

**CONSTITUTION AND RULES OF
THE ASSOCIATION OF SCULPTORS OF VICTORIA INCORPORATED**

CONTENTS

This Listing of Contents is for convenience of users and does not form part of the Constitution.

Clauses of Constitution Approved by Department of Justice, Consumer Affairs, Victoria, on

	Page
1. NAME	2
2. INTERPRETATION	2
3. MEMBERSHIP	2
4. ANNUAL GENERAL MEETING	3
5. OTHER GENERAL MEETINGS OF MEMBERS	4
6. EXECUTIVE COMMITTEE	4
7. SUB-COMMITTEES	5
8. OFFICERS	6
9. VACANCIES	6
10. REGISTER OF MEMBERS	7
11. FUNDS	7
12. PUBLIC FUND	7
13. CHEQUES	7
14. DISPUTES & MEDIATION	7
15. SEAL	8
16. ALTERATION OF RULES AND STATEMENT OF PURPOSES	8
17. NOTICE OF GENERAL MEETING	8
18. NOTICES TO MEMBERS	9
19. WINDING UP OR CANCELLATION	9

APPENDIX A: STATEMENT OF PURPOSES. Approved by Department of Justice, Consumer Affairs, Victoria, 12 November 2007.

CONSTITUTION AND RULES OF THE ASSOCIATION OF SCULPTORS OF VICTORIA INCORPORATED

1. NAME

The name of the incorporated association is The Association of Sculptors of Victoria Incorporated (in these rules called "the Association").

2. INTERPRETATION

In these rules, unless the contrary intention appears:

"Chairperson" means the person chairing a meeting of the Members, or the Executive Committee, or a Sub-Committee.

"Coordinator" means a person appointed by the Executive Committee for carrying out specific functions delegated by the Executive Committee.

"Corporate Member" means an organisation that is a Member pursuant to clause 3 of these Rules.

"Executive Committee" means the executive committee of management of the Association.

"Executive Officer" means one of the President, Vice-President, Secretary or Treasurer.

"Financial Year" means the year ending on 30 June.

"General Meeting" means a general meeting of Members.

"Member" means a Member of the Association, including an Ordinary Member and a Corporate Member, pursuant to clause 3 of these Rules.

"Ordinary Member of the Executive Committee" means a member of the Executive Committee who is not an Officer of the Association.

"Officer" means an Officer pursuant to clause 8 in these Rules.

"Ordinary Member" means a natural person who is a Member pursuant to clause 3 of these Rules.

"President" means President of the Association pursuant to clause 8 of these Rules.

"Proxy" means any person appointed by a Member to vote in place of the Member.

"Public Fund" means a fund set up and maintained pursuant to clause 12 of these Rules.

"Public Officer" means Public Officer of the Association pursuant to clause 8 of these Rules.

"Resolution" means a resolution carried by a simple majority of the Financial Members present at a meeting of the Executive Committee or Ordinary Members.

"Rules" means the provisions of this Constitution.

"Secretary" means Secretary of the Association pursuant to clause 8 of these Rules.

"Statement of Purposes" means the Statement of Purposes of the Association as in Appendix A to these Rules.

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means regulations under the Act.

"Treasurer" means Treasurer of the Association pursuant to clause 8 of these Rules.

"Vice-President" means Vice-President of the Association pursuant to clause 8 of these Rules.

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. MEMBERSHIP

- (1) There shall be two types of Members: Ordinary Member and Associate Member.
- (2) Ordinary Membership is open to all natural persons who identify themselves as sculptors or prospective sculptors. They have exhibiting and voting rights.
- (3) Associate membership is open to all natural persons and organisations interested in sculpture and supporting the aims of the association. They have voting rights. They do not have exhibiting rights.
- (4) Membership shall run concurrent with the Financial Year. Membership shall be continuous subject to approved leave of absence
- (5) Membership is not transferable.
- (6) Ordinary Member shall include the following categories:
 - i. City Member – Members who live in the Melbourne Metropolitan area, as defined by Melbourne postcodes.

- ii. Country Member - Members who do not live in the Melbourne metropolitan area, as defined by Melbourne postcodes.
- iii. Student Members – Members who are full time sculpture or fine arts students.
- iv. Life Member – Any Member who has paid ten (10) years in advance.
- v. Honorary Life Member – Any Member elected to the position of Honorary Life Member by the Members in General Meeting, in recognition to his/her services to the Association, and who shall be a Member for the term of his/her natural life, without the requirement to pay Membership fees.
- vi. Honorary Member – Any Member elected to the position of Honorary Member by the Executive Committee, in recognition to their services to the Association, who shall be a Member for the current Financial Year without the requirement to pay Membership fees.
- vii. Patron – Any person elected to the position of Patron by the Members in General Meeting, in recognition to his/her financial support or services to the Association, and who shall be a described as a Patron for a term decided by the Members, without the requirement to pay Membership fees.
- viii. Any other type of Ordinary Member that the Executive Committee from time to time shall consider appropriate.

(7) Applications for Membership shall be processed as follows;

- i. All applications for Membership shall be made in writing on a form from time to time approved by the Executive Committee.
- ii. Fees as determined from time to time by the Executive Committee shall be submitted with the application.
- iii. The Executive Committee has the right to reject any application.
- iv. The Membership Coordinator or any Officer of the Association can give temporary approval of an application pending formal approval at the following Executive Committee meeting.

(8) Financial Membership shall be assessed as follows:

- i. A Member is financial when their annual subscriptions have been paid and remains so for the period of that subscription.
- ii. A Member is un-financial when their membership subscription has expired. They are not eligible to vote and do not have any Member's exhibiting or other privileges.
- iii. If a Member remains un-financial for more than three (3) months they will lose their membership status.
- iv. A Member may be granted "Leave of Absence" by the Executive Committee for a period not exceeding two (2) years

(9) Fees and subscriptions.

- i. The Executive Committee shall set fees and subscriptions from time to time.
- ii. Subscriptions shall be for the Financial Year, and should be paid in advance.
- iii. Renewal notices are to be sent at least fourteen (14) days before the end of each Financial Year to all current financial Members.
- iv. The Executive Committee may determine from time to time a pro-rata fee.
- v. The Executive Committee in determining annual fees shall keep in mind the purposes of the Association.
- vi. Fees shall reflect a difference for different categories of Members as the Executive Committee shall determine.

(10) Resignation of Membership

- i. A Financial Member of the Association may resign by giving notice in writing to the Membership Coordinator, and the Executive Committee may approve a pro-rate refund of fees paid.

4. ANNUAL GENERAL MEETING

- (1) The Association shall in each calendar year convene an Annual General Meeting of its Members.
- (2) The Annual General Meeting shall be held on such day as the Executive Committee determines, providing it is within six (6) months of the end of the Financial Year
- (3) The Annual General Meeting shall be specified as such in the Notice convening it.
- (4) A quorum of ten (10) financial Ordinary Members or ten percent (10%) of the financial Ordinary Members which ever is the greater shall be present in person or by proxy for an Annual General Meeting to consider any business.
- (5) Voting shall be by show of hands, unless there is a Resolution to have a poll, in which case the Chairperson shall organise a poll. The Chairperson has a deciding vote in the event there is a tie in the votes.

- (6) The ordinary business of the Annual General Meeting shall be:
- i. To confirm the minutes of the last preceding (Annual) General Meeting.
 - ii. To receive from the Chairperson a report upon the activities and affairs of the Association during the last preceding financial year;
 - iii. To receive and approve, if appropriate the Accounts and Financial statements of the affairs of the Association for the Financial Year just completed.
 - iv. To receive such reports from Sub-Committees and Officers that are relevant for the particular year.
 - v. To receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act setting out requirements for statements of income and expenditure, assets and liabilities, mortgages and charges, and the same for each trust held.
 - vi. To elect Officers of the Association and the Ordinary Members of the Executive Committee.
 - vii. To consider any special business of which notice is given in accordance with these Rules.
- (7) If, within half an hour after the appointed time for the commencement of an Annual General Meeting, a quorum is not present, the meeting shall stand adjourned to a day and a time and a place nominated by the Chairperson or in his/her absence by any Officer present at the meeting and with the support of that meeting. If no agreement can be reached the Meeting shall be cancelled and a new one scheduled by the Executive Committee.
- (8) The President, or in his/her absence, the Vice-President, shall preside as Chairperson at the Annual General Meeting. If both the President and Vice-President are absent from the meeting, the Ordinary Members present shall elect one (1) of their numbers to preside as Chairperson at that meeting.
- (9) The Chairperson of an Annual General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (10) Each Ordinary Member shall be entitled to appoint another person as his/ her proxy by notice in writing given to the Secretary before or at the commencement of the meeting.
- (11) Each Ordinary Member shall be entitled to apply to the Executive Committee for special consideration to appoint a permanent proxy. Such appointment must specify that it is permanent and to be for a specified number of years not exceeding five (5). Such permanent proxy is valid until the expiry of the stated period, or until such time as the Member is un-financial or they advise the Secretary in writing of the cancellation. The proxy need not be a Member of the Association.

5. OTHER GENERAL MEETINGS OF MEMBERS

- (1) General Meetings of Members shall be held from time to time for the purposes of discussions, presentations, and lectures, as the Executive Committee shall schedule and send Notices to Members.
- (2) In addition, the Executive Committee may by Resolution decide to hold an Extraordinary General Meeting to consider special business.
- (3) In addition, the Executive Committee shall hold an Extraordinary General Meeting if requested in writing by ten (10) Members or ten percent (10%) of the Membership, whichever is the lesser, and supported by a signed submission from such Members to the Secretary.
- (4) Rules applying to the Annual General Meeting shall apply where appropriate to Other General Meetings, except that in the event that a quorum is not present then the meeting shall be cancelled.

6. EXECUTIVE COMMITTEE:

- (1) The Executive Committee shall organise, manage and control the meetings and affairs of the Association in accordance with the Statement of Purposes (Appendix A). It may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of the Members of the Association.
- (2) The Executive Committee shall consist of four (4) Officers and two (2) Ordinary Members.

- (3) The Chairperson shall be the President, or the Vice-President in the absence of the President, or shall be elected by the Members present in any other case.
- (4) The Executive Committee may invite Ordinary Members to attend Executive Committee Meetings.
- (5) Each Executive Committee Member shall hold office until the Annual General Meeting next after the date of his/her election. The President shall hold office for not more than four (4) consecutive years.
- (6) The Executive Committee may invite any Ordinary Member of the Association to fill a vacant office, or to join the Executive Committee for other purposes, and the Member so invited shall continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
- (7) The election of Executive Committee Members shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairperson may direct.
- (8) The Executive Committee shall meet at such place and such times as they may determine, but not less than four times per annum.
- (9) Meetings of the Executive Committee may include meetings by electronic means including email, conference telephone calls, and video conferences, subject to all Executive Committee Members having equal opportunity to hear and participate.
- (10) A quorum for the transaction of the business of a meeting of the Executive Committee shall be four (4), of whom at least two (2) shall be Officers. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to another agreed time and place. If a quorum is not attained at the second time and place then the meeting lapses.
- (11) The Executive Committee may by Resolution:
 - i. expel a Member from the Association;
 - ii. suspend a Member from the Association for a specified period; or
 - iii. expel an Executive Committee Member from the Executive Committee or a Sub-Committee;
 - iv. suspend an Executive Committee Member from the Executive Committee or a Sub-Committee;
 if the Executive Committee is of the opinion that the Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association. Any Member aggrieved by this process is entitled to be heard at the Executive Committee, and has the right of appeal to a General Meeting of the Association. Members have the right to legal representation.

7. SUB-COMMITTEES

- (1) The Executive Committee may organise Sub-Committees with specific purposes, such as the following:
 - i. Membership records, including the processing of member applications, the assessment of financial membership, the issue of membership renewal notices, the recording of subscriptions paid, follow up of arrears, and the processing and recording of terminations;
 - ii. Donor Support;
 - iii. Individual exhibitions;
 - iv. Newsletter;
 - v. Publicity, in particular for exhibitions;
 - vi. Web site coordination.
- (2) The Executive Committee shall appoint a Coordinator of each Sub-Committee to achieve action by that Sub-Committee. The Coordinator shall advise the Executive Committee or a deputy or Alternate Coordinator,
- (3) The Coordinator, or Alternate Coordinator, shall advise the President of progress as requested.
- (4) The Executive Committee may suspend or expel any person from a Sub-Committee, including the Coordinator.
- (5) Meetings of a Sub-Committee may include meetings by electronic means including email and conference telephone calls.
- (6) A quorum for the transaction of the business of a meeting of a Sub-Committee shall be one, who shall be the Coordinator or if unavailable the Alternate Coordinator.

- (7) At meetings of a Sub-Committee:
- i. The Coordinator shall act as Chairperson;
 - ii. If the Coordinator is absent, the alternate Coordinator shall act as Chairperson.
- (8) Decisions at a meeting of a Sub-Committee shall be made by the Chairperson.

8. OFFICERS:

- (1) The Officers of the Association shall be:
- i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - v. Public Officer
- The President, Vice-President, Secretary and Treasurer are Executive Officers of the Association. A Member may hold more than one position as Officer.
- (2) President:
The President is responsible for over-all direction of the Association, and chairs meetings of Ordinary Members and the Executive Committee, unless he/she advises that he/she is not available. The President is entitled to receive notice of all meetings of Ordinary Members, the Executive Committee, and Sub-Committees
- (3) Vice-President:
The Vice-President is responsible for the Constitution and strategic planning.
- (4) Secretary
The Secretary of the Association shall:
- i. Keep minutes and records of General Meetings and Executive Committee Meetings;
 - ii. Convene meetings;
 - iii. Receive, send and retain general correspondence of the Association not specifically the duty of some other Officer
 - iv. Keep the records of the Association.
- (5) Treasurer
The Treasurer of the Association shall manage the funds of the Association within the guidelines set by the Executive Committee, and in particular:
- i. Collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - ii. Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - iii. Report in person and/or in writing to each Executive Committee Meeting and to the Annual General Meeting;
 - iv. Make the accounts and books of the Association available for inspection by Members on request.
 - v. Assist the Public Officer .
 - vi. Present accounts to quarterly Executive Committee meetings.
- (6) Public Officer
The Public Officer shall be responsible for complying with the requirements of the Act on behalf of the Association.

9. VACANCIES

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member--

- i. ceases to be a member of the Association; or
- ii. becomes an insolvent under administration within the meaning of the Corporations Law; or
- iii. resigns from office by notice in writing given to the Secretary.

10. REGISTER OF MEMBERS

- (1) The Secretary must keep and maintain or cause to be kept and maintained a register of members containing-
 - i. the name and address of each member; and
 - ii. the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

11. FUNDS

- (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, commissions on sales, sponsorships, donations and such other sources as the Executive Committee determine.
- (2) The assets and income of the Association shall be applied solely in furtherance of its purposes as set out in the Statement of Purposes and no portion shall be distributed directly or indirectly to the Members of the Association with the following exceptions:
 - i. as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
 - ii. in the awarding of prizes and scholarships properly administered by the Association in the support of sculpture.

12. PUBLIC FUND

- (1) The Association will establish and maintain a Public Fund.
- (2) Donations will be deposited into the Public Fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for Public Funds as specified by the Australian Taxation Office.
- (3) The Public Fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the *Association of Sculptors Victoria*.
- (4) No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (5) The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the Public Fund, to assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.
- (6) A receipt that is for a gift made to the Public Fund must state:
 - i. the name of the Public Fund and that the receipt is a gift made to the Public Fund;
 - ii. the Australian Business Number of the company;
 - iii. the fact that the receipt is for a gift; and any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

13. CHEQUES

Any two (2) of four (4) Members of the Executive Committee who are so nominated and recorded by the Executive Committee to be bank signatories, may sign cheques, drafts, bills of exchange, promissory notes and other negotiable instruments on behalf of the Association.

14. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - i. a member and another member; or
 - ii. 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 14 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-
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement-
 - a. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - b. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (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--
 - i. give the parties to the mediation process every opportunity to be heard; and
 - ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. 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) 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.

15. SEAL

The Common Seal of the Association shall be kept in the custody of the Secretary. The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signatures of two (2) Officers of the Association.

16. ALTERATION OF RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

17. NOTICE OF GENERAL MEETING

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent--
 - i. by prepaid post to the address appearing in the register of members; or
 - ii. if the member requests, by facsimile transmission or electronic transmission.

- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

18. NOTICES TO MEMBERS

Except for the requirement in clause 16, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-

- i. delivering the notice to the member personally; or
- ii. sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- iii. facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- iv. electronic transmission, if the member has requested that the notice be given to him or her in this manner.

19. WINDING UP OR CANCELLATION

- (1) In the event of the winding up, dissolution or cancellation of the incorporation of the Association the assets and funds of the Association will, after payment of all liabilities, be handed over to such a group or association of sculptors or artists of similar objectives which is eligible for tax deductibility under subsection 78(4) or (5) of the Income Tax Assessment Act 1936.
- (2) If upon the winding-up or dissolution of the Public Fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objectives similar to those of this Public Fund, and whose rules shall prohibit the distribution of its, or their, income among its, or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

APPENDIX A
ASSOCIATIONS INCORPORATION ACT 1981
SECTION 5 (b)
STATEMENT OF PURPOSES

1. The name of the Association is The Association of Sculptors of Victoria Incorporated.
2. The general purposes for which the Association is established are:
 - (1) To promote the creation and appreciation of sculpture in the State of Victoria
 - (2) To stimulate, plan, coordinate and generally advance sculptural activities in the State of Victoria
 - (3) To promote the welfare and interest of sculptors, students and teachers of sculpture within the State of Victoria
 - (4) To promote and foster the interests of the Members of the Association
3. In pursuing the above stated general purposes, the Association may exercise the following powers, which list is to be taken as indicative only and not to exclude any other actions not mentioned that may be suitable to the general purposes of the Association, providing that any action taken complies with the rules of the Association and the law governing Associations.
 - (1) To arrange exhibitions and demonstrations of sculpture.
 - (2) To circulate amongst Members of the Association, information on all matters relative to sculpture.
 - (3) To advise interested third parties on the conducting of competitions for sculpture.
 - (4) To act as an advisory resource for individuals, groups, companies, municipal, governmental and semi-governmental bodies for any of the aforesaid purposes.
 - (5) To liaise with schools, church groups, community based organizations, municipal, state, and governmental bodies and Associations kindred to the Association of Sculptors of Victoria, throughout Australia and the world.
 - (6) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the purposes of the Association.
 - (7) 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.
 - (8) To take any gift of property, whether subject to any trust or not that will further the legitimate interests of the Association.
 - (9) To manage, lease, mortgage, dispose of, turn to account or otherwise deal with all or any of the property of the Association.
 - (10) To borrow and raise any monies required for the purposes the Association may deem necessary or convenient, and to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments.
 - (11) To invest any money received by the Association not immediately required for the purposes of the Association upon such securities and in such manner as may be permitted by the law for the investment of trust funds.
 - (12) To make and adopt, alter and repeal by-laws, regulations for the management, control and regulation of the Association.

- (13) To employ such staff as shall be necessary for the management and administration of the Association as the Executive Committee may from time to time determine, and to appoint such professional advisors as the Executive Committee may from time to time deem fit.
- (14) To establish, undertake, superintend, administer and contribute to any charitable or benevolent funds established for the benefit of the Association's aims and objectives.
- (15) To do all other such lawful things as are in furtherance of, incidental to, or conducive to the attainment of the foregoing objects.

END OF PURPOSES OF THE ASSOCIATION