

RULES OF ASSOCIATION**1. Name of Association**

(1) The name of the Association is

ALBANY EQUESTRIAN CENTRE ASSOCIATION INCORPORATED

2. Objects of Association

(1) The objects of the Association are-

- (a) To foster pride of ownership involvement and interest of user groups.
- (b) To create a management system which will encourage participation and planning and facilitate development.
- (c) To encourage maximum utilization of existing facilities by user groups and ground users.
- (d) To co-operate with the user groups in providing facilities.

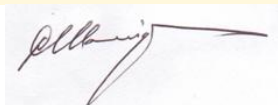
(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3. Powers of Association

(1) In addition to all other powers conferred upon it, the Association shall have the following powers:

- (a) The control and management of the property of the Association and its assets.
- (b) To make such agreements and contracts with private individuals, municipalities, or other such bodies for the purchase, leasing or hiring of suitable property or properties for the purpose of the Association.
- (c) The control and management of the income and expenditure of the funds to the Association, including:
 - (i) open and operate bank accounts;
 - (ii) invest its money -
 - A. in any security in which trust monies may lawfully be invested;

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- B. or in any other manner authorised by the policies of the Association
- (iii) borrow money on such terms and conditions as the Association thinks fit;
- (d) Power to appoint sub-committees and to delegate to such subcommittees such powers as it may deem necessary.
- (e) Generally the power to exercise all or any of the powers and authorities of the Association not hereby defined or by the Incorporations Act 1895 required to be exercised by the Act .
- (f) To make regulations and/or policies concerning the use of the Association or other property available to the Association and the conduct of persons on or in connection with such grounds or property.
- (g) To maintain a Public Risk Insurance Policy to cover legal liability of the Association

4. Affiliated Clubs**(1) Definition**

Affiliated Clubs shall comprise incorporated not-for-profit, community sporting organisations operating in pursuit of an equine related discipline, and holding a current public liability insurance.

(2) Affiliated Club Criteria

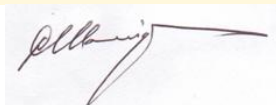
In order to remain or to become an Albany Equestrian Centre Affiliated Club, the Club must meet the following criteria:

- (a) It shall be an incorporated not-for-profit, community sporting organisations operating in pursuit of an equine related discipline;
- (b) It shall hold a current public liability insurance policy;
- (c) It shall affiliated with its relevant peak body;
- (d) It shall have not less than 15 registered members, based on an ongoing 3-year membership average;
- (e) It shall be a regular user of Albany Equestrian Centre grounds and facilities for the conduct of clinics, Club events, and/or competitions.

(3) Affiliation Process

- (a) To become affiliated with the Albany Equestrian Centre Association, a Club shall present its request in writing to the Albany Equestrian Centre Management

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Committee, which, subject to the above criteria being satisfied, shall recommend to either accept or reject the proposal.

- (b) Where an Affiliated Club is not represented at such meeting of the Albany Equestrian Centre Management Committee, it shall be deemed that such affiliated Club has forfeited its vote on the proposal.
- (c) Where the Albany Equestrian Centre Management Committee recommends the proposal be accepted, such proposal shall be referred to the next Annual General Meeting or Special General Meeting called for that purpose, for endorsement.

(4) Cessation of Affiliation

- (a) To cease affiliation with Albany Equestrian Centre, an affiliated club shall provide 30 days written notice to the Albany Equestrian Centre Management Committee
- (b) Where an affiliated club fails to maintain the affiliated club criteria, its affiliation with the Albany Equestrian Centre shall cease immediately.

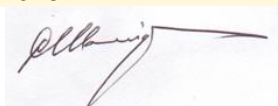
5. Qualifications for membership of Association

- (1) Membership of the Association is open to-
 - (a) Full Membership – all registered members of affiliated clubs are automatically members of the Albany Equestrian Centre with full representative and voting rights;
 - (b) 'Friends of the Albany Equestrian Centre' - on payment of the annual fee those riders who wish to be involved with the Albany Equestrian Centre, but do not wish to belong to an affiliated club, may become a Friend of the Albany Equestrian Centre. This type of membership does not hold full representative or voting rights, with the exception of the Annual General Meeting and Special General Meetings.
 - (c) 'Casual Members' – to allow day memberships of the Albany Equestrian Centre. . This type of membership does not hold full representative or voting rights.

6. Register of Members

- (1) The Association shall keep and maintain:
 - in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register must be so kept and maintained at such place as the Management Committee of the Association decides.

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- (3) The name of a person who dies or who ceases to be a member shall be deleted from the Register of Members.

7. Fees and Subscriptions

- (1) All registered members of affiliated clubs are automatically full members of the Albany Equestrian Centre and are not required to pay an additional membership fee.
- (2) On or before 31 December in the year preceding the year to which it shall be applicable, the Albany Equestrian Management Committee shall:
- (a) **Membership Fees**
Determine the annual membership fee for 'Friends of the Albany Equestrian Centre' and the Casual Membership fee.
- (b) **Affiliated Club Levies**
Determine the annual levy fee for affiliated clubs which are required to pay an annual levy to the Albany Equestrian Centre based on membership of that affiliated club charged on a per person or per family basis.
- (c) **All Other Fees and Charges**
Determine all other fees and charges for the use of the facilities under the control of the Albany Equestrian Centre.

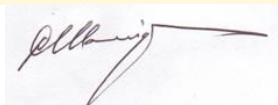
8. Termination of Membership of the Association

- (1) Membership of the Association may be terminated upon-
- (a) receipt by the Association of a notice in writing from a member of his or her resignation from **the Association. Such person remains liable to pay to the Association the amount of any** subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription 30 days of the membership being effected, unless the Committee decides otherwise; or
- (c) expulsion of a member.

9. Suspension or Expulsion of Members of Association

- (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-

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- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,

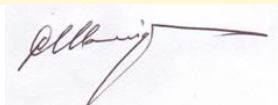
not less than 30 days before the date of the Committee meeting referred to above.

- (2) At that 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, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member, and such suspension or expulsion takes effect 14 days after such communication..
- (3) A member who is so suspended or so expelled may, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention
- (a) the Association in a special general meeting convened for that purpose, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the special general meeting; and
- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed at this special general meeting, which such suspension or expulsion taking effect immediately.

10. Committee of Management

- (1) The affairs of the Association shall be managed by the Albany Equestrian Centre Management Committee.
- (2) **Composition of the Albany Equestrian Centre Management Committee**
- (3) The Management Committee shall comprise of the Office Bearers and delegates from each affiliated club.
- (a) **Office Bearers**, elected at the Annual General Meeting, comprising:
- President;
 - Vice President;
 - Secretary;
 - Treasurer.
- (b) **Affiliated Club Delegates**

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Each affiliated club shall be entitled to nominate two delegates as members of the Committee, and a deputy to act in the absence of a nominated representative.

- (4) All Committee members shall be full members of the Albany Equestrian Centre
- (5) Any member of the AEC may attend Committee meetings as an observer.

11. Roles of Office Bearers

(1) President and Vice-President

Subject to this rule, the President shall preside at all general meetings and Committee meetings.

In the event of the absence from a general meeting or Committee meeting, of-

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a member elected by the other members present at the meeting,

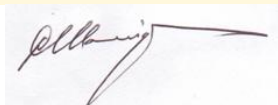
shall preside at the general meeting.

(2) Secretary

The Secretary shall-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) (Unless determined otherwise by the Committee:
 - (i) Keep and maintain the Register of Members;
 - (ii) Keep and maintain in an up to date condition the rules of the Association and, upon the request of a member of the Association, make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) Maintain a record of -
 - A. the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the Common Seal of the Association; and
 - B. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

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

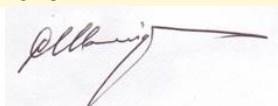
- (d) unless determined otherwise by the Committee, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) above, other than those required to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other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

(3) Treasurer

The Treasurer shall-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (a) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (b) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (c) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (d) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

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- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

(4) Term of Office

The term of office for all Management Committee members shall be 12-months or up to the next Annual General Meeting.

12. Casual Vacancy in Membership of Committee

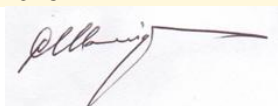
- (1) A casual vacancy occurs in the office of a Committee member if the Committee member -
 - (a) dies;
 - (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - a. is absent from than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; or
 - (e) ceases to be a member of the Association.
- (2) In the event of a **vacancy occurring** in the position of an Office Bearer of the Committee, the remaining committee members shall elect a replacement from among the remaining members of the Committee.
- (3) Upon a Delegate succeeding to the position of an Office Bearer, the affiliated Club which the Delegate represents may nominate another Delegate to replace the Delegate elected to such an office.
- (4) In the event of a **vacancy occurring** in the position of a affiliated club delegate member, the affiliated club may nominate a replacement delegate for the remainder of the term effectively immediately.

13. Quorum at Management Committee Meetings

- (1) At all Management Committee meetings, the quorum shall consist of 50% of eligible committee members.

14. Voting at Management Committee Meetings

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- (1) Voting on any matter presented to the Committee shall be limited to two votes from each affiliated Club.
- (2) Subject to the limitation above, and with the exception of the President, each Committee member has a deliberative vote.
- (3) The President shall not have a deliberate vote but in the event of equal voting the President shall exercise a casting vote.

15. Meetings of the Management Committee

- (1) Meetings of the Committee shall be held monthly, unless determined otherwise by the Committee.
- (2) Seven days prior notice shall be given to all delegates of such meetings.
- (3) Such notice shall specify:
 - (a) when and where the Committee meeting is to be held; and
 - (b) particulars of the business to be transacted at the Committee meeting concerned and the order in which that business is to be transacted.

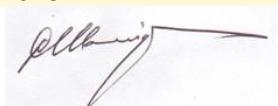
16. Minutes of Management Committee Meetings

- (1) The Secretary must ensure proper minutes of all proceedings of all Management Committee meetings are taken and distributed within 14 days after the holding of each Management Committee meeting, to all members of the Management Committee.
- (2) Minutes of each Management Committee meeting shall be submitted to the next following Management Committee meeting for confirmation, subject to any amendments, by the Management Committee.
- (3) Following confirmation the Minutes of the Management Committee meeting are to be signed by the President and thereupon inserted into a minute book kept for that purpose.
- (4) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the Management Committee meeting to which they relate was duly convened and held; and
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting.

17. Financial Interests

- (1) A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-

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- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (2) Every disclosure made by a member of the Committee is to be recorded in the minutes of the meeting of the Committee at which it is made.

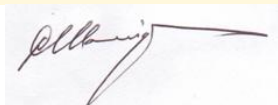
18. General Meetings

- (1) Subject to this rule, the President shall preside at all general meetings.
- (2) In the event of the absence from a general meeting, of-
 - (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a member elected by the other members present at the meeting,shall preside at the general meeting.
- (3) At all general meetings, fifteen (15) members shall constitute a quorum.

19. Annual General Meetings

- (1) The Annual General Meeting for the election of Office Bearers for the next twelve months shall be held in January of each year
- (2) At all general meetings, fifteen (15) members shall constitute a quorum.
- (3) Not less than 21 days prior notice of an annual general meeting shall be given to all members.
- (4) Such notice shall specify:
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) Confirmation of the minutes of the previous Annual General meeting;
 - (ii) President's Report;
 - (iii) Treasurer's Report;
 - (iv) Acceptance of the audited financial statements for the previous year;
 - (v) Election of Office Bearers for the ensuing twelve months, or up to the next Annual General meeting, whichever happens sooner;
 - (vi) Appointment of Auditor; and
 - (vii) Any other business requiring consideration by the Association at the general meeting as detailed in the notice.

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

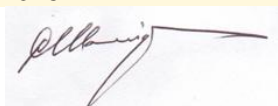
20. Special General Meetings

- (1) The Association may from time to time convene a special general meeting.
- (2) At all general meetings, fifteen (15) members shall constitute a quorum.
- (3) Not less than 21 days prior notice of a special general meeting shall be given to all members.
- (4) Such notice shall specify:
- (a) when and where the special general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the special general meeting concerned and the order in which that business is to be transacted.
- (5) Any member may request the holding of a special general meeting.
- (6) Such request shall:
- (a) Be made in writing
 - (b) Specify the reason for the request
 - (c) Be accompanied by at least 8 member signatures
- (7) Upon receiving a request as per 8.2 (6), the Association shall:
- (a) Within 30 days convene, but no later than the next annual general meeting, such special general meeting, at which the matter referred to in the notice shall be discussed.
 - (b) Provide not less than 21 days prior notice of such special general meeting to all members.
- (8) Such notice shall specify:
- (a) when and where the special general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the special general meeting concerned and the order in which that business is to be transacted.
- (9) If a special general meeting is not convened within the relevant 30 days, the members who made the request may themselves convene a special general meeting as if they were the Association, and the decision of such meeting shall be binding on the Association.

21. Voting at a general meeting

- (1) Subject to these rules, and with the exception of a motion proposed in relation to Constitutional Change, each member present in person or is entitled to a deliberative vote, except for the President who shall exercise a casting vote in the event of an equality of voting
- (2) All motions shall be duly moved and seconded and shall be determined by a majority of votes cast on a show of hands, subject to sub-rule (v); and
- (3) A declaration by the President of a general meeting that a motion has been carried as by the meeting shall be evidence of that fact unless, during the general meeting at which the motion is submitted, a division is requested as follows:

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(a) a division may be requested by the President or by three or more members present in person, if where so requested, shall be taken in such manner as the President directs. Such division shall be taken immediately following such request.

(4) Only in person voting is permitted

22. Adjournment of General Meetings - Quorum Not present

- (1) If within 30 minutes after the time specified for the holding of a general meeting in the notice given, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue, or to time and venue as agreed by those present at the meeting.
- (2) If within 30 minutes of the time appointed for the resumption of an adjourned general meeting, a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (3) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give fresh notice of the meeting.

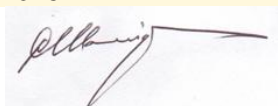
23. Minutes of General Meetings

- (1) The Secretary must ensure proper minutes of all proceedings of all General Meetings are taken and distributed within 14 days after the holding of each General meeting, to all members of the Association.
- (2) Minutes of each General Meeting shall be submitted to the next following General Meeting for confirmation, subject to any amendments, by the members of the Association.
- (3) Following confirmation, the Minutes of the General meeting are to be signed by the President and thereupon inserted into a minute book kept for that purpose.
- (4) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the General meeting to which they relate was duly convened and held; and
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting.

24. Constitutional Change

- (1) The Constitution of the Association shall not be altered, added to or rescinded, except at the Annual General Meeting or Special General Meeting called for that purpose.
- (2) The notice convening the General Meeting at which such proposal is to be discussed shall state briefly the nature of the proposed alteration, addition or rescission.

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- (3) At least 30 days written notice of the proposed alteration, addition or rescission shall be provided to the affiliated clubs, prior to the date of General Meeting.
- (4) Any such proposal for the change must receive the votes of at least seventy-five per cent of the total number of affiliated Clubs present.
- (5) Each affiliated Club shall be entitled to one vote.
- (6) Such vote when cast shall be either 'Yes' in favour of the change, or 'No' not in favour of the change.
- (7) The vote of each affiliated Club is to be exercised by a member of the affiliated Club, authorised in writing by the affiliated Club to vote on its behalf in respect of the matter.
- (8) Should the affiliated Club not authorise a member in writing to vote on its behalf, the President of the affiliated Club shall vote on behalf of the affiliated Club in respect of the matter.
- (9) Should neither the authorised member of the affiliated Club nor its President be present to vote on behalf of the affiliated Club on the matter, the vote of that affiliated Club shall be deemed to be forfeited on this matter.
- (10) The Association may alter or rescind these rules, or make new rules, in accordance with the Act

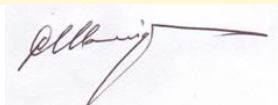
25. Common Seal of Association

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute
- (3) The affixing of the common seal of the Association must be witnessed by any two of the President, Vice President, Secretary or Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

26. Inspection of records of Association

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

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27. Disputes and Mediation

- (1) All disputes and mediation shall be determined in accordance with the Albany Equestrian Centre Disputes and Mediation Policy.

Dissolution And Winding Up

- (1) The Association may be dissolved or wound up by a resolution at any Special General Meeting called for such purpose.
- (2) If upon the dissolution or winding up of the Association there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the members, or former members, and shall be paid to or distributed equally among the affiliated clubs of the Association.
- (3) Insofar as effect cannot be given as detailed in (2) above, the surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members at the Special General Meeting.

28. Definitions

In these rules, unless the contrary intention appears-

"committee" means the Albany Equestrian Centre Management Committee;

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

"division" means voting conducted in which the members favoring and opposing an issue are counted and only the numerical result is recorded;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 31 December; and thereafter each period commencing 1 January and ending on 31 December in the following year;

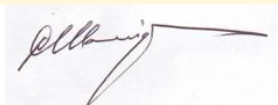
"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act;

"the Act" means the *Associations Incorporation Act 1987 (as amended)*;

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

This is the annexure of 14 pages marked "A" referred to in the Form 5 signed by me and dated 20 April 2016



President - Albany Equestrian Association Inc