management Committee must convene an AGM each year in accordance with section 50 of the Act.⁴
- 17.3 The Management Committee must convene a General Meeting within 40 days of receiving a request in writing to convene a General Meeting, signed by not less than five (5) Members. Such a request shall state the purpose for which the meeting is required and contain the signatures of those Members requesting the meeting.
- 17.4 If a General Meeting validly requested under Rule 17.3 is not convened within the required 40 day period, those Members who requested the General Meeting may themselves convene the meeting as if they were the Management Committee.
- 17.5 When a General Meeting is convened under Rule 17.4:
 - (a) the Management Committee shall ensure that the Members or Member convening the General Meeting are supplied free of charge with particulars of all Members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the General Meeting.
- 17.6 The Secretary shall give notice to all Members not less than twenty one (21) days prior to a General Meeting or AGM, and of any motions to be moved at these meetings.
- 17.7 A notice given under Rule 17.6 shall specify:
 - (a) when and where the relevant meeting of Members is to be held; and
 - (b) particulars of the business to be transacted at the meeting and of the order in which that business is to be transacted (subject, in the case of an AGM, to Rule 17.8).

⁴ The Act requires the AGM to be held within six (6) months of the end of the Financial Year.

- 17.8 In the case of an AGM, the order in which business is to be transacted is:
- (a) first, the consideration of the accounts and reports of the Management Committee;
 - (b) second, the election of Management Committee members to replace outgoing Management Committee members; and
 - (c) third, any other business requiring consideration by the Association.
- 17.9 The Secretary shall give notice under Rule 17.6 by:
- (a) serving it on a Member personally; or
 - (b) sending it by post or email to a Member at the address of the Member appearing in the register of Members.
- 17.10 Notice under Rule 17.9(b) or any other Rule of this Constitution is given if it is emailed or posted by ordinary prepaid mail to the address of the Member listed in the register of Members.

18. Quorum in proceedings at General Meetings

- 18.1 No less than 5% of Members must be present to constitute a quorum at a General Meeting.
- 18.2 If within 30 minutes after the time specified for the holding of a General Meeting:
- (a) pursuant to a request or notice referred to in Rules 17.2 or 17.4 a quorum is not present, the General Meeting lapses; or
 - (b) in all other cases, the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 18.3 If, within 30 minutes of the time appointed by Rule 18.2 for the resumption of an adjourned General Meeting, a quorum is not present, the Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 18.4 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by a General Meeting by way of an adjournment resolution approved by a simple majority, adjourn that General Meeting from time to time and from place to place.
- 18.5 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 18.6 At a General Meeting:

- (a) an ordinary resolution put to the vote will be decided by a simple majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with the Act.⁵
- 18.7 A declaration by the Chairperson of a General Meeting that a resolution has been passed at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 18.8.
- 18.8 At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person and, if so demanded, must be taken in such manner as the Chairperson directs.
- 18.9 If a poll is demanded and taken under Rule 18.8 in respect of a resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 18.10 A poll demanded under Rule 18.8 must be taken immediately on that demand being made.

19. Voting rights of Members

- 19.1 Subject to these Rules, each ordinary Member has one vote at a General Meeting of the Association.
- 19.2 Where a Member is both a Member in their own rights and an authorised representative of a Member organisation, they are entitled to a deliberative vote in each capacity.
- 19.3 A person casts a vote at a meeting either by:
- (i) voting at the meeting either in person or through the use of technology; or
 - (ii) by proxy

⁵ Section 51 of the Act provides that a special resolution requires approval by a majority of not less than three-fourths of all Members voting on the resolution.

- 19.4 In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 19.5 A member or their proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or their proxy to the Association has been paid in accordance with rule 7.1.
- 19.6 A member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 17.6.

20. Proxies

- 20.1 Each member is entitled to appoint in writing, a natural person who is also a Member of the Association to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Association.
- 20.2 Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- 20.3 No member may hold more than five proxies.

21. Minutes of meetings of Association

- 21.1 The Secretary must cause proper minutes of all proceedings of all General Meetings and Management Committee meetings to be taken and then to be entered within 30 days after the holding of the relevant meeting in a minute book kept for that purpose.
- 21.2 The Chairperson must ensure that the minutes taken of a General Meeting or Management Committee meeting under Rule 21.1 are checked and signed as correct by the Chairperson of the General Meeting or Management Committee meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Management Committee meeting (as appropriate).
- 21.3 When minutes have been entered and signed as a correct record under 21.2, they are, until the contrary is proved, evidence that:
- (a) the General Meeting or Management Committee meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the relevant meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the relevant meeting have been validly made.

22. Alteration of Constitution

- 22.1 The Association may alter this Constitution in accordance with the Act. This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by its provisions from time to time.

23. Common seal of the Association

- 23.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 23.2 The common seal of the Association shall not be used without the express authority of the Management Committee and every use of that common seal shall be recorded in the minute book referred to in Rule 21.1.
- 23.3 The affixing of the common seal of the Association shall be witnessed by any two (2) of the Chairperson, the Secretary and the Treasurer.
- 23.4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Management Committee from time to time determines.

24. Inspection of Records, etc. of Association

- 24.1 A Member may at any reasonable time and without charge, upon making a request to CARAD, inspect, copy or take an extract from the books, documents, records and securities of the Association referred to in Rule 14.4(d) and 14.5(e), but shall have no right to remove the books, documents, records or securities for that purpose.

25. Distribution of surplus property on winding up of Association

- 25.1 This Rule overrides any other Rule in this Constitution to the extent of any inconsistency.
- 25.2 If upon the winding up or dissolution of CARAD there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the Members.