

THE DANISH ASSOCIATION HEIMDAL INC.

NAME

1. The name of the incorporated association shall be The Danish Association Heimdal Inc. (in these Rules called "the Association")

OBJECTS

2. The objects for which the Association is established are to:
 - (1) cultivate the Danish language and traditions and foster common interests; and
 - (2) cultivate friendship between its members and their friends; and
 - (3) assist and advise members and Danes in general; and promote friendship, understanding and good relations between the people of Australia and the Danish Community; and
 - (4) cultivate friendship between members and other Scandinavians; and
 - (5) do such other lawful things as are incidental or conducive to the attainment of the foregoing objects.

POWERS

3. The powers of the Association are:
 - (1) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization 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 the Association under or by virtue of rule 14 (10);
 - (2) in furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
 - (3) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, 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 the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - (4) 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 the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - (5) 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 the Association;
 - (6) 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 association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
 - (7) 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 the Association'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;
 - (8) to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
 - (9) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
 - (10) in furtherance of the objects of the Association 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;
 - (11) subject to the prior approval of the Members in a General Meeting, 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 association's property or assets present or future and to purchase, redeem or pay-off any such securities;
 - (12) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - (13) in furtherance of the objects of the Association 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 the Association;
 - (14) 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 the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
 - (15) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule (3);
 - (16) 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 Association, in the shape of donations, annual subscriptions or otherwise;

- (17) to print and publish any newspapers, periodicals, and books or leaflets that the Association may think desirable for the promotion of its objects;
- (18) in furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association 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 the Association under or by virtue of rule 14 (10);
- (19) in furtherance of the objects of the Association 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 the association is authorized to amalgamate;
- (20) in furtherance of the objects of the Association to transfer all or any part of the property assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- (21) to make donations for patriotic, charitable or community purposes;
- (22) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

CLASSES OF MEMBERSHIP

4. (1) Applicants for membership of the Association must be over the age of 18 years, and may apply for membership in any one of the following classes of membership:

(a) Ordinary Members -

any person of good repute over the age of 18 years:

- (i) who is Danish by birth or of Danish descent, or
- (ii) in the case of a person not Danish by birth or of Danish descent, who is married to or is the partner of a person who is Danish by birth or of Danish descent.

[For the purposes of these Rules "of Danish descent" shall mean a person whose father, mother, grandfather or grandmother:

- (i) was born in Denmark; or*
- (ii) held Danish nationality at the time of that person's birth; and*

"Danish by birth" shall mean a person born in Denmark.]

(b) Family Members -

any person who meets the qualifications for membership as an Ordinary Member but who wishes to join the Association with his/her wife/husband/partner;

For the purposes of these Rules, both persons will be deemed to be Family Members.

(c) Associate members -

any person of good repute who does not meet the qualifications required for an Ordinary Member or Family Member, is over the age of 18 years, and who has an interest in Denmark and/or Danish/Scandinavian culture;

(d) Associate Family Members -

any person who meets the qualifications for membership as an Associate Member but who wishes to join the Association with his/her wife/husband/partner.

For the purposes of these Rules, both persons shall be deemed to be Associate Family Members.

(e) Associate Club Members -

any Club whether incorporated or not which has entered into an Associate Club Agreement with the Association whereby the Association grants Associate Club Member membership status to the financial members of the Associate Club.

(f) Honorary Members -

any person who has especially distinguished himself in furthering the interests of the Association or who has distinguished himself in some other appropriate way, may be appointed an Honorary Member at a General Meeting by the vote of a three quarters majority of the members eligible to vote and present in person or by proxy, provided that such person shall have been nominated for that appointment and approved by a Management Committee meeting held at least one month before such General Meeting. The number of Honorary Members at any one time shall be limited to five. Honorary Members shall be exempt from payment of Membership Fees.

(g) Visitor Members -

any person over the age of 18 years who is the guest of any other Member of the Association at the Association's premises, and whose name is recorded in the Visitor's Book on the occasion of his/her visit to the premises.

- (2) Ordinary Members, Family Members, Associate Club Members, Associate Members and Associate Family Members are eligible to serve on the Management Committee.
- (3) Only Ordinary Members and Family Members (i.e. both husband/partner or wife/partner) actually present at any General or Special General Meeting of the Association shall be entitled to vote unless unable to attend the Meeting and entitled to vote by proxy under Rule 23.
- (4) Associate Members, Associate Family Members, Associate Club Members, Honorary Members and Visitor Members shall not be entitled to any vote at any General or Special General Meeting of the Association;
- (5) Associate Members or Associate Family Members who elect to pay an additional fee of \$20 shall be entitled to receive the Association's magazine.
- (6) No applicant for membership shall be charged a joining fee.
- (7) Any person who regularly takes part in the activities of the Association or one of its special interest groups on three or more occasions in any three month period, but who does not qualify for membership as an Ordinary or Family Member, shall be required to join the Association as an Associate Member.
- (8) Any person who is a member of the Association on the date on which these Rules are adopted shall from the beginning of the Association's next financial year be deemed to be a member of the class of membership for which they qualify as members under these Rules.

MEMBERSHIP

5. (1) Every applicant for any class of membership of the Association, except for Visitor Members shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.
- (2) Membership of the Association shall be open to all persons of Danish, Scandinavian or Australian origin or nationality and such other persons of other origin or nationality as the Management Committee may determine from time to time.
- (3) The name of each applicant for membership, except for Visitor Members and Associate Members who become members by virtue of membership of an Associate Club which has entered into an Associate Club Agreement under Rule 4.(1)(e), shall appear in the Association's Newsletter once membership has been accepted by the Management Committee.
- (4) The number of Ordinary Members, Family Members, Associate Members and Associate Family Members shall be unlimited.

MEMBERSHIP FEES

6. (1) 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.
- (2) Between 1st July and 31st December in any year any applicant for membership shall pay the full year's membership fee. New members accepted between 1st January and 30th June in any year shall pay one half of the full year's membership fees.
- (3) Until a General Meeting otherwise decides, the membership fees payable annually shall be as follows:

Ordinary Members	\$50
Family Members	\$50 for each couple
Associate Members	\$25
Associate Family Members	\$25 for each couple
Associate Club Members	Each Associate Club shall pay a fee as determined in the Associate Club Agreement under 4(1)(e).
Visitor Member	No fee
- (4) The Management Committee may from time to time remit the payment of the annual membership fee for members of any class who have contributed in an outstanding way to the Association in the previous year.

ADMISSION AND REJECTION OF MEMBERS

7. (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership for which the applicant is eligible and has applied.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection. Notice need only be given to the Associate Club in the case of Associate Members who become members by virtue of an Associate Club Agreement under Rule 4 (1)(e).
- (4) The Management Committee may delegate one of their number to accept oral applications for membership made by non-members attending any function held by the Association as the guest of a member, and upon their name being recorded in the Visitor Book, such applicants shall be admitted as a Visitor Member of the Association for 12 hours. Visitor Members shall not be entitled to vote at any General Meeting of the Association.

TERMINATION OF MEMBERSHIP

8. (1) A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time the secretary receives such notice unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a member -
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these Rules; or
 - (iii) has membership fees in arrears for a period of three months or more; or
 - (iv) is guilty of conduct considered to be injurious or prejudicial to the character or interests of the Association,the Management Committee may consider whether that person's membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting a case and if the Management Committee resolves to terminate membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9. (1) 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 intention to appeal against the decision of the Management Committee.

- (2) 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 the secretary of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present a 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.
- (3) Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Treasurer shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

10. (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses and class of membership of all persons admitted to membership of the Association and the date of their admission. The names of each Visitor Member shall only be recorded in the Visitor's Book. The name and address of each Associate Member who becomes a member by virtue of membership of an Associate Club which has entered into an Associate Club Agreement with the Association need not be recorded in the Register of Members provided a list of such Associate Members is supplied by the Associate Club annually at the time of its admission or renewal of membership.
- (2) 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.
- (3) The Register shall be open for inspection at all reasonable times by any member who applies to the Secretary for such inspection, but may not be used for any purpose without the permission of the Committee.

MEMBERSHIP OF MANAGEMENT COMMITTEE

11. (1) The Management Committee of the Association shall consist of a President, Vice-president, Secretary, Treasurer, and five Committee Members, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint. The President must be Danish by birth and speak Danish fluently. Of the remaining Management Committee Members, at least 50% must be Danish by Birth. No more than two members of the Management Committee may be Associate or Associate Family Members of the Association.
- (2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:
- (a) any two members of the Association shall be at liberty to nominate any eligible member to serve as an officer or other member of the Management Committee;
 - (b) the nomination which shall be in writing and signed by the member and 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) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (d) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
12. 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 the Association where that member shall be given the opportunity to fully present a case. The question of removal shall be determined by the vote of the members present at such a general meeting.

VACANCIES ON THE MANAGEMENT COMMITTEE

13. (1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- (2) 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 these Rules 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 the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

14. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting, the Management Committee -
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association:-
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may at any General Meeting 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 the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) subject to the prior approval of the members in General Meeting, 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 the Association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the Association may from time to time determine;
 - (d) to purchase land or land and building (including strata titled property) for the use of the Association and/or for investment purposes, and to borrow part of the purchase price on mortgage security for that purpose PROVIDED HOWEVER that such purchase and any borrowing must first be approved by a majority of the members present at a General Meeting of the Association convened on no less than seven (7) days notice.
 - (e) to sell any land or land and buildings (including strata titled property) owned by the Association PROVIDED HOWEVER that such sale shall first have been approved by a majority of the members present at a General Meeting of the Association convened on no less than seven (7) days notice.

MEETINGS OF THE MANAGEMENT COMMITTEE

15. (1) The Management Committee shall meet at least once every calendar month, except during January, to exercise its functions.
 - (2) 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 why such special meeting is being convened and the nature of the business to be transacted thereat.
 - (3) At every meeting of the Management Committee a simple majority of a number equal to 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.
 - (4) Subject as previously provided in this rule, 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.
 - (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so vote the vote shall not be counted. Each member of the Management Committee shall be entitled to one vote on each resolution put to the meeting.
 - (6) Not less than seven 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.
 - (7) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
 - (8) 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 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.
16. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
 - (2) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
 - (3) A sub-committee 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.
17. All acts done by any meeting of the Management Committee or of a sub-committee 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.

- 18 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 OR GENERAL MEETINGS

19. (1) The annual general meeting shall be held within three months of the close of the financial year.
(2) The business to be transacted at every annual general meeting shall be -
(a) the receiving of the Management Committee's written report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
(b) the receiving of the auditor's report upon the financial position, and 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.
20. The secretary shall convene a special general meeting:
(1) when directed to do so by the Management Committee; or
(2) 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 the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
(3) 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.
21. (1) 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.
(2) No business shall be transacted at any general meeting unless a quorum of members eligible to vote is present at the time when the meeting proceeds to business.
(3) 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 the Association, 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.
(4) 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 thirty 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.
22. (1) The secretary shall convene all General Meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association eligible to vote PROVIDED HOWEVER that when the nature of the business to be transacted at the meeting is limited to the matters covered by Clauses 14.(2)(d) and (e), then the notice shall be no less than seven (7) days.
(2) 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 that member's 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 at the meeting.
23. Unless otherwise provided by these Rules, at every general meeting -
(1) The President shall preside as Chairperson, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the 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.
(2) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
(3) Every question, matter or resolution shall be decided by a majority of votes of the members eligible to vote, who are present at the meeting, or who are entitled to vote by proxy under Rule 24(4).
(4) Every Ordinary or Family Member actually present shall be entitled to one vote each. Any Ordinary or Family Member who is unable to attend the meeting personally, may exercise their right to cast one vote by proxy. 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 their annual subscription is in arrears at the date of the meeting.
(5) Voting shall be by show of hands or a division of members, unless not less than one fifth of the members eligible to vote, and present at the meeting, 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 the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting of which the ballot was demanded.
(6) The instrument appointing a proxy for a member shall be in writing, in the common or usual form, under the hand of the appointor or of the attorney of the appointor 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 the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

- (7) 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 -

Danish Association Heimdal Inc

I,..... of
being a member of the abovenamed Association eligible to vote , hereby appoint
... of or failing him/her,
..... of as my proxy to vote for me on my behalf at
the (annual) general meeting of the Association to be held on the day of20..... and at
any adjournment thereof.

Signed this day of 20.....

Signature.....

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

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

- (8) The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote. and
- (9) 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 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

- 24 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

25. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. However, an amendment, repeal or addition is valid only if it is registered by the chief executive administering the Act.

COMMON SEAL

26. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

FUNDS AND ACCOUNTS

27. (1) The funds of the Association shall be deposited in the name of the Association in such bank or permanent building society as the Management Committee may from time to time direct.
- (2) 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 the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.

- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing 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 Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present the auditor's 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.
- (10) The income and property of the Association when so ever derived 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 the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further than 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 the Association or reasonable and proper rent for premises demised or let to the Association.
- (11) The payment to any officer or employee of the Association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or the receipts of the Association for such liquor is prohibited.

DOCUMENTS

- 28. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

- 29. The financial year of the Association shall close on 30th June in each year.

DISTRIBUTION OF SURPLUS ASSETS

- 30. If the Association 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 the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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 the Association under or by virtue of rule 14 (10), such institution or institutions to be determined by the members of the Association.
