

Revision history

Initial version 1 - Rosemary Bateman and Paul Day - 01/09/03

Taken from DOCEP's rules. Adjusted to suit needs of Bur.st.

Initial version 2 - Rosemary Bateman - 29/10/03

Made minor changes at request of to-be-committee.

Final version 1 - Paul Day - 1/10/03

Added revision history to front page.

Changing quorum for public meeting from 50% to 20% had been missed. Changed.

Final version 2, initial revision 1 - Paul Day - 4/08/04

Include new class of member: non-voting member, who will be a member of the association but not have the right to vote at annual or special general meetings. Amended relevant sections and definitions to include new membership class.

Final version 2, initial revision 2 - Paul Day - 13/08/04

Remove "member" definition clarification. 5.3: change "technical staff member" to "or person delegated by the committee".

Final version 2, final revision 1 - Paul Day - 06/12/04

Voted and accepted by members at AGM.

Rules of Association, Bur.st Networking Inc.

Name of Association

1 The name of the Association is Bur.st Networking Inc.

Definitions

2 In these rules, unless the contrary intention appears-

“annual general meeting” is the meeting convened under paragraph (b) of rule 16 (1);

"Committee meeting" means a meeting referred to in rule 15;

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

“convene” means to call together for a formal meeting;

“department” means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

“in writing” means in writing or by email to a recognised Bur.st Networking Inc. email address

“member” means a member of the Association;

“non-voting member” means a member of the Association with no right to vote at an annual or special general meeting;

"ordinary resolution" means resolution other than a special resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“special general meeting” means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be

demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 10 (1);

"the Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"voting member" means a member of the Association with the right to vote at an annual or special general meeting;

Objects of Association

3 (1) The objects of the Association are-
to provide free or affordable Internet services to non-profit organisations, small businesses, schools and individuals within Australia.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of Association

4 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

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

(b) open and operate bank accounts;

(c) invest its money -

(i) in any security in which trust monies may lawfully be invested; or

(ii) in any other manner authorised by the rules of the Association;

- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

Qualifications for membership of Association

5 (1) Membership of the Association is open to-

Australian citizens or permanent residents who agree to abide by the terms of Bur.st Networking Inc.'s Acceptable Usage Policy.

(2) A person who wishes to become a member must apply for membership to the Committee in writing in such form as the Committee from time to time directs.

(3) A Committee or person delegated by the committee must consider each application made under sub-rule (2) and must accept or reject that application.

Register of members of Association

6 (1) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining-

in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

(3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

Subscriptions of members of Association

7 (1) The Committee may from time to time determine the amount of the subscription to be paid by each member.

(2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1) and request resubscription to the association.

(3) Subject to sub-rule (4), a member whose subscription is not paid or who does not request to resubscribe within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

Termination of membership of the Association

8 Membership of the Association may be terminated upon-

- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or
- (c) expulsion of a member in accordance with rule 9.

Suspension or expulsion of members of Association

9 (1) If the Committee considers that a member's conduct is detrimental to the interests of the Association the Committee may suspend that member's membership immediately. The suspension should be communicated, either orally or in writing, to the member within 7 days.

(2) At any Committee meeting after a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

Committee of Management

10 (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-

- (a) a Chairperson;
- (b) a Secretary;
- (c) a Treasurer; and
- (d) not less than \ three other persons,

all of whom must be members of the Association.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).

(2A) Prior to the election of Committee members at the first annual general meeting to be held after the incorporation of the Association under the Act, a ballot will be held to choose -

(a) if the Committee consists of an even number of members, half of that number; or

(b) if the Committee consists of an odd number of members, the number of members nearest to, and exceeding, half of that odd number,

who will cease to be Committee members, but will be eligible for re-election to membership of the Committee.

(3) Subject to sub-rules (2A) and (8), a Committee member's term will be from his or her election at an annual general meeting until the election of Committee members at the second annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a voting member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

(a) the nominator; and

(b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may -

(a) propose or second himself or herself for election or re-election; and

(b) vote for himself or herself.

(6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-

(a) the Secretary must report accordingly to; and

(b) the Chairperson must declare those persons to be duly elected as members of the Committee at,

the annual general meeting concerned.

(7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting from the voting members. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

(a) the Committee may appoint a voting member to fill that vacancy; and

(b) a voting member appointed under this sub-rule will -

(i) hold office until the election referred to in sub-rule (2); and

(ii) be eligible for election to membership of the Committee,

at the next following annual general meeting.

(9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-

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

(10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

Chairperson

11 (1) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of the Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of the Chairperson, a Committee member elected by the other Committee members present at the Committee meeting must preside at the Committee meeting.

Secretary

12 The Secretary must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) unless the Committee resolves otherwise, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

13 The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the Committee resolves otherwise, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of Committee

14 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Secretary and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;

of which meetings the member received notice, and the Committee has resolved to declare the office vacant;

- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of voting members terminating his or her appointment as a Committee member.

Proceedings of Committee

15 (1) The Committee must meet together for the dispatch of business not less than 5 in each year and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

(2) Each Committee member has a deliberative vote.

(3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

(4) At a Committee meeting 4 Committee members constitute a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

(6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
- (b) not take part in any deliberations or decision of the Committee with respect to that contract.

(7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

(8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

General meetings

16 (1) The Committee-

(a) may at any time convene a special general meeting;

(b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and

(2) Subject to sub-rule (4), the Secretary must give to all members not less than 7 days notice of a special general meeting and that notice must specify-

(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(3) Subject to sub-rule (4), the Secretary must give to all members not less than 14 days notice of an annual general meeting and that notice must specify-

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows-

(i) first, the consideration of the accounts and reports of the Committee;

(ii) second, the election of Committee members to replace outgoing Committee members; and

(iii) third, any other business requiring consideration by the Association at the general meeting.

(4) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 7 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (2) or (3), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(5) The Secretary must give a notice under sub-rule (2), (3) or (4) in writing.

Quorum and proceedings at general meetings

17 (1) At a general meeting 20 per cent of voting members present in person or by proxy constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (2) or (3) the general meeting stands adjourned, to be resumed within 14 days.

(3) If within 30 minutes of the time appointed for the resumption of an adjourned general meeting a quorum is not present, the voting members who are present in

person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (8); and

(b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (8) and (10).

(7) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (8).

(8) At a general meeting, a poll may be demanded by the Chairperson or by three or more voting members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

(9) If a poll is demanded and taken under sub-rule (8) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(10) A poll demanded under sub-rule (8) must be taken immediately on that demand being made.

Minutes of meetings of Association

18 (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

(a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

19 (1) Subject to these rules, each voting member present in person or by proxy at a general meeting is entitled to a deliberative vote. A non-voting member is not entitled to a deliberative vote.

(2) A voting member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-

- (a) which resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under sub-rule (2) to represent a voting member which is a body corporate is deemed for all purposes to be a voting member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

20 A voting member (in this rule called "the appointing voting member") may appoint in writing another voting member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of Association

21 (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

22 (1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.

(3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of Association

23 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Disputes and mediation

24 (1) The grievance procedure set out in this rule applies to disputes under these rules between-

- (a) a member and another member; or
- (b) a member and the Association

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 30 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A member of the Association can be a mediator.

- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Distribution of surplus property on winding up of Association

25 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.