



Introduction

The Victoria University Postgraduate Association is an incorporated body at Victoria University that is designed to address the needs of the university's postgraduate students. Postgraduate students are those undertaking degrees such as; Graduate Certificates, Graduate Diplomas, Masters by Coursework, and those enrolled in research degrees, such as Masters by Research and Doctor of Philosophy.

The Victoria University Postgraduate Association acts primarily as a link or contact point for all postgraduates. This is achieved by conducting workshops, seminars, conferences and organising social events. The Victoria University Postgraduate Association's board and committees represent the views of postgraduates and hold membership rights to official University committees. Victoria University Postgraduate Association's board and committees also receive invitations to meet with external organisations and other University bodies, ensuring the needs and interests of postgraduates are widely represented.

1.0 Definitions

In this Constitution and the Regulations made hereafter

- 1.1 "Postgraduate Student" or "postgraduate" means any student currently enrolled in a postgraduate course of study at Victoria University
- 1.2 "University" or "the university" means Victoria University
- 1.3 "Ad-hoc position" means any position that is created and agreed upon at the AGM, the creation of this position will last for one term and to be reviewed at the next AGM
- 1.4 "Ad-hoc committee" means any committee that is created and agreed upon at the AGM, the creation of this committee will last for one term and to be reviewed at the next AGM.
- 1.5 "Honorary/ Honoraria" means a payment granted in recognition of a special service for which custom or propriety forbids any fixed business price to be set
- 1.6 "The act" refers to the Associations Incorporation Reform act 2012

2.0 Name

- 2.1 The name of the Association shall be the Victoria University Postgraduate Association Incorporated hereafter referred to as VUPA.

3.0 Purpose

The purpose of VUPA is to:



- 3.1 Further the interest and welfare of postgraduate students to all relevant bodies
- 3.2 Provide services in accordance with the objectives of VUPA
- 3.3 Promote and facilitate cultural, social, educational and recreational interaction between postgraduate students
- 3.4 Foster goodwill, understanding and interaction between all postgraduate students
- 3.5 Oppose the existence, creation or perpetuation of any disadvantage, inequality or injustice, which obstructs the achievements of the objects of VUPA
- 3.6 Grant any organizations whose aims and objectives are consistent with those of VUPA, affiliation or disaffiliation with VUPA
- 3.7 Afford a recognised means of communication between the members of the VUPA, the university and other authorities and organisations
- 3.8 VUPA will advocate, campaign and create strategies to further the interests for postgraduates at the university, state and federal level

4.0 Legal capacity and powers

- 4.1 VUPA has:
 - (a) the legal capacity and powers of an incorporated body, and
 - (b) all the powers of an individual, subject to this clause.
 - (c) the power to do all things incidental or conducive to achieve its purposes.

5.0 Not for profit

- 5.1 VUPA must not distribute any of its profit, income or assets directly or indirectly to members.
- 5.2 Section 5.1 does not prevent the VUPA from paying members:
 - (a) reimbursement for expenses properly incurred by them; or
 - (b) for services or goods supplied by them.

6.0 Membership

- 6.1 All Postgraduate students so described in 1.1 will be considered as members of VUPA.



6.2 Governing members of VUPA are those who are board members, office bearers and members of authorised committees.

7.0 Fees

7.1 There are no compulsory subscription or entrance fee payable by any enrolled student at Victoria University to VUPA.

7.2 Any subscription or entrance fee payable for financial membership of VUPA shall be determined annually by the board.

8.0 Rights, obligations and liabilities

8.1 All students are entitled to use the amenities and services of VUPA

8.2 All members must comply with the Constitution, Regulations and Standing Orders - Refer to the university student code of conduct when required.

8.3 Under s46 of the of the associations incorporation reform act 2012, this constitution is taken to constitute the terms of a contract between VUPA and its members.

8.4 Under s52 of the associations incorporation reform act 2012, members are not liable to contribute to the debts and liabilities of VUPA.

9.0 Cessation

9.1 Members cease to be members on their resignation or expulsion from VUPA, withdrawal or expulsion from the university or ceasing to have legal capacity.

9.2 Governing Members cease to be members if they cease to be a VUPA board member, office bearer or member of an authorised committee.

10.0 Resignation

10.1 Any member may resign from VUPA in writing by post, email or hand delivery to any member of the committee.

10.2 A member is taken to have resigned if;

10.2.1 the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

10.2.2 the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

11.0 Grievances



11.1 Application

11.1.1 The grievance procedure set out in this division applies to disputes under these Rules between;

- (a) a member and another member;
- (b) a member and the Committee;
- (c) a member and the Association.

11.1.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

11.2 Parties must attempt to resolve the dispute

11.2.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

11.3 Appointment of a mediator

11.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days;

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

11.3.2 The mediator must be;

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement;

(i) if the dispute is between a member and another member; a person appointed by the Committee; or

(ii) if the dispute is between a member and the Committee or the Association; a person appointed or employed by the Dispute Settlement Centre of Victoria.



11.3.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who;

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

11.4 Mediation Process

11.4.1 The mediator to the dispute, in conducting the mediation, must;

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

11.4.2 The mediator must not determine the dispute.

11.5 Failure to resolve the dispute by mediation

11.5.1 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12.0 Role and Powers

12.1 The business of the Association must be managed by or under the direction of a Committee.

12.2 The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

12.3 The Committee may;

- (a) appoint and remove staff;
- (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

13.0 Delegation

13.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than;



- (a) this power of delegation; or
- (b) a duty imposed on the Committee by the Act or any other law.

13.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

13.3 The Committee may, in writing, revoke a delegation wholly or in part.

14.0 Composition of committee

14.1 The committee consists of;

- (a) a President; and
- (b) a Vice President - Research; and
- (c) a Vice President – Coursework; and
- (d) a Secretary; and
- (e) a Treasurer; and
- (f) an Equity Officer x 2; and
- (g) an Events officer
- (h) ordinary members (if any) elected under ___

15.0 General Duties

15.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

15.2 The Committee is collectively responsible for ensuring that VUPA complies with the Act and that individual members of the Committee comply with these Rules.

15.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

15.4 Committee members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of VUPA; and
- (b) for a proper purpose.

15.5 Committee members and former committee members must not make improper use of;



(a) their position; or

(b) information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person or to cause detriment to VUPA.

15.6 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

16.0 President and Vice President

16.1 Subject to 16.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

16.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be;

(a) in the case of a general meeting—a member elected by the other members present; or

(b) in the case of a committee meeting—a committee member elected by the other committee members present.

17.0 Secretary

17.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

17.2 The Secretary must;

(a) maintain the register of members in accordance with rule 18; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

17.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

18.0 Treasurer



18.1 The Treasurer must;

(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

(b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

(c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and

(d) ensure cheques are signed by at least 2 committee members.

18.2 The Treasurer must;

(a) ensure that the financial records of the Association are kept in accordance with the Act; and

(b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

18.3 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

19.0 Who is eligible to be a Committee member

19.1 A member is eligible to be elected or appointed as a committee member if the member;

(a) is 18 years or over; and

(b) is entitled to vote at a general meeting.

20.0 Elections

20.1 Executive committee

20.1.1 At the annual general meeting, separate elections must be held for each of the following positions;

(a) President;

(b) Vice-President;

(c) Secretary;

(d) Treasurer.



20.1.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

20.1.3 If more than one member is nominated, a ballot must be held in accordance with rule 54.

20.1.4 On his or her election, the new President may take over as Chairperson of the meeting.

20.2 Ordinary members

20.2.1 The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.

20.2.2 A single election may be held to fill all of those positions.

20.2.3 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

20.2.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

21.0 Term of office

21.1 Subject to s21.2 and s22, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

21.2 A general meeting of the Association may;

(a) by special resolution remove a committee member from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

22.0 Vacation of office

22.1 A committee member may resign from the committee by written notice addressed to the committee.

22.2 A person ceases to be a committee member if he or she;

(a) ceases to be a member of the Association; or



(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule___; or

(c) otherwise ceases to be a committee member by operation of section 78 of the Act - Note A Committee member may not hold the office of secretary if they do not reside in Australia.

23.0 Filling Casual Vacancies

23.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that;

(a) has become vacant under s22; or

(b) was not filled by election at the last annual general meeting.

23.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

23.3 Section 21 applies to any committee member appointed by the Committee under subrule (23.1) or (23.2).

23.4 The Committee may continue to act despite any vacancy in its membership.

24.0 Meetings of committee

24.1 The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee.

24.2 The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

24.3 Special committee meetings may be convened by the President or by any 4 members of the Committee.

25.0 Notice of meetings

25.1 Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

25.2 Notice may be given of more than one committee meeting at the same time.

25.3 The notice must state the date, time and place of the meeting.

25.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.



25.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

26.0 Urgent Meetings

26.1 In cases of urgency, a meeting can be held without notice being given in accordance with s25 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

26.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.

26.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

27.0 Procedure and order of business

27.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

27.2 The order of business may be determined by the members present at the meeting.

28.0 Use of technology

28.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

28.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (28.1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29.0 Quorum

29.1 No business may be conducted at a Committee meeting unless a quorum is present.

29.2 The quorum for a committee meeting is the presence (in person or as allowed under s28) of a majority of the committee members holding office.

29.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting;

(a) in the case of a special meeting - the meeting lapses;



(b) in any other case -the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with s25.

30.0 Voting

- 30.1 On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- 30.2 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 30.3 Subrule (30.2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 30.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 30.5 Voting by proxy is not permitted.

31.0 Conflict of interest

- 31.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 31.2 The member;
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note - Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 31.3 This rule does not apply to a material personal interest;
- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

32.0 Minutes of meeting



32.1 The Committee must ensure that minutes are taken and kept of each committee meeting.

32.2 The minutes must record the following;

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under s31.

33.0 Leave of absence

33.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

33.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

34.0 Custody and inspection of books and records

34.1 Members may on request inspect free of charge;

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to subrule (34.2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

34.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

34.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

34.4 Subject to subrule (34.2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.



34.5 For purposes of this rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following;

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

35.0 Annual general meetings

35.1 The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

35.2 Despite subrule (35.1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

35.3 The Committee may determine the date, time and place of the annual general meeting.

35.4 The ordinary business of the annual general meeting is as follows;

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

- (b) to receive and consider;

- (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and

- (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

- (c) to elect the members of the Committee;

- (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

35.5 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

36.0 Notice of general meetings



36.1 The Secretary (or, in the case of a special general meeting convened under s24.3 the members convening the meeting) must give to each member of the Association;

(a) at least 21 academic days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 10 academic days' notice of a general meeting in any other case.

36.2 The notice must;

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed;

(i) state in full the proposed resolution; and

(ii) state the intention to propose the resolution as a special resolution; and

(d) comply with rule 37.5.

36.3 This rule does not apply to a disciplinary appeal meeting.

37.0 Proxies

37.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

37.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

37.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

37.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

37.5 Notice of a general meeting given to a member under rule 33 must;



(a) state that the member may appoint another member as a proxy for the meeting; and

(b) include a copy of any form that the Committee has approved for the appointment of a proxy.

37.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

37.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

38.0 Quorum at general meetings

38.1 No business may be conducted at a general meeting unless a quorum of members is present.

38.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under s37) of 15 members entitled to vote.

38.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting;

(a) in the case of a meeting convened by, or at the request of, members under rule 32 of the act, the meeting must be dissolved;

Note - If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32 of the act.

(b) in any other case;

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

38.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under s38.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.



39.0 Adjournment of general meeting

39.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

39.2 Without limiting s39.1, a meeting may be adjourned;

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

39.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

39.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with s36.

40.0 Voting at general meeting

40.1 On any question arising at a general meeting;

(a) subject to s40.3, each member who is entitled to vote has one vote;

and

(b) members may vote personally or by proxy; and

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

40.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

40.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

40.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24 of the act.

41.0 Special resolutions

41.1 A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.



Note - In addition to certain matters specified in the Act, a special resolution is required;

(a) to remove a committee member from office ;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

42.0 Determining whether resolution carried

42.1 Subject to s42.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been;

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost;

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

42.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question;

(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

(b) the Chairperson must declare the result of the resolution on the basis of the poll.

42.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

42.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

43.0 Minutes of general meeting

43.1 The Committee must ensure that minutes are taken and kept of each general meeting.

43.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.



43.3 In addition, the minutes of each annual general meeting must include;

(a) the names of the members attending the meeting; and

(b) proxy forms given to the Chairperson of the meeting under s37.6; and

(c) the financial statements submitted to the members in accordance with s35.4(b)(ii); and

(d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

44.0 Source of funds

44.1 The funds of VUPA shall be derived from SSAF, grants, fees, donations fund raising activities and any other sources as approved by the committee

45.0 Management of funds

45.1 The Association must open and maintain an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

45.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

45.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

45.4 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

45.5 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

46.0 Alteration of the constitution

46.1 This constitution may only be altered by special resolution of a general meeting of the Association.



47.0 Winding up and cancellation

47.1 The Association may be wound up voluntarily by special resolution.

47.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

47.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

47.4 The body to which the surplus assets are to be given must be decided by special resolution.