



CONSTITUTION OF THE

**WESTERN AUSTRALIAN
BREWERS ASSOCIATION
INCORPORATED**

DATED: 15 September 2022

(Amendments accepted by the Membership at the Annual General Meeting on
15 September 2022.)

1 GENERAL

1.1 The organisation shall be called 'Western Australian Brewers Association (Incorporated)'.

1.2 All members of the Association shall be bound by this Constitution.

2 INTERPRETATION

2.1 In this Constitution unless a contrary intention appears:

- (a) '**Association**' means Western Australian Brewers Association Incorporated.
- (b) '**WABA**' means the Western Australian Brewers Association Incorporated.
- (c) '**Constitution**' means the Constitution of the Association set out in this document.
- (d) '**Committee**' means the Management Committee established in accordance with clause 10 of this Constitution.
- (e) '**Elected Committee Member**' means a member of the Committee who has been appointed to the Committee by the Association at its Annual General Meeting or otherwise in accordance with this Constitution.
- (f) '**Financial Year**' means the period commencing on the 1st of July each year and ending on the 30th of June the following year.
- (g) '**Member**' means any person qualified as such under the provisions of clause 5 of this Constitution.
- (h) '**Brewery**' means any brewing facility, contract brewing company or brewery in planning.
- (i) '**Officers**' means those persons elected, under clause 10 of this Constitution, to hold the offices described in clause 10.1 of this Constitution.
- (j) '**Act**' means the Associations Incorporation Act 2015;

3 OBJECTS

3.1 The objects of the Association are to:

- (a) Enhance the status and general awareness of craft breweries in Western Australia;
- (b) Create fellowship of those engaged in brewing which will foster educational thought and practice and set before itself and the community the ethics of high professional standards;
- (c) Organise and conduct regular meetings, events, and forums for the advancement of education and professional development of Members;

- (d) Assist in the promotion of Western Australian beer and brewing and help encourage consumers to support the Western Australian beer industry;
- (e) Recognise outstanding contributions to Western Australian brewing;
- (f) Collaborate with other associations to promote the value of Western Australian brewers and breweries to Government and the community;
- (g) To comment publicly where appropriate on professional issues relevant to our members;
- (h) To publish such journals and other publications as the Committee shall from time to time decide;
- (i) To represent the interest of Members within the brewing sector and the community; and
- (j) To represent the Association in all dealings with other related state, national and international organisations where appropriate.

3.2 The property and income of the association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.

4 POWERS

- 4.1 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 4.2 The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

5 MEMBERSHIP

- 5.1 There are two classes of Membership of the Association:
 - (a) Ordinary Member
 - (b) Associate Member
- 5.2 Ordinary Membership shall be open to:
 - (a) Breweries operating within Western Australia.
- 5.3 Associate Membership shall be open to:
 - (a) Interested parties involved in the industry including trade suppliers, outlets and businesses;
 - (b) Those within distilling and other fermentable beverage industries;

- (c) Individuals interested in beer, either as a consumer, home brewer, beer writer, or who is employed in the beer and brewing industry;
 - (d) Members of other state, national and international brewing associations;
 - (e) Retired past Members.
- 5.4 A person who wishes to become a member shall apply for membership to the Committee in such form as the Committee from time to time directs.
- 5.5 The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- 5.6 The Committee may consider and approve any class of associate membership including honorary membership and life membership.
- 5.7 The Committee must not accept an application unless the applicant —
 - (c) is eligible under sub rule 5.2 and 5.3; and
 - (d) has applied under sub rule 5.4.
- 5.8 The Committee may reject an application even if the applicant —
 - (e) is eligible under sub rule 5.2 and 5.3; and
 - (f) has applied under sub rule 5.4.
- 5.9 If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.
- 5.10 Any person who is eligible to become a Member of the Association shall become a Member of the Association upon acceptance by the Committee and payment of the annual subscription.
- 5.11 Ordinary Members are entitled to:
 - (a) Vote at any meeting of the Association;
 - (b) Exercise every privilege open to a member.
- 5.12 Associate Members are entitled to:
 - (a) Exercise every privilege open to a member except the right to vote at any meeting of the Association.

6 REGISTER OF MEMBERS OF ASSOCIATION

- 6.1 The Secretary (or a person authorised by the Committee) shall, on behalf of the Association, keep and maintain the register of members in accordance with the Act.

7 SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- 7.1 The Committee shall determine the amount of the annual subscription to be paid by each member.
- 7.2 Each member shall pay 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 7.1.
- 7.3 Subject to sub-rule 7.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule 7.2 ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 7.4 A member is a financial 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 7.2 or within 3 months thereafter.

8 RESIGNATION OF MEMBERS OF THE ASSOCIATION

- 8.1 A member who delivers notice in writing of his or her resignation from the Association to the Committee ceases on that delivery to be a member.
- 8.2 A person who ceases to be a member under sub-rule 8.1 remains liable to pay the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9 EXPULSION OF MEMBERS OF ASSOCIATION

- 9.1 If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association or the member contravenes any of these rules, the Committee shall communicate, either orally or in writing, to the member –
 - (a) Notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
 - (b) Particulars of that conductnot less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- 9.2 At the Committee meeting, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall communicate that decision in writing.
- 9.3 Subject to sub-rule 9.5, a member who is expelled under sub-rule 9.2 from membership of the Association ceases to be a

member 14 days after the day on which the decision is communicated.

- 9.4 A member who is expelled under sub-rule 9.2 from membership of the Association can appeal against that expulsion by giving notice to the Secretary (or person approved by the committee) within 14 days.
- 9.5 When notice is given under sub-rule 9.4 –
- (a) The Association in a general meeting may, after having afforded that member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member and
 - (b) The member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this sub-rule.

10 MANAGEMENT COMMITTEE

- 10.1 The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- 10.2 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 10.3 The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- 10.4 The committee members consist of —
- (a) the office holders of the Association; and
 - (b) may include up to two ordinary committee members.
- 10.5 The affairs of the Association shall be managed by a committee of management referred to as "The Management Committee." The following are the office holders of the Association:
- (a) A Chairperson
 - (b) A Deputy Chairperson
 - (c) A Finance Officer
 - (d) A Secretary
- 10.6 The members of the Management Committee shall be elected at the Annual General Meeting of the Association by the members of the Association in accordance with this constitution.

- 10.7 A person can become a Committee member if they are elected at a general meeting or appointed by the Committee to fill a casual vacancy.
- 10.8 In the event that the position of Secretary, Deputy Chairperson or Finance Officer cannot be filled, the Management Committee may appoint non-elected members to fill the positions, ex-officio, until the next Annual General Meeting.
- 10.9 The Committee member's term begins when the member is elected at the Annual General Meeting and ends when the position is declared vacant at the next Annual General Meeting.
- 10.10 A committee member may be re-elected.
- 10.11 The Management Committee shall be responsible for the administration and conduct of the Association within the rules of the Association.
- 10.12 The Management Committee may by resolution delegate any of its powers to sub-committees or working parties for specific purposes subject to the terms of the resolution.
- 10.13 The grounds on which a member of the Management Committee role shall become vacant is as follows:
- (a) a member of the Management Committee shall cease to be a member on failing to attend three consecutive meetings without valid reason or without the concurrence and approval of the majority of the Committee, or by virtue of leaving the region or resigning.
 - (b) the Management Committee members may also be removed from their office by a vote of three quarters of the committee members voting in favour of the member standing down.
- 10.14 A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
- (a) in attending a committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

11 **CHAIRPERSON**

- 11.1 It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.

- 11.2 The Chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- 11.3 Subject to this rule the Chairperson shall preside at all general meetings and committee meetings.
- 11.4 In the event of the absence from
- (a) A general meeting or committee meeting of –
 - (i) the Chairperson, the Deputy Chairperson or
 - (ii) both the Chairperson and the Deputy Chairperson, a Committee member elected by the other Committee members present, shall preside at the general meeting or Committee meeting, as the case requires.

12 **SECRETARY**

The Secretary has the following duties:

- (a) Coordinate the correspondence of the Association;
- (b) Unless another person is authorised by the committee to do so, keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) Unless another person is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (d) Maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (e) Unless another person is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (f) Ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (g) Unless another person is authorised by the committee to do so, maintaining full and accurate minutes of committee meetings and general meetings;
- (h) Carrying out any other duty given to the secretary under these rules or by the committee.

13 **FINANCE OFFICER**

The duties of the Finance Officer include –

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) Whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (h) carrying out any other duty given to the treasurer under these rules or by the committee.

14 CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

- 14.1 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 verbally to the Chairperson or, if the Committee member is the Chairperson, to the Deputy Chairperson;
 - (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, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings.
- 14.2 Casual vacancies in the Management Committee may be filled by the Management Committee and ratified at the next General Meeting of the Association.

15 PROCEDURE AT MANAGEMENT COMMITTEE MEETINGS

- 15.1 The Management Committee shall meet not less than 4 times per year and have at least one meeting in each period of three (3) months and the Chairperson may at any time convene a meeting of the Committee.

- 15.2 Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- 15.3 The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson must preside as Chairperson of each committee meeting.
- 15.4 A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- 15.3 The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 15.4 A question arising at a Committee meeting shall be decided by a majority of votes, but if there is an equality of votes, the Chairperson presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- 15.5 At a Committee meeting, 75% Committee members constitute a quorum.
- 15.6 The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 15.7 Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- 15.8 Under section 42 of the Act a member of the Committee who has a material personal interest in a matter being considered at a committee meeting 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;
 - (b) disclose the nature and extent of the interest at the next general meeting of the association.

16 GENERAL MEETINGS OF ASSOCIATION

Annual General Meeting

- 16.1 The Committee must determine the date, time and place of the annual general meeting.

- 16.2 The Committee shall convene annual general meetings no more than 6 months after the end of the Association's financial year.
- 16.3 In the case of an annual general meeting, the order in which business is to be transacted is –
- (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, any other business requiring consideration by the Association in a general meeting.

Special General Meetings

- 16.4 The Committee may at any time convene a special general meeting.
- 16.5 The Committee must convene a special general meeting if at least 5 members require a special general meeting to be convened.
- 16.6 The members requiring a special general meeting to be convened must —
- (a) make the requirement by written notice given to the Committee; and
 - (b) state in the notice the business to be considered at the meeting.
- 16.7 If the committee does not convene a special general meeting within a 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- 16.8 A special general meeting convened by members under subrule (16.7) -
- (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- 16.9 The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (16.7).

Notice of General Meetings

- 16.10 The Committee or, in the case of a special general meeting convened under rule (16.7), the members convening the meeting, must give to each member —

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

16.11 The notice must —

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting.

Use of technology to be present at general meetings

16.2 The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

16.3 A member who participates in a general meeting as allowed under subrule (16.2) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

17 QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

17.1 20% of existing Ordinary members present in person or by proxy at general meetings constitute a quorum.

17.2 If within 30 minutes after the time specified for the holding of a general meeting —

- (a) in the case of a special general meeting — the meeting lapses; or
- (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (b).i the same time and day in the following week; and
 - (b).ii the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

17.3 If within 30 minutes of the time appointed by sub-rule 17.2 (b) for the resumption of an adjourned annual general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that meeting as if a quorum were present.

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

- 17.5 There shall not be transacted at an adjourned general meeting any business other than the business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 17.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting was a new general meeting.
- 17.7 At a general meeting –
- (a) an ordinary resolution put to the vote shall be decided by a majority of the votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with the Act.
- 17.8 A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded.
- 17.9 At a general meeting, a poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy and, if so demanded, shall be taken in such a manner as the Chairperson decides.
- 17.10 If a poll is demanded and taken under sub-rule 17.9 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared by way of the number of votes recorded in the minutes for and against.
- 17.11 A poll demanded under sub-rule 17.9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

18 MINUTES OF MEETINGS OF ASSOCIATION

- 18.1 The Secretary, or a person authorised by the Committee, shall take minutes of all proceedings of all general meetings and Committee meetings.
- 18.2 The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.

- 18.2 The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
(a) the chairperson of the meeting; or
(b) the chairperson of the next general meeting.
- 18.3 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
(c) the meeting to which the minutes relate was duly convened and held; and
(d) the matters recorded as having taken place at the meeting took place as recorded; and
(e) any election or appointment purportedly made at the meeting was validly made.

19 VOTING RIGHTS FOR MEMBERS OF ASSOCIATION

- 19.1 On any question arising at a general meeting —
(a) each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (19.2); and
(b) ordinary members may vote personally or by proxy.
- 19.2 An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- 19.3 A copy of the document by which the appointment is made must be given to the Committee before any general meeting to which the appointment applies.
- 19.4 The appointment has effect until —
(a) the end of any general meeting to which the appointment applies; or
(b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Committee.
- 19.5 A motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- 19.6 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 19.7 For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under subrule (19.2), the ordinary member —

- (a) must have been an ordinary member at the time notice of the meeting was given; and
- (b) must have paid any fee or other money payable to the Association by the member.

20 PROXIES OF MEMBERS OF ASSOCIATION

- 20.1 An ordinary member may appoint an individual as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 20.2 The appointment of a proxy must be in writing by the member making the appointment.
- 20.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.

21 FINANCIAL MATTERS

- 21.1 The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.
- 21.2 The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 21.3 Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- 21.4 The committee may authorise the Finance Officer, or another person approved by the Committee to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- 21.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- 21.6 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

22 RULES OF ASSOCIATION

- 22.1 If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- 22.2 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.

23 COMMON SEAL OF ASSOCIATION

- 23.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 23.2 The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute file referred to in rule 18.
- 23.3 The affixing of the common seal of the Association shall be witnessed by any 2 Committee members.
- 23.4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

24 INSPECTION OF RECORDS, ETC. OF ASSOCIATION

- 24.1 A member may request to inspect at any reasonable time, without charge, the books, documents, records and securities of the Association.
- 24.2 The member must not use or disclose information in a record or document referred to in subrule (24.1) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

25 RESOLVING DISPUTES

- 25.1 The grievance procedure applies to disputes —
 - (a) between members; or
 - (b) between one or more members and the Association.
- 25.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

- 25.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25.2, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- 25.4 At the committee meeting at which a dispute is to be considered and determined, the committee must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 25.5 A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (25.4)(c), give written notice to the secretary requesting the appointment of a mediator.
- 25.6 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

26 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

- 26.1 In this rule —
- surplus property, in relation to the Association, means property remaining after satisfaction of —
- (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,
- but does not include books relating to the management of the Association.

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.