



## **CONSTITUTION**

**With amendments to August 2024**

### **Name**

1. The name of the incorporated association shall be the TREASURY OF COUNTRY AUSTRALIAN HISTORY (TOCAH) INC. (in this Constitution called "TOCAH Inc.").

### **Objects**

2. The aims and objects for which TOCAH Inc. is established are—

- (i) To raise the visibility of and access to the history of country Australia.
- (ii) To be a non-profit, non-sectarian, non-political organisation that works to raise the visibility of and access to the history of country Australia.
- (iii) To bring together those people who are interested in the history of country Australia.
- (iv) To hold regular meetings and support research by providing access to historical resources.
- (v) To maintain close contact with other organisations having similar aims and objects and interests.
- (vi) To develop in a website an aggregated register of relevant collections and sources.
- (vii) To acquire, develop and maintain a collection of significance covering all aspects and materials reflecting the history of country Australia and allied subjects.
- (viii) To focus on unique resources in danger of being lost.
- (ix) To encourage the recording of histories, and to endeavour to undertake projects that will be of lasting value to future historians of country Australia.
- (x) To produce publications at such times and of such nature as may be decided by the Management Committee.
- (xi) To endeavour to carry out these aims and objects with integrity.
- (xii) To encourage members to participate in the aims and objects of this organisation and to do all such other things as are conducive or incidental to the attainment of all the above objects.

## **Powers**

3. The powers of TOCAH Inc. are—

- (i) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of TOCAH Inc. provided that TOCAH Inc. shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on TOCAH Inc. under or by virtue of clause 26(x).
- (ii) In furtherance of the objects of TOCAH Inc. to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of TOCAH Inc. or persons frequenting TOCAH Inc.'s premises.
- (iii) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of TOCAH Inc.: provided that in case TOCAH Inc. shall take or hold any property which may be subject to any trusts TOCAH Inc. shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (iv) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of TOCAH Inc.; to obtain from any such Government or Authority any rights, privileges and concessions which TOCAH Inc. may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (v) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of TOCAH Inc.
- (vi) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated organisation, or in or about the incorporated society or promotion of the incorporated society or in the furtherance of its objects.
- (vii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance TOCAH Inc.'s interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (viii) To invest and deal with the money of TOCAH Inc. not immediately required in such manner as may from time to time be thought fit.
- (ix) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (x) In furtherance of the objects of TOCAH Inc. to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

- (xi) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated society's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (xii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (xiii) In furtherance of the objects of TOCAH Inc. to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of TOCAH Inc.
- (xiv) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of TOCAH Inc.'s property of whatsoever kind sold by TOCAH Inc., or any money due to TOCAH Inc. from purchasers and others.
- (xv) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of TOCAH Inc. but subject always to the proviso in sub-clause (iii)
- (xvi) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise.
- (xvii) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects.
- (xviii) In furtherance of the objects of the Society to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon TOCAH Inc. under or by virtue of clause 26(x).
- (xix) In furtherance of the objects of TOCAH Inc. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which TOCAH Inc. is authorised to amalgamate.
- (xx) In furtherance of the objects of TOCAH Inc. to transfer all or any part of the property, assets, liabilities and engagements of TOCAH Inc. to any one or more of the incorporated associations with which TOCAH Inc. is authorised to amalgamate.
- (xxi) To make donations for patriotic, charitable or community purposes.
- (xxii) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of TOCAH Inc.

### **Classes of members**

4. Any person who is 18 or more years of age, interested in the history of country Australia and accepted by the Management Committee shall be eligible to become a member of TOCAH Inc. upon payment or tender to TOCAH Inc. of a joining fee and their annual subscription for the current financial year.

- (i) The membership of TOCAH Inc. shall consist of ordinary members, and any of the following classes of members—
  - (a) Family members;
  - (b) Individual members;
  - (c) Corporate members
- (ii) The numbers of members in each class shall be unlimited.

## **Membership**

5. Every application for any class of membership of TOCAH Inc. shall be made in writing, signed by the applicant and shall be in such form as the Management Committee from time to time prescribes.

## **Membership fees**

6. (i) The membership fees for each class of membership shall be such sum as the members shall from time to time so determine at the annual general meeting.

(ii) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

## **Termination of membership**

7. (i) A member may resign from TOCAH Inc. at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

(ii) If a member—

- (a) fails to comply with any of the provisions of the Constitution; or
- (b) has membership fees in arrears for a period of three months or more; or
- (c) conducts or is found to have conducted himself in a manner considered to be injurious or prejudicial to the character or interests of TOCAH Inc., the Management Committee shall consider whether his membership shall be terminated.

(iii) The member concerned shall be given a full and fair opportunity of presenting his case and, if the Management Committee resolves to terminate his membership, it shall instruct the Secretary to advise the member in writing accordingly.

### **Appeal against rejection or termination of membership**

8. (i) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.

(ii) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

(iii) Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by this Constitution, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

### **Register of members**

9. (i) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential and email addresses of all persons admitted to membership of TOCAH Inc. and the dates of their admission.

(ii) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

(iii) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

### **Membership of management committee**

10. (i) The Management Committee of TOCAH Inc. shall consist of a President, a Vice-President, a Secretary, a Treasurer, and three other committee members, all of whom shall be members of TOCAH Inc., as the members of TOCAH Inc. at any general meeting may from time to time elect or appoint.

- (ii) At the annual general meeting of TOCAH Inc., all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (iii) No member shall hold the same office of President, Vice-President, Secretary or Treasurer, for more than three consecutive years, although such office bearer may be elected to any one of the other positions on the Management Committee and may be re-elected to the previously occupied office of Executive of the Management Committee after a period of two years or more.
- (iv) The election of officers and other members of the Management Committee shall take place in the following manner—
  - (a) Any two members of TOCAH Inc. shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee at the AGM.
  - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place;
  - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of TOCAH Inc. for at least seven days immediately preceding the annual general meeting;
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present and entitled to vote at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (e) Nominations may be taken from the floor of the meeting should there be an insufficient number of candidates nominated at the commencement of such meeting.
  - (f) In the event that any member of the Management Committee fails to attend three consecutive Management Committee meetings, that person shall be stood down from the Management Committee.

11. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of TOCAH Inc. where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

#### **Vacancies on management committee**

12. (i) The Management Committee shall have power at any time to call a special general meeting to elect a member of TOCAH Inc. to fill any casual vacancy on the Management Committee until the next annual general meeting.

(ii) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced

below the number fixed by or pursuant to this Constitution as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of TOCAH Inc., but for no other purpose.

### **Functions of the management committee**

13. (i) Except as otherwise provided by this Constitution and subject to resolutions of the members of TOCAH Inc. carried at any general meeting the Management Committee shall—
  - (a) have the general control and management of the administration of the affairs, property and funds of TOCAH Inc.; and
  - (b) have authority to interpret the meaning of this Constitution and any matter relating to TOCAH Inc. on which this Constitution are silent.
- (ii) The Management Committee may exercise all the powers of TOCAH Inc.—
  - (a) to borrow or raise or secure the payment of money in such manner as the members of TOCAH Inc. may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by TOCAH Inc. in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of TOCAH Inc.'s property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of TOCAH Inc., and to provide and pay off any such securities; and
  - (c) to invest in such manner as the members of TOCAH Inc. may from time to time determine.

### **Meetings of management committee**

14. (i) The Management Committee shall meet at least five times per year to exercise its functions.
- (ii) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons such special meeting is being convened and the nature of the business to be transacted thereat. A special meeting may take place either in person or by electronic means.
- (iii) At every meeting of the Management Committee a simple majority of the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (iv) Subject as previously provided in this clause, the Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

- (v) A member of the Management Committee shall not vote in respect of any contract or proposed contract with TOCAH Inc. in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (vi) Not less than fourteen days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (vii) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, a Vice-President shall be Chairperson or if a Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- (viii) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

15. (i) The Management Committee may seek expert advice for a Special Interest Group (SIG). Each SIG will include at least one member of the TOCAH Inc. Management Committee who will be the designated Chairperson for that group. Any SIG so formed shall, in the exercise of the powers delegated, conform to any regulations that may be imposed on it by the Management Committee.

(ii) If the designated SIG meeting Chairperson is unavailable within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson responsible for the meeting.

(iii) A SIG may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

(iv) SIG members may from time-to-time recruit non-members to seats but non-members will not hold voting rights.

(v) Each SIG will report in writing to the Management Committee prior to the next Management Committee meeting.

16. All acts done by any meeting of the Management Committee or of a SIG or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

17. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and

held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

### **Annual general meeting or general meetings**

18. (i) The annual general meeting shall be held within three months of the close of the financial year.
- (ii) The business to be transacted at every annual general meeting shall be—
  - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of TOCAH Inc. for the preceding financial year;
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (c) the election of members of the Management Committee; and
  - (d) the appointment of an auditor.

### **Special general meeting**

19. The Secretary shall convene a special general meeting—
  - (i) when directed to do so by the Management Committee; or
  - (ii) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of TOCAH Inc. which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - (iii) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

### **Quorum at general meeting**

20. (i) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- (ii) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this clause "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (iii) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or TOCAH Inc., shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

(iv) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Notice of general meeting**

21.(i) The Secretary shall convene all general meetings of TOCAH Inc. by giving not less than 14 days' notice of any such meeting to the members of TOCAH Inc.

(ii) The manner by which such notice shall be given shall be determined by the Management Committee: provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

### **Procedure at general meeting**

22. Unless otherwise provided by this Constitution, at every general meeting—

(i) the President shall preside as Chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President shall be the Chairperson or if a Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;

(ii) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;

(iii) every question, matter or resolution shall be decided by a majority of votes of the members present and entitled to vote;

(iv) every member present and entitled to vote shall be entitled to one vote except that in the case of Family and Associate members they shall be entitled to one vote only per membership, and in the case of an equality of votes the Chairperson shall have a second or casting vote: provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;

(v) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;

(vi) a member may vote in person or by proxy or by attorney and on a show of hands every person present and entitled to vote who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote, having regard to clause 22(iv) of this Constitution;

- (vii) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of TOCAH Inc. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- (viii) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit—

**TREASURY OF COUNTRY AUSTRALIAN HISTORY INC.**

I, ..... of ....., being a member of the above named organisation, hereby appoint ..... of ....., or, failing him, ..... of ..... as my proxy to vote for me on my behalf at the (annual) general meeting of TOCAH Inc., to be held on the ..... day of ..... , 202..., and at any adjournment thereof.

Signed this ..... day of ....., 202.... .

.....

Signature.

This form is to be used \*in favour of / \*against the resolution.

*\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he or she thinks fit.)*

- (ix) the instrument appointing a proxy shall be deposited with the Secretary at least 48 hours prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (x) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

## **By-laws**

23. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of TOCAH Inc. and any by-law may be set aside by a general meeting of the members.

## **Alteration of Constitution**

24. Subject to the provisions of the *Associations Incorporation Act 1981* this Constitution may be amended, rescinded or added to from time to time by special resolution carried at any general meeting: provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Director-General, Department of Justice and Corrective Services, Brisbane.

25. The Management Committee shall not provide for a Common Seal.

## **Funds and accounts**

- 26.(i) The funds of TOCAH Inc. shall be deposited in the name of TOCAH Inc. in such Bank or Permanent Building Society as the Management Committee may from time to time direct.
- (ii) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of TOCAH Inc. and the particulars usually shown in books of a like nature.
- (iii) All moneys shall be deposited as soon as practicable after receipt thereof.
- (iv) All payments of one hundred dollars or more shall be approved for electronic or other transfer and acknowledgement of receipt be sought by any two of the President, Secretary, Treasurer, or other member authorised from time to time by the Management Committee.
- (v) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (vi) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (vii) All expenditure shall be approved or ratified at a Management Committee meeting.
- (viii) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the particulars of —
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Society at the close of that year.
- (ix) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (x) The income and property of TOCAH Inc., derived from whatever place or source, shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the

members of TOCAH Inc. provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to TOCAH Inc. or otherwise owing by TOCAH Inc. to him or of remuneration to any officers or servants of TOCAH Inc. or to any member of TOCAH Inc. or other person in return for any services actually rendered to TOCAH Inc. provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by TOCAH Inc. or reasonable and proper rent for premises demised or let to TOCAH Inc.

## **Documents**

27. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of TOCAH Inc.

## **Financial year**

28. The financial year of TOCAH Inc. shall close on 30<sup>th</sup> June in each year.

## **Distribution of surplus assets to another entity**

29. If TOCAH Inc. shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of TOCAH Inc., but shall be given or transferred to some other institution or institutions having objects similar to the objects of TOCAH Inc., and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on TOCAH Inc. under or by virtue of clause 26(x), such institution or institutions to be determined by the members of TOCAH Inc.