

Chinese Australian Forum of NSW Incorporated

Constitution

1.0 NAME

The name of the Association shall be Chinese Australian Forum of NSW Inc. (referred to in these rules as “The Association”)

2.0 OBJECTS

The objects of the Association shall be

- 2.1 To promote the integration of Chinese people into mainstream Australian society.
- 2.2 To promote the political awareness and participation of Chinese Australians.
- 2.3 To provide suitable responses to public issues affecting all Australians and in particular Chinese Australians.
- 2.4 To promote the evolution of a Chinese Australian identity.
- 2.5 To promote the ideals of multiculturalism and inter-racial understanding and harmony in Australia, as well as the advancement and development of Australia.

3.0 MEMBERSHIP

- 3.1 Membership of the Association shall be divided into 4 categories, namely, Life, Ordinary, Student and Associate; all members shall subscribe to the objects of the Association and shall abide by the rules and regulations from time to time applicable to members of the Association.
- 3.2 Life Members:
 - 3.2.1 Honorary life membership shall be awarded to those persons who have served the community with distinction by way of nomination by a resolution of the Management Committee followed by approval of the honorary life membership by members of the Association at a general Meeting.
 - 3.2.2 Life membership is awarded to a member who has been an ordinary member of the Association for a continuous period of 25 years or who has made a special membership contribution of an amount equivalent to 25 years' worth of the annual membership fee.
- 3.3 Ordinary membership shall be available to Australian citizens and permanent residents.

- 3.4 Student membership at half of the ordinary membership fees shall be available to ordinary members who are full time students in a recognised education institution in NSW.
- 3.5 Associate membership shall be available to applicants who do not meet all the requirements of the ordinary membership. Associate members shall have the right to participate in all functions and activities of the Association but shall have no voting rights.
- 3.6 Application for membership shall be made in writing, signed by the applicant and shall be made in such form and content as the Management Committee shall from time to time prescribe.
- 3.7 As soon as practicable after the receipt of the application the Management Committee shall consider and determine the acceptance or rejection of the application, without having to assign any reason whatsoever.
- 3.8 A register of members shall be kept showing every member's name, current address, telephone number, and date and year of commencement of membership, and to the requirements of the relevant authority.
- 3.9 Membership fees shall be payable by all members, except life members, annually of an amount as the Management Committee may from time to time determine.
- 3.10 Membership shall cease upon resignation, expulsion or death.
- 3.11 Payment of membership fees shall be due at the beginning of each calendar year.
- 3.12 Members who fail to pay membership fees by more than six (6) months shall be deprived of some or all membership rights as determined by the Management Committee from time to time.

4.0 MEMBERS' LIABILITY

Members of the Association shall have no liability to contribute towards the payment of debts and liability of the Association of the costs, charges and expenses of winding up of the Association except to the amount of any unpaid membership fees.

5.0 MANAGEMENT

- 5.1 The management of the Association shall be vested in the Management Committee comprising of financial members of the Association elected in a properly constituted Election Annual General Meeting and shall hold office until the next Election Annual General Meeting. Election Annual General Meeting shall be held once every second calendar year.
- 5.2 The number of Management Committee members shall be eighteen (18).
- 5.3 The quorum of the Management Committee meeting shall be six (6).

- 5.4 In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office subject to these rules, for the balance of the term of the member so replaced.
- 5.5 The Management Committee may by resolutions form sub-committees at the pleasure of the Management Committee. Every sub-committee shall be chaired by a member of the Management Committee and the President and Vice-President shall be ex-officio members of every sub-committee.
- 5.6 No member of the Management Committee shall be appointed to any salaried office of the Association or to be paid fees or to receive remuneration or any other benefits except reimbursements of out-of-pocket-expenses incurred in the discharge of the business of the Association

6.0 OFFICE BEARERS

- 6.1 The Office Bearers of the Association shall be
- (a) the President
 - (b) the Vice President
 - (c) the Treasurer
 - (d) the Assistant Treasurer
 - (e) the Secretary
 - (f) the Assistant Secretary
 - (g) the Editor
 - (h) the Public Officer
- 6.2 The Office Bearers shall be elected by secret ballot from amongst the members of the Management Committee for a term of two (2) years at its first meeting to be held as soon as possible after the Election Annual General Meeting.
- 6.3 Any member who has held the office of President for two (2) consecutive full terms as defined in rule 6.2 must step down from that office and may seek to be elected to that office again after two consecutive terms.

6.4 REMOVAL OF OFFICE BEARER

- 6.4.1 Any Office Bearer shall be removed from office if a motion of no confidence against the Office Bearer is passed by two-third majority of the Committee members present at a properly constituted Management Committee meeting.
- 6.4.2 The Office Bearer to be removed: –
- (A) must have prior notice of the proposed motion of no confidence
 - (B) must be personally present at the meeting, and
 - (C) must be afforded an opportunity to state his/her case before the motion is voted on.
- 6.4.3 The Office Bearer shall be offered a second chance to attend a re-convened Committee meeting if he/she failed to attend the first meeting due to a genuine cause. At the re-convened meeting the motion shall be put with or without the presence of the Office Bearer.

7.0 PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 7.1 The Management Committee shall meet at least once every two months to dispatch the business of the Association. The President and the Secretary at the request of any two members of the Management Committee, may at any time, call a meeting of the Committee.
- 7.2 Matters arising at any Committee shall be decided by a majority of those present which shall for all purposes be a determination of the Committee. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
- 7.3 The Secretary shall cause a seven (7) days notice of ordinary Management Committee meetings to be sent by prepaid post or facsimile transmission to each member.

8.0 VACATION OF OFFICES

The office of a member of the Management Committee shall become vacant.

- 8.1 Upon the expiration of the term of office at the subsequent Annual General Meeting.
- 8.2 Upon the demise of the member.
- 8.3 If the member becomes a bankrupt or makes arrangement or composition with his/her creditor generally.
- 8.4 If the member becomes mentally ill or otherwise incapacitated.
- 8.5 If a Member is absent from four (4) consecutive meetings of the Management Committee without leave. The acceptance of an apology by the Management Committee shall be deemed a grant of leave.
- 8.6 If the member ceases to be a member of the Association.
- 8.7 If the Member holds any office of profit under the Association.
- 8.8 If the Member has direct or indirect interest in any contract or proposed contract with the Association without declaring such interest to the Committee.
- 8.9 If the Member resigns his/her office by notice in writing to the Association.
- 8.10 Upon a resolution passed by three quarters majority of members present at a Special General Meeting.

9.0 FINANCIAL YEAR

The financial year shall commence on the first day of July each year and conclude at the end of June of the following year.

10.0 ANNUAL GENERAL MEETING

10.1 The Annual General Meeting of members shall be held before the end of October each year.

10.2 The Annual General Meeting of the Association shall, subject to rule 10.1, be convened on such date and at such place and time as the Management Committee thinks fit.

10.3 In addition to any other business which may be transacted at the Annual General Meeting shall be: -

(A) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting since that meeting.

(B) to receive from the Management Committee reports upon the activities of the Association during the last preceding financial year.

(C) To elect the Management Committee Members once every second year; and

(D) To receive and consider the statement from the Management Committee such statement not to be misleading and which gives a true and fair view of the following: -

(i) the income and expenditure of the Association during its last financial year;

(ii) the assets and liabilities of the Association at the end of its last financial year;

(iii) the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year;

(iv) in respect of each trust of which the Association was trustee during a period, being the whole or any part of the last financial year of the Association-

(a) the income and expenditure of the trust during that period;

(b) the assets and liabilities of the trust during that period; and

(c) the mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period.

10.3 An Annual General Meeting shall be specified as such in the notice of convening it.

11.0 SPECIAL GENERAL MEETINGS

11.1 The Management Committee may, whenever it thinks fit, convene a Special General Meeting.

11.2 The Management Committee shall, on the requisition of not less than fifteen (15) financial members, convene a Special General Meeting.

- 11.3 A requisition of members for a Special General Meeting:
- (A) shall state the purpose or purposes of the meeting;
 - (B) shall be signed by the members making the requisition;
 - (C) shall be lodged with the Secretary; and
 - (D) may consist of several documents in similar form, each signed by one or more of the members making the requisition.
- 11.4 If the Management Committee fails to issue notice for a Special General Meeting within twenty one (21) days after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held no later than three (3) months after that date.
- 11.5 A Special General Meeting convened by a member or members as referred to in rule 11.4 shall be convened as early as is practicable in the same manner as General Meetings are convened by the Management Committee and any member who thereby incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

12.0 NOTICE & MODES OF COMMUNICATION

- 12.1 The Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post to each financial member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 12.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause notice to be sent to each financial member in the manner provided in rule 12.1 specifying, in addition to the matter required under rule 12.1, the intention to propose the resolution as a special resolution.
- 12.3.1 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business pursuant to rule 10.3.
- 12.3.2 A financial Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after the receipt of the notice from the member.
- 12.3.3 Every notice, nomination, return proxy form and any other communication may be sent to the intended recipient by way of prepaid post or completed facsimile transmission in its entirety.

13.0 PROCEDURE & QUORUM

- 13.1 No item of business shall be transacted at the General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 13.2 Fifteen (15) members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 13.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by members given before the day to which the meeting is adjourned) at the same place.
- 13.4 If the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than ten) shall constitute a quorum.

14.0 PRESIDING MEMBER

- 14.1 The President or, in the President's absence, the Vice President, shall preside as chairperson at each General Meeting of the Association.
- 14.2.1 If the President and the Vice President are absent from the General Meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

15.0 ADJOURNMENT

- 15.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.2 Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 15.3.1 Except as provided in rules 15.1 and 15.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

16.0 MAKING DECISIONS

- 16.1 A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, being carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the

Association, is evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.

16.2.1 At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than fifteen (15) members present in person or by proxy at the meeting.

16.3 Where a poll is demanded at a General Meeting, the poll shall be taken:-

(A) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(B) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

17.0 SPECIAL RESOLUTION

17.1 A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three quarters of such members present as, being entitled under these Rules so to do, vote in person or by proxy at a General Meeting of which not less than twenty one (21) days' special resolution was given in accordance to the rules.

17.2 For the purpose of determining the total members present at a General Meeting each valid proxy shall be counted as one member present.

18.0 VOTING AND PROXIES

18.1 Upon any question arising at a General Meeting of the Association and eligible member has one vote only.

18.2 All votes shall be given personally or by proxy and each eligible member present at a General Meeting shall not hold more than five (5) proxies.

18.3 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

18.4 An eligible member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

18.5 An eligible member is a life member, an ordinary member or a student member who are financial. An honorary life member or an associate member is not an eligible member.

19.0 APPOINTMENT OF PROXIES

19.1 Each eligible member of minimum membership period of six (6) months shall be entitled to appoint another eligible member as proxy by notice given to the secretary no later than three (3) days before the time of the meeting in respect of which the proxy is appointed.

19.2 The notice appointing the proxy shall be in the form approved by the Committee.

20.0 NOMINATIONS FOR MANAGEMENT COMMITTEE MEMBERS

20.1 Nominations for election to the Management Committee shall be made on the forms issued by the Secretary together with the notices of the Election Annual General Meeting.

20.2 The nomination form shall be signed by the proposer, the seconder and the member nominated.

20.3.1 All nomination forms must be received by the Secretary not later than seven (7) days before the Election Annual General Meeting.

21.0 FUNDS

21.1 The Association may raise or seek to raise funds from any source and to disperse any funds of the Association in the furtherance of the objects of the Association as the Management Committee may from time to time approve.

21.2 The Association is establish cheque accounts with commercial banks as determined by the Management Committee.

21.3 The President, the Vice President, the Secretary and the Treasurer for the time being, shall be the authorised persons to sign all cheques and to make payments on behalf of the Association. All cheques must be signed by one of the authorised persons and counter-signed by one of the other authorised signatories.

21.4 All moneys received by the Association shall be deposited at the Association's bank account at the earliest opportunity and promptly recorded. Receipts shall be issued if requested.

21.5 All payments made by the Association in excess of a pre-determined amount (as determined by the Management Committee from time to time) shall be paid by cheque.

22.0 AUTHORISATION OF PAYMENTS

All accounts shall be presented and approved for payment at a Management Committee meeting and full details of such approval shall be entered in the Minutes book of the Committee.

23.0 AUDITOR

23.1 An Auditor shall be appointed and removed by the Annual General Meeting.

23.2 The Auditor shall be a qualified Accountant and shall not be a member of the Association.

23.3 The Auditor shall examine all relevant documents including accounts, vouchers, and receipts and shall furnish a report to the members at the Annual General Meeting.

24.0 MINUTES

The Management Committee shall cause minutes to be kept:-

- (A) of all appointments of office-bearer and members of the Committee.
- (B) of the names of members of the Committee present at all meetings of the Association and of the Committee.
- (C) Of all proceedings at all meetings of the Association and of the Committee.

Such minutes shall be signed by the Chairperson of the meeting during which the proceedings took place or by the Chairperson of the next succeeding meeting.

25.0 CUSTODY AND INSPECTION OF BOOKS AND RECORDS ETC.

- 25.1 The Secretary shall ensure proper records are kept of the business of the Association including the rules, register of members, books or minutes of all General and Committee meetings and a file of correspondence.
- 25.2 The Treasurer shall have custody of all financial books and records of the Association.
- 25.3 The records referred to in 25.1 and 25.2 shall be available for inspection by any member of the Association and such inspections may be arranged through the Secretary.

26.0 DISCIPLINING OF MEMBERS

- 26.1 Where the Management Committee is of the opinion that a member of the Association:-
 - (A) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (B) has persistently and wilfully acted in a manner prejudicial to the interests of the Association the Management Committee may, by resolution:-
 - (i) expel the member from the Association; or
 - (ii) suspend the member from membership of the Association for a specified period.
- 26.2 A resolution of the Management Committee under rule 26.1 is of no effect unless the Management Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under 26.3 confirms the resolution in accordance with this rule.

- 26.3 Where the Management Committee passes a resolution under rule 26.1 the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:-
- (A) setting out the resolution of the Management Committee and the grounds on which it is based;
 - (B) stating that the member may address the Management Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (C) stating the date, place and time of that meeting; and
 - (D) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Management Committee at or prior to the date of that meeting written representations relating to the resolution.
- 26.4 At a meeting of the Management Committee held as referred to in rule 26.3, the Management Committee shall:
- (A) give to the member an opportunity to make oral representations.
 - (B) give due consideration to any written representations submitted to the Management Committee by the member at or prior to the meeting; and
 - (C) by resolution determine whether to confirm or to revoke the resolution.
- 26.5 Where the Management Committee confirms a resolution under rule 26.4, the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of the fact and of the member's right to appeal under rule 26.7.
- 26.6 A resolution confirmed by the Management Committee under rule 26.4 does not take effect:
- (A) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period.
 - (B) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to rule 26.7.
- 26.7 A member may appeal to the Association in a General Meeting against a resolution of the Committee which is confirmed under rule 26.4 within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.