

ARTICLES OF ASSOCIATION
OF
GYMNASTICS FEDERATION OF FIJI
A COMPANY LIMITED BY GUARANTEE
ESTABLISHED UNDER THE COMPANIES ACT 2015

PART 1: INTERPRETATION

1. Defined terms

(1) In this Articles of Association –

“Alternate Director” means a person appointed as an alternate director under clause 13;

“Articles of Association” means these Articles of Association;

“Companies Act” means the Companies Act 2015;

“Company” means Gymnastics Federation of Fiji, a company limited by Guarantee which has adopted these Articles of Association;

“Director” includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director;

“Directors” means all or some of the Directors acting as a board;

“Income” means the flow of cash or cash-equivalents received from service or sales, interest or rent;

“Member” means a person whose name is entered for the time being on the Register or any branch register;

“Property” means anything tangible or intangible which the Gymnastics Federation of Fiji has legal title; and

(2) In this Articles of Association, except where the context otherwise requires, an expression in a clause of this Articles of Association has the same meaning as in the Companies Act.

(3) Where the expression has more than one meaning in the Companies Act and a provision of the Companies Act deals with the same matter as a clause of this Articles of Association, that expression has the same meaning as in that provision.

2. Interpretation

(1) In this Articles of Association, except where the context otherwise requires –

(a) the singular includes the plural and vice versa, and a gender includes other genders;

(b) another grammatical form of a defined word or expression has a corresponding meaning;

(c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Articles of Association, and a reference to this Articles of Association includes any schedule or annexure;

- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (e) a reference to FJ\$, \$FJ, dollar or \$ is to Fiji currency;
 - (f) a reference to a section number is a reference to the corresponding section of the Companies Act; and
 - (g) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.
- (2) Headings are for ease of reference only and do not affect interpretation.

PART 2: PURPOSE AND OBJECTS

3. Purpose

The purpose of the Company are to:

- (a) promote, control, manage and develop gymnastics in Fiji;
- (b) fulfil the obligations as the Fédération Internationale de Gymnastique in Fiji;
- (c) promote, manage and control gymsport events;
- (d) affiliate and otherwise liaise with Oceania Gymnastics, Fédération Internationale de Gymnastique and such other bodies as may be desirable to achieve these objects; and
- (e) undertake or do all things or activities which are necessary, incidental or conducive to the advancement of these objects.

The Federation is recognised by the national authority in charge of Physical Education and Sports as well as by the National Olympic Committee of Fiji as being the only organisation having control on gymnastics in the country.

The Federation recognises all the FIG (Fédération Internationale de Gymnastique) Statutes and Regulations and hereby commits to abide by them.

4. Objects

The 'Federation Internationale de Gymnastique' ("FIG"), is the sole international sporting authority entitled to make and enforce regulations for the encouragement and control of Gymnastics. So that the above authority may be exercised in a fair and equitable manner, FIG has drawn up the Statutes and Regulations governing Gymnastics.

Each national federation shall be presumed to acquiesce in and be bound by the Statutes and Regulations. Subject to such acquiescence and restraint, one single national federation per country shall be recognised by FIG as the sole international sporting power for the enforcement of the present Statutes and Regulations and control of Gymnastics in its own country. The Federation has been so recognised by FIG and delegated by FIG with exercising the Sporting Power for Fiji.

The Objects of the Federation shall be to:

- (a) adopt and exercise the Sporting Power as the national federation for Gymnastics in Fiji and act as the sole Fiji affiliated member of FIG in accordance with the FIG Statutes and Regulations;
 - Maintain membership of FIG
 - Continually improve the delivery of gymnastics in Fiji through education and support to clubs and schools, filtering down to coaches, officials and athletes
- (b) conduct, encourage, promote, advance, control and manage all levels of Gymnastics in Fiji interdependently with Members and others;
 - Develop pathways and frameworks for continual improvement of the clubs, athletes, coaches and officials
 - Hold regular meetings of members to ensure a collaborative approach
 - Utilise technology including a website and social media
- (c) adopt, formulate, issue, interpret and amend Guidelines / Rules or the control and conduct of Gymnastics in Fiji;
 - Develop technical regulations for each discipline of gymnastics
 - Maintain a registry of policies and technical regulations for regular review to ensure currency
- (d) to manage gymnastics on the national level
 - Support voluntary sub-committees of the board to oversee coach, official, event and development activities
 - Employ Sport Development Officers to support clubs and conduct development activities
 - Recruit volunteers to assist the conduct of activities
 - Maintain relationships with the Fiji Ministries of Health, Education, Youth and Sports
 - Maintain a member database of schools, clubs, athletes, coaches and officials
- (e) to promote the development of gymnastics disciplines; i.e.:
 - Artistic Gymnastics Men and Women
 - Rhythmic Gymnastics
 - Acrobatic Gymnastics
 - Trampoline Gymnastics
 - Aerobic Gymnastics
 - Gymnastics for All
 - Provide coach and official education
 - Provide athlete development frameworks
- (f) encourage the provision and development of appropriate facilities for participation in Sport;
 - Seek funding opportunities including private enterprise, corporate sponsorship and local and international grants
 - Liaise with schools, fitness centres and sporting clubs
- (g) Prepare and enter Fiji teams in international Gymnastics competitions;
 - Develop selection policies and select athletes, coaches and officials

- Seek funding through Olympic Solidarity, the International and Oceania Gymnastics bodies, sponsorship and local grants
 - Provide pre-competition team training
- (h) Stage Gymnastic events, competitions and championships on the National level;
- Support clubs across Fiji to prepare athletes for participation at the National level
 - Secure venues suitable to stage events
 - Seek event sponsorship, charge athlete and spectator entry fees
- (i) To prepare and promote the training of coaches and judges;
- Train in-country educators to conduct courses
 - Offer subsidised coach and official education to encourage growth in the sport
 - Seek regional and international support to bring experts from overseas to conduct training
 - Maintain a training database
 - Maintain a Memorandum of Understanding with the Oceania Sport Education Program
- (j) To work in order to promote health as well as psychic and physic development of the youth;
- Co-ordinate efforts for safe and healthy physical and moral development in gymnastics and the practice of all sports activities relating to it
 - Capitalise on the fitness benefits of gymnastics and conduct “Sport for Development” activities across Fiji, accessing funding through international governments and non-government organisations
 - Advocate the need and benefits of participation in fundamental movement programs for Fijian youth
 - Work with the Fiji Ministries of Education and Youth and Sport to include gymnastics within the school curriculum
 - Provide teacher training through schools and universities for fundamental movement education
- (k) To fight against any form of violence, sports injustice and doping;
- Respect the provisions of the Olympic Charter and the World Anti-Doping Code and to abide by the decisions of the International Olympic Committee
 - Utilize the International Olympic Committee Integrity and Compliance Hotline
- (l) To contribute to and to consolidate the relationships with the FIG and with the other National Gymnastics Federations; and
- Seek opportunities to host FIG events in Fiji, including seeing funding through Oceania National Olympic Committees
 - Invite other national Gymnastics Federations to participate in events in Fiji
 - Attend meetings of the FIG and regional gymnastics federations
- (m) To maintain good relationships with the other sports activities in Fiji.
- Maintain membership with Fiji Association of Sports and National Olympic Committee and Fiji National Sports Commission
 - Participate in multi-sport promotional activities and competitions

5. Liability

- (1) The liability of the members is limited.
- (2) Every member of the Company undertakes to contribute to the assets of the company in the event of it being wound up while he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he/she ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$20.00.

PART 3: OFFICERS AND EMPLOYEES

6. Powers of Directors

- (1) The business of a Company is to be managed by or under the direction of the Directors.
- (2) The Directors may exercise all the powers of the Company except any powers that this Act or the Company's Articles of Association require the Company to exercise in General Meeting.

7. Negotiable instruments

- (1) Any two Directors of a company that has two or more Directors, or the director of a Private Company that has only one Director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (2) The Directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

8. Managing Director

- (1) The Directors may appoint a Director to the office of managing Director or any other office (other than Auditor) or employment under the Company for any period (but not for life) and on any terms as they think fit.
- (2) The Directors of a Company may confer on a managing director any of the powers that the Directors can exercise.
- (3) The Directors may revoke or vary a conferral of powers on the managing Director.

9. Remuneration of Directors

- (1) The Directors of a Company are to be paid the remuneration that the members of the Company determine by resolution.
- (2) The members of the Company may also pay the Directors' travelling and other expenses that they properly incur—
 - (a) in attending Directors' meetings or any meetings of committees of Directors;
 - (b) in attending any General Meetings of the Company; and
 - (c) in connection with the Company's business.

10. Director may resign by giving written notice to Company

A Director of a Company may resign as a Director of the Company by giving a written notice of resignation to the Company at its Registered Office.

11. Termination of appointment of managing director

- (1) A person ceases to be managing director if they cease to be a Director.
- (2) The Directors may revoke or vary an appointment of a managing director.

PART 4: APPOINTMENT AND REMOVAL OF DIRECTORS

12. Appointment and removal of Directors

The initial Directors of the Company are the persons who have consented to act as Directors and are set out in the Company's application for registration as a company. Those persons hold office subject to this Articles of Association.

13. Company may appoint a Director

A Company may appoint a person as a Director by resolution passed in General Meeting.

14. Directors may appoint other Directors

- (1) The Directors of a Company may appoint a person as a Director.
- (2) A person can be appointed as a Director in order to make up a quorum for a Directors' meeting even if the total number of Directors of the Company is not enough to make up that quorum.
- (3) If a person is appointed under this section as a Director of a Private Company, the Company must confirm the appointment by resolution within 2 months after the appointment is made.
- (4) If the appointment is not confirmed, the person ceases to be a Director of the Company at the end of those 2 months.
- (5) If a person is appointed by the other Directors as a Director of a Public Company, the Company must confirm the appointment by resolution at the Company's next Annual General Meeting.
- (6) If the appointment is not confirmed, the person ceases to be a Director of the Company at the end of the Annual General Meeting.

15. Appointment of managing directors

The Directors of a Company may appoint one or more of themselves to the office of managing director of the Company for the period, and on the terms (including as to remuneration), as the Directors see fit.

16. Alternate directors

- (1) With the other Directors' approval, a Director may appoint an Alternate Director to exercise some or all of the Director's powers for a specified period.

- (2) If the appointing Director requests the Company to give the Alternate Director notice of Directors' meetings, the Company must do so.
- (3) An Alternate Director is an Officer of the Company and is not an agent of the appointor.
- (4) When an Alternate Director exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.
- (5) The provisions of this Articles of Association, which apply to Directors also apply to Alternate Directors, except that Alternate Directors are not entitled to any remuneration from the Company.
- (6) The appointing Director may terminate the Alternate Director's appointment at any time.
- (7) An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.
- (8) An appointment or its termination must be in writing and a copy must be given to the Company.

17. Removal by members

- (1) A Company may by resolution remove a Director from office despite anything in—
 - (a) the Company's Articles of Association;
 - (b) an agreement between the Company and the Director; or
 - (c) an agreement between any or all members of the Company and the Director.
- (2) If the Director was appointed to represent the interests of particular members or Debenture Holders, the resolution to remove the Director does not take effect until a replacement to represent their interests has been appointed.
- (3) Notice of intention to move the resolution must be given to the Company at least 2 months before the meeting is to be held. However, if the Company calls a meeting after the notice of intention is given under this subsection, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.
- (4) The Company must give the Director a copy of the notice as soon as practicable after it is received.
- (5) The Director is entitled to put their case to members by—
 - (a) giving the Company a written statement for circulation to members; and
 - (b) speaking to the motion at the meeting (whether or not the Director is a member of the Company).
- (6) The written statement is to be circulated by the Company to members by—
 - (a) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (b) if there is not time to comply with paragraph (a) – having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (7) The Director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

- (8) If a person is appointed to replace a Director removed under this section, the time at which—
- (a) the replacement Director; or
 - (b) any other Director, is to retire, is to be worked out as if the replacement Director had become Director on the day on which the replaced Director was last appointed a Director.

PART 5: SECRETARY

18. Terms and conditions of office for secretaries

- (1) If required by the Companies Act, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- (2) The Secretary (if any) is entitled to attend and be heard on any matter at all Directors' and general meetings.
- (3) The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

PART 6: DIRECTORS' MEETINGS

19. Calling Directors' meetings

A Directors' meeting may be called by a Director giving reasonable notice individually to every other Director.

20. Quorum at Directors' meetings

- 1) Unless the Directors determine otherwise, the quorum for a Directors' meeting is two Directors, unless the Company has only one Director, when the quorum is that Director.
- (2) The quorum must be present at all times during the meeting.

21. Decision on questions

- (1) Subject to this Articles of Association and the Companies Act, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting, each Director has one vote.
- (2) The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote if there is an equality of votes.
- (3) An Alternate Director has one vote for each Director for whom he or she is an alternate. If the Alternate Director is a Director, he or she also has a vote as a Director.

22. Passing of Directors' resolutions

A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

23. Circulating resolutions of Companies with more than one Director

- (1) The Directors of a Company may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (2) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (3) The resolution is passed when the last Director signs.
- (4) If the Company has one Director, the Director may pass a resolution or make a declaration by recording it and signing the record.

PART 7: POWERS AND DUTIES OF DIRECTORS

24. Directors to manage Company

- (1) The business of the Company is managed by the Directors who may exercise all powers of the Company that this Articles of Association or the Companies Act do not require to be exercised by the Company in General Meeting.
- (2) Without limiting the generality of sub-clause (3), the Directors may exercise all the powers of the Company to—
 - (a) borrow money;
 - (b) charge any Property or business of the Company or all or any of its uncalled capital;
 - (c) issue Debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- (3) Each Director is authorised to act in the best interests of any Holding Company of the Company, including its Ultimate Holding Company.
- (4) This clause does not in any way operate, nor may be construed, so as to restrict or limit a Director from acting in a manner which, irrespective of this clause, is in accordance with the Companies Act and the general law (including the law relating to Directors' fiduciary duties).

PART 8: MEETINGS OF MEMBERS

25. Calling of meetings of members by a Director

A Director may call a meeting of the Company's members whether the Company is a Private or Public Company, Listed or not Listed.

26. Notice of adjourned meetings

When a meeting is adjourned, a new notice of the resumed meeting must be given if the meeting is adjourned for 28 days or more.

27. Adjourned meetings

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

28. Quorum

- (1) The quorum for a meeting of a Company's members is two members and the quorum must be present at all times during the meeting.
- (2) In determining whether a quorum is present, count individuals attending as proxies or Company representatives. However—
 - (a) if a member has appointed more than one proxy or representative, count only one of them; and
 - (b) if an individual is attending both as a member and as a proxy or Company representative, count them only once.
- (3) A meeting of the Company's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify one or more of those things, the meeting is adjourned to—
 - (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- (4) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

29. Chairing meetings of Members

- (1) The Directors may elect an individual to chair meetings of the Company's members.
- (2) The Directors at a meeting of the Company's members must elect an individual present to chair the meeting (or part of it) if an individual has not already been elected by the Directors to chair it or, having been elected, is not available to chair it, or declines to act, for the meeting (or part of the meeting).
- (3) The members at a meeting of the Company's members must elect a member present to chair the meeting (or part of it) if—
 - (a) a chair has not previously been elected by the Directors to chair the meeting; or
 - (b) a previously elected chair is not available, or declines to act, for the meeting (or part of the meeting).
- (4) The chair must adjourn a meeting of the company's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

30. Adjournment

- (1) The chairperson of a General Meeting at which a quorum is present—
 - (a) in his or her discretion may adjourn the meeting with the meeting's consent; and
 - (b) must adjourn the meeting if the meeting directs him or her to do so.

- (2) An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- (3) The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- (4) If a General Meeting has been adjourned for more than 21 days, at least 3 days written notice (exclusive of the day on which the notice is served or taken to be served and of the day for which notice is given) of the adjourned meeting must be given to members.

PART 9: VOTES OF MEMBERS

31. Entitlement to vote

- (1) Subject to this Articles of Association—
 - (a) every member may vote;
 - (b) subject to clause paragraph (c), on a show of hands every member has one vote;
- (2) If a member is of unsound mind or is a person whose estate or Property has had a personal representative, trustee or other person appointed to administer it, the member's personal representative, trustee or other person with the management of the member's estate or Property may exercise any rights of the member in relation to a meeting of members as if the personal representative, trustee or other person was a member.

PART 10: WRITTEN RESOLUTIONS

32. Circulating resolutions of Private Companies with more than one Member

- (1) This section applies to resolutions of the members of Private Companies that the Companies Act or the Company's Articles of Association requires or permits to be passed at a General Meeting. It does not apply to a resolution under section 427 to remove an Auditor.
- (2) A Company may pass a resolution without a General Meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Each member of a joint membership must sign.
- (3) Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (4) The resolution is passed when the last Member signs.
- (5) A Company that passes a resolution under this section without holding a meeting satisfies any requirement in this Act—
 - (a) to give members information or a document relating to the resolution – by giving members that information or document with the document to be signed;
 - (b) to Lodge with the Registrar a copy of a notice of meeting to consider the resolution – by lodging a copy of the document to be signed by Members; and

- (c) to Lodge a copy of a document that accompanies a notice of meeting to consider the resolution – by lodging a copy of the information or documents referred to in paragraph (a).
- (6) The passage of the resolution satisfies any requirement in the Companies Act or this Articles of Association that the resolution be passed at a General Meeting.

PART 12: INSPECTION OF BOOKS

33. Directors may allow Member to inspect Books

- (1) Except as otherwise required by the Companies Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the Books of the Company or any of them will be open for inspection by members other than Directors.
- (2) A member other than a Director does not have the right to inspect any Books of the Company unless the member is authorised to do so by a Court order or a resolution of the Directors.

PART 13: AUDIT AND ACCOUNTS

34. Company to keep accounts

The Directors must cause the Company to keep written Financial Records in relation to the business of the Company in accordance with the requirements of the Companies Act.

PART 14: INCOME AND PROPERTY OF THE COMPANY

35. Application of Income and Property

- (1) The income of the Company shall derive from:
 - (a) Grants received;
 - (b) Fees, membership dues, fines, donations from members;
 - (c) The amounts payable under contracts or other arrangements entered into by the Gymnastics Federation of Fiji; or
 - (d) Income from the donations, gifts or bequests from third and/or from other parties.
- (2) The income and Property of the Company will only be applied towards the promotion of the objects of the Company as adopted by the Company upon registration.
- (3) No income or Property will be paid or transferred directly or indirectly to any member of the Company except for payments to a member—
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

- (4) No dividend shall be paid out of profits to any member of the Company.

36. Admission

- (1) The number of Members with which the Company proposes to be registered is unlimited.
- (2) The Members of the Company are—
 - (a) the persons who consented to become Members in the application for registration of the Company; and
 - (b) any other persons, Companies or organisations whom or which the Directors admit to membership in accordance with this Articles of Association.
- (3) Applications for membership of the Company must be in writing, signed by the applicant and in a form approved by the Directors in their absolute discretion.
- (4) The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for membership, the Directors may—
 - (a) accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility for membership.
- (5) If the Directors ask for more evidence under sub-clause (4), their determination of the application for membership is deferred until the evidence is given.
- (6) The Directors do not have to give any reason for rejecting an application for membership.
- (7) As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription.
- (8) The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

37. Ceasing to be a Member

- (1) A Member's membership of the Company will cease—
 - (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member—
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company;
 - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (iii) where the Member is an individual, if the Member—
 - (iv) dies;

- (v) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (vi) is convicted of an offence;
 - (vii) where the Member is not an individual, if—
 - (A) a liquidator is appointed in connection with the winding-up of the Member; or
 - (B) an order is made by a Court for the winding up or deregistration of the Member.
- (2) Any Member ceasing to be a Member—
- (a) will not be entitled to any refund (or part refund) of a subscription; and
 - (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

38. Entitlement to vote

A Member entitled to vote at a General Meeting has one vote.

39. Payments to Directors

No payment will be made to any Director of the Company other than payment—

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (d) relating to an indemnity in favour of the Director and permitted by the Companies Act or a contract of insurance permitted by the Companies Act.

40. Winding up

- (1) If the Company is wound up—
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the Property of the Company for the—
 - (c) payment of debts and liabilities of the Company in relation to sub-clause (1)(b), contracted before the person ceased to be a Member and payment of costs, Charges and expenses of winding up; and

- (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10.00.
- (2) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another Company which, by its Articles of Association, is—
- (a) required to pursue charitable purposes only;
 - (b) required to apply its profits if any, or other income in promoting its objects; and
 - (c) prohibited from making any distribution to its members or paying fees to its Directors, such Company to be determined by the Members at or before the winding up and in default, by application to the Court for determination.