



**Chinese Association Of Victoria Inc
Constitution**

**Consumer Affairs Victoria
CRM 0138508**

Approved on 19 November 2018

CAV Registration Number A00094269



维多利亚省中华协会
Chinese Association of Victoria Inc.

CAV Inc
8 Ashley Street
Wantirna, VIC 3152
Australia

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CHINESE ASSOCIATION OF VICTORIA INC

Part 1: STATEMENT OF PURPOSES

The Purposes of the Association shall be:

- 1.1 To promote Chinese language, Chinese culture and to preserve Chinese heritage.
- 1.2 To provide facilities and venues for the promotion of Chinese language, culture, custom and heritage.
- 1.3 To provide assistance and relief to individuals and families in need in the Chinese community.
- 1.4 To assist and encourage new arrivals of Chinese ethnicity to integrate with the Australian community.
- 1.5 To encourage and foster goodwill, cooperation and understanding with similar Chinese organizations and the wider communities in Australia.
- 1.6 To represent the interest and concerns of Chinese in Australia. The Association does not have any political or religious affiliation.
- 1.7 To provide facilities and opportunities for social, sporting and other recreational activities ancillary to the stated purposes of the association and as a centre to support the above purposes.
- 1.8 To provide education to Chinese in Australia through leadership development and information seminars and other activities ancillary to the stated purposes of the association.
- 1.9 To do all such lawful things as are incidental or conducive to the attainment of the above purposes.

Part 2: RULES OF CHINESE ASSOCIATION OF VICTORIA

1. **NAME:**

The name of the incorporated association is CHINESE ASSOCIATION OF VICTORIA INCORPORATED (in these Rules called "the Association")

2. **DEFINITIONS:**

(1) In these Rules, unless the contrary intention appears:-

"ACNC Act" means the **Australian Charities and Not-for-profits Commission Act 2012**;

"Act" means the **Associations Incorporation Reform Act 2012**;

"Advisory Board" means a group of current members who have served as President and who have been appointed by the Executive Board to provide non-binding strategic advice to the Executive Board;

"Chinese ethnicity" means Chinese origin, classification, characteristics, or relating to members of the Australian community who are Chinese migrants or the descendants of Chinese migrants.

"Executive Board" means the committee of management of the Association referred to in Rule 10.1.2;

"family basis" means a family membership that includes the spouse and children under 18 years of age;

"financial member" means a member who has paid his membership fee, as prescribed by the Executive Board from time to time, for the financial year, either on a family or single basis including those who have paid their memberships in advance in the case of Life members

"financial year" means the year ending on 31 December;

"general meeting" means a general meeting of members convened in accordance with rule 10.9

"Honorary Fellows Award Board" means, a group of current members who are past recipients of the Honorary Fellow Awards or Honorary Associate Fellow Awards and who are recommended by the Executive Board and are appointed by a resolution passed by not less than two thirds of financial ordinary members being present and voting at an Annual General Meeting, that receives and assesses nominations and makes recommendations to Annual General Meetings regarding candidates to receive the award of Honorary Fellow or Honorary Associate Fellow;

"**member**" means a member of the Association;

"**ordinary member of the Executive Board**" means a member of the Executive Board who is not an officer of the Association under rule 10.2;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act;

"**resolutions**" are those passed at an Annual General Meeting;

"**special resolutions**" are those passed at an Extraordinary or Special General Meeting.

- (2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3. MEMBERSHIP:

3.1 ORDINARY MEMBER

Any person who identifies as being of Chinese ethnicity aged 18 years or above who is an Australian citizen or permanent resident of Australia shall be eligible to be an ordinary member.

3.2 ASSOCIATE MEMBER:

Any other person aged 18 years or above who is interested in furthering the purposes set in the Statement of Purposes of the Association shall be eligible to be an associate member.

3.3 LIFE MEMBER:

Any member of the Association shall be eligible to be a Life member upon payment in advance of the life membership fee or such payments prescribed by the Executive Board from time to time.

4. ADMISSION OF MEMBERS:

4.1 An application by a person for membership of the Association must be made in writing in the form prescribed by the Executive Board or in such other manner as may be prescribed by the Executive Board from time to time.

4.2 Upon payment of the joining fee, annual subscription fee and other fees as may be prescribed by the Executive Board and upon approval by a simple majority of the Executive Board, the applicant shall be admitted as an ordinary member, associate member, Life ordinary member or Life associate member, as the case may be.

The Executive Board reserves the right to reject any application for membership without providing any reason whatsoever.

The Executive Board reserves the right to waive the joining, annual subscription and/or other fees for a member or members in special circumstances from time to time as it sees fit.

- 4.3 If the Executive Board rejects an application for membership, the Secretary must notify the applicant in writing that the application has been rejected without having to give any reasons whatsoever and fees will be refunded. The decision of the Executive Board is final and is not subject to any review or appeal by the applicant.
- 4.4 Where membership is applied for and approved on a family basis, the spouse of an ordinary member or associate member shall be deemed to be a member of the Association according to Rule 3. Children of such a member who are under 18 years of age are deemed to be members with the same entitlements as associate members in accordance with Rule 6.2.
- 4.5 A Member who is entitled to vote has the right to receive:
- (a) notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting;
 - (e) to have access to the minutes of general meeting and other documents of the Association as provided under Rule 15; and
 - (f) to inspect the register of Members.
- 4.6 A Member is entitled to vote if:
- (a) the Member is a member other than an associate member;
 - (b) more than three months have passed since he or she became a Member; and
 - (c) the Member's membership rights are not suspended for any reason.

5. REGISTER OF MEMBERS:

- 5.1 The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, class of membership and date of entry of each member. Any request for members' information shall be kept private and confidential in accordance with the law.
- 5.2 Upon receipt of a notice given under Rule 9.1 or the happening of an event described in Rule 9.2, 9.3 or 9.5, the Secretary shall make in the register of Members an entry recording the date on which the person ceased to be a Member.

6. PRIVILEGES OF MEMBERS:

6.1 ORDINARY MEMBER:

A financial ordinary member is entitled to:

- 6.1.1 subject to a minimum of three months membership, vote at the Annual General Meeting (“AGM”), Extraordinary General Meeting (“EGM”) or Special General Meeting (“SGM”);
- 6.1.2 subject to a minimum of three months membership, be nominated for Executive Board at an AGM.
- 6.1.3 receive newsletters and other publications of the Association;
- 6.1.4 subject to guidelines laid down by the Executive Board from time to time:
 - 6.1.4.1 attend all functions and activities of the Association;
 - 6.1.4.2 have right of access to and use of the premises and facilities provided by the Association.

6.2 ASSOCIATE MEMBER:

A financial associate member is entitled to:

- 6.2.1 participate in AGM, EGM and SGM but is not entitled to vote or be nominated for Executive Board, and
- 6.2.2 all other privileges conferred on ordinary members.

6.3 LIFE MEMBER:

6.3.1 A Life ordinary member is entitled to:

- 6.3.1.1 subject to a minimum of three months membership, vote and/or be nominated for Executive Board; and
- 6.3.1.2 all other privileges conferred on financial ordinary members.

6.3.2 Any other life member who is not an ordinary member is entitled to:

- 6.3.2.1 participate in AGM, EGM and SGM but is not entitled to vote or be nominated for Executive Board; and
- 6.3.2.2 all other privileges conferred on financial ordinary members.

7. RESPONSIBILITIES OF MEMBERS: -

7.1 A member accepts the purposes set out in the Statement of Purposes of the Association and agrees to comply with the Rules of the Association.

7.2 A member shall pay an annual subscription and any other fee, as determined by the Executive Board. The annual subscription shall be due and payable by the 1st day of January each calendar year. For the purposes of general meetings, a member is a

financial member who has prior to the general meetings, paid the annual subscription for the current year and any arrears.

- 7.3 A member shall undertake to exercise due care and responsibility in the use of premises, facilities, equipment and other property of the Association.
- 7.4 No member of the Association shall commit the Association to any contractual or other liability or commitment without first obtaining the written approval of the Executive Board of the Association under its Common Seal.
- 7.5 Notwithstanding the prohibition in the preceding Rule 7.4, a member of the Executive Board may, where necessary for the purposes of carrying out his/her duties, enter into commitments on behalf of the Association but only up to such amount or other extent as may be prescribed in writing by the Executive Board from time to time.
- 7.6 No member of the Association shall act in any way contrary to the purposes set out in the Statement of Purposes and Rules of the Association.
- 7.7 No member of the Association shall conduct personal affairs in the name of the Executive Board or of the Association.
- 7.8 The Association, through the Executive Board, shall be entitled to claim full indemnity from any member for any loss or other liability incurred by the Association directly or indirectly as a result of any conduct by that member in contravention of any of his/her responsibilities as a member of the Association.
- 7.9 Discipline of members
 - 7.9.1. Subject to these Rules, if the Executive Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Executive Board may by resolution--
 - 7.9.1.1. fine that member an amount not exceeding \$500; or
 - 7.9.1.2. suspend that member from membership of the Association for a specified period; or
 - 7.9.1.3. expel that member from the Association.
 - 7.9.2. A resolution of the Executive Board under sub-rule (1) does not take effect unless--
 - 7.9.2.1. at a meeting held in accordance with sub-rule (3), the Executive Board confirms the resolution; and
 - 7.9.2.2. if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
 - 7.9.3. A meeting of the Executive Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
 - 7.9.4. For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--
 - 7.9.4.1. setting out the resolution of the Executive Board and the grounds on which it is based; and
 - 7.9.4.2. stating that the member, or his or her representative, may address the Executive Board at a meeting to be held not earlier than 14 days and

- not later than 28 days after the notice has been given to that member; and
- 7.9.4.3. stating the date, place and time of that meeting; and
- 7.9.4.4. informing the member that he or she may do one or both of the following-
 - 7.9.4.4.1. attend that meeting;
 - 7.9.4.4.2. give to the Executive Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - 7.9.4.5. informing the member that, if at that meeting, the Executive Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.9.5. At a meeting of the Executive Board to confirm or revoke a resolution passed under sub-rule (1), the Executive Board must-
 - 7.9.5.1. give the member, or his or her representative, an opportunity to be heard; and
 - 7.9.5.2. give due consideration to any written statement submitted by the member; and
 - 7.9.5.3. determine by resolution whether to confirm or to revoke the resolution.

If the member does not attend the meeting, the Secretary must notify the member of the Executive Board's determination of the matter as soon as practicable, having regard to the member's right under Rule 7.9.6.
- 7.9.6 If at the meeting of the Executive Board, the Executive Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.9.7 If the Secretary receives a notice under sub-rule (6), he or she must notify the Executive Board and the Executive Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 7.9.8 At a general meeting of the Association convened under sub-rule (7)--
 - 7.9.8.1 no business other than the question of the appeal may be conducted; and
 - 7.9.8.2 the Executive Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - 7.9.8.3 the member, or his or her representative, must be given an opportunity to be heard; and
 - 7.9.8.4 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy under Rule 10.9.2, in favour of the resolution. In any other case, the resolution is revoked.

8. DISPUTE RESOLUTION:

The grievance procedure set out in this rule applies to disputes under these rules between (A) a member and another member; or (B) a member and the Association.

- 8.1 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 8.2 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.3 The mediator must be –
 - 8.3.1 a person appointed by agreement between the parties; or
 - 8.3.2 in the absence of agreement in the case of a dispute between a member and the Association, a person who is an Accredited Mediator appointed or employed by the Law Institute of Victoria.
- 8.4 A member of the Association who is an Accredited Mediator can be a mediator.
- 8.5 The parties to the dispute must, in good faith, attempt to resolve the dispute by mediation.
- 8.6 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise by law.

9. TERMINATION OF MEMBERSHIP:

Membership of the Association shall continue until it is terminated in any of the following ways:

- 9.1 Upon receipt by the Secretary of a written notice from the resigning member of the resignation
- 9.2 Upon failure to pay the current annual subscription by the last day of the current calendar year provided that membership is revived:
 - 9.2.1 on acceptance by the Executive Board that there was reasonable cause for the failure to pay; and
 - 9.2.2 on payment of all overdue fees within a further period of twelve (12) months.
- 9.3 Upon expulsion by the Executive Board for conduct which, in the opinion of the Executive Board, is detrimental to the interests of the Association.
- 9.4 Upon termination of membership of the Association, a member shall forfeit all rights to and claims upon the Association and is no longer entitled to exercise the rights of membership of the Association.

Notwithstanding the failure to pay the annual subscription, from the due date set out in Rule 7.2 until the end of the last day of the calendar year, the member will be entitled to the privileges set out in Rule 6.1.3 and 6.1.4, but will not be entitled to vote or be nominated for Executive Board.

- 9.5 In addition to termination under Rule 9.1, 9.2 or 9.3, the membership of a person terminates on death, and the Secretary shall promptly make appropriate entries in the register of Members as required.

10. ADMINISTRATION:

10.1 AUTHORITY

10.1.1 The affairs of the Association shall be managed and administered by the Executive Board.

10.1.2 The Executive Board shall consist of:

10.1.2.1 the officers of the Association; and

10.1.2.2 three ordinary member of Executive Board or such other number (not less than 3) as the Executive Board determines from time to time.

The Executive Board members shall serve on an honorary basis.

10.1.3 The Executive Board:

10.1.3.1 shall control and manage the business and affairs of the Association; and

10.1.3.2 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

10.1.3.3 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Executive Board to be essential for the proper management of the business and affairs of the Association.

10.1.3.4 shall have full power to control all matters necessary for or relevant to the efficient administration of the Association including the appointment and dissolution of adhoc committees and sub-committees to address specific issues, provided that there is one member of the Executive Board to chair any such committee or sub-committee and that all decisions of any committee or sub-committee are referred to the Executive Board for approval.

10.1.3.5 shall have the power as and when casual vacancies of the Executive Board arise to co-opt financial ordinary members, of a minimum of 3 months membership, to fill such vacancies and who will hold such vacancies until the next Annual General Meeting.

10.1.3.6 shall have the power to appoint as members of the Advisory Board, current members who have served as President of the Association in order to seek non-binding, objective and strategic advice and recommendations from them.

10.1.3.7 shall have the power to appoint Honorary Patrons, who are reputable and high profile individuals in the community, in order to enhance the credibility and integrity of the Association and its cause. An Honorary Patron need not be a member and shall be a person who the Executive Board considers is willing to contribute his/her time, effort, contacts, influences and inspiration and/or to offer his/her financial resources to progress the activities of the Association.

10.1.3.8 shall have the power to recommend current members who are past recipients of Honorary Fellow or Honorary Member awards for election to the Honorary Fellows Award Board, in order to allow the Honorary Fellows Award Board to receive and assess nominations for Honorary Fellow award or Honorary Associate Fellow award.

10.1.4 Each member of the Executive Board shall be subject to such duties as are from time to time specified in the Act as duties with which "office holders" (as defined in the Act) must comply.

10.1.5 In addition to subrule (4), each member of the Executive Board is subject to a duty to ensure that the Association's financial affairs are managed in a responsible manner.

10.2 COMPOSITION

The officers of the Association shall be:

10.2.1 The President,

10.2.2 The First Vice-President,

10.2.3 The Second Vice President,

10.2.4 The Third Vice President,

10.2.5 The Secretary, ,

10.2.6 The Assistant Secretary,

10.2.7 The Treasurer,

10.2.8 The Assistant Treasurer,

10.2.9 The Public Relations Officer.

10.3 DUTIES OF OFFICERS AND OTHER EXECUTIVE BOARD MEMBERS:

10.3.1 The President shall be responsible for:

- chairing all General Meetings and meetings of the Executive Board;
- the overall management and implementation of policies and programmes;
- presenting an annual address at the Annual General Meeting.

10.3.2 The Vice-Presidents shall be responsible for:

- assisting the President in the management and implementation of policies and programmes;
- acting on the President's behalf in his/her absence at meetings in the order that they are appointed, that is, the First Vice President, failing him or her, the Second Vice President and failing him or her the Third Vice President;
- undertaking specific as well as the above duties as may be determined by the Executive Board.

10.3.3 The Secretary shall be responsible for:

- arranging meetings of the Executive Board;
 - sending out all relevant notices for any special or extraordinary general meetings and the Annual General Meeting;
 - official correspondence of the Association;
 - preparing the Annual Report for the Annual General Meeting;
 - keeping an up-to-date Register of Members and other matters relating to the administration of the Association;
 - keeping, updating and distributing copies of the Statement of Purposes and Rules to interested members.
- 10.3.4 The Assistant Secretary shall be responsible for assisting the Secretary in his/her duties and/or other specific duties as may be determined by the Executive Board.
- 10.3.5 The Treasurer shall be responsible for:
- keeping up-to-date, proper and correct records of all financial transactions of the Association;
 - the safe keeping and investment of relevant funds of the Association;
 - preparing and presenting a statement of the current financial position of the Association at each Executive Board meeting;
 - presenting an audited statement of the income and expenditure and a balance sheet at the Annual General Meeting.
- 10.3.6 The Assistant Treasurer shall be responsible for assisting the Treasurer and / or other specific duties determined by the Executive Board.
- 10.3.7 The Public Relations Officer shall be responsible for:
- liaising with the public in matters not assumed by the President or any of the Vice Presidents;
 - liaising with other associations and with authorities or agencies in matters prescribed by the Executive Board.
- 10.3.8 Other ordinary members of the Executive Board shall be responsible for specific duties assigned to them by the Executive Board.
- 10.3.9 Each member of the Executive Board must act in accordance with the Act, the Rules and the Regulations.
- 10.3.10 Each officer of the Association shall hold office until his or her resignation, disqualification, removal by the Executive Board or until the Annual General Meeting next after the date of his/her election but is eligible for re-election.
- 10.4 **MEETINGS OF BOARD:**
- 10.4.1 Executive Board meetings shall be called at least once every two (2) months by the President, a Vice President or the Secretary for the administration of the Association.
- 10.4.2 The necessary quorum for such meetings shall be constituted by the presence of two thirds of members of the Executive Board.
- 10.4.3 Decisions at Executive Board meetings shall be determined by a majority of members of the Executive Board present.

10.4.4 An Executive Board member who has a material personal interest in a matter being considered at an Executive Board meeting must disclose the nature and extent of that interest to the Executive Board. Disclosure can be made by way of a standing notice.

10.5 RESIGNATION AND REMOVAL OF EXECUTIVE BOARD MEMBERS:

A member of the Executive Board may be removed from the Executive Board if:

10.5.1 he or she makes improper use of his or her position in the Association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person;

10.5.2 his or her conduct, in the opinion of the Executive Board, is detrimental to the interests of the Association.

Such member shall be regarded as removed from the Executive Board upon a resolution passed by at least two thirds of Executive Board members.

10.6 ANNUAL GENERAL MEETING

The Annual General Meetings of the Association shall be convened by the President or a Vice-President and shall be held before the end of March each year. The President, or in his or her absence, the First, Second or the Third Vice-President shall take the Chair at the Annual General Meeting.

All notices of Annual General Meetings and the agenda shall be posted by ordinary mail (or otherwise distributed as permitted under Rule 10.9.1) fourteen (14) calendar days beforehand to the address of members recorded on the register of members.

The business of the Annual General Meeting shall include:

10.6.1 to receive and adopt the minutes of:

10.6.1.1 the previous Annual General Meeting.

10.6.1.2 any Extraordinary General Meetings and / or Special General Meetings held since the previous Annual General Meeting.

10.6.2 to receive and consider the financial statements of the Association for the preceding financial year required to be prepared as stipulated by the Act and the ACNC Act.

10.6.3 to provide members with an opportunity to ask questions and raise concerns about the governance of the Association.

10.6.4 to receive from the Executive Board reports upon the transactions of the Association during the preceding year.

10.6.5 to elect officers and other members of the Executive Board for the forthcoming year.

10.6.6 to appoint an Auditor.

10.6.7 any other business.

The quorum for such a meeting shall not be less than 15% of the financial ordinary members entitled under these Rules to vote, or 50 financial ordinary members personally present entitled under these Rules to vote, whichever is the lower.

10.7 EXTRAORDINARY GENERAL MEETING:

An Extraordinary General Meeting can be called either by the Executive Board or financial ordinary members.

10.7.1 The purpose of an Extraordinary General Meeting is to discuss and decide on the following matters:

10.7.1.1 Amendments to the Statement of Purposes and Rules of the Association

10.7.1.2 Any dealing of the land or real property of the Association

10.7.1.3 Matters brought forward by written petitions of financial ordinary members pursuant to Rule 10.7.3

10.7.1.4 Dissolution or winding up of the Association

10.7.2 If an Extraordinary General Meeting is called by the Executive Board, the President, a Vice-President or Secretary shall hold an Extraordinary General Meeting on the date stated in the written notice sent to the members of the Association at least twenty-one (21) calendar days prior to the meeting with the stated objective of the meeting.

10.7.3 If an Extraordinary General Meeting is requested by financial ordinary members pursuant to the following provisions:

10.7.3.1 Any financial ordinary member of the Association may by written petition request an Extraordinary General Meeting with the written support of not less than 80 financial ordinary members entitled under these Rules to vote or 15% of the financial ordinary members entitled under these Rules to vote, whichever is the lower.

10.7.3.2 The petition for such an Extraordinary General Meeting must –

10.7.3.2.1 State the objects of the meeting; and

10.7.3.2.2 Be signed by the members requesting the meeting; and

10.7.3.2.3 Be sent to the address of the Secretary

10.7.3.3 The President, a Vice-President or Secretary shall call an Extraordinary General Meeting within thirty (30) calendar days of receiving written petition in accordance with these rules.

10.7.3.4 The President, a Vice-President or Secretary shall hold an Extraordinary General Meeting on the date stated in the written notice sent to the members of the Association at least twenty-one (21) calendar days prior to the meeting with the stated objective of the meeting.

The quorum for such a meeting shall not be less than 20% of the financial ordinary members entitled under these Rules to vote, or 75 financial ordinary members personally present entitled under these Rules to vote, whichever is the lower.

10.8 SPECIAL GENERAL MEETING:

In addition to the Annual General Meeting, other general meetings may be held in the same year. All general meetings of the Association other than the Annual General Meeting or an Extraordinary General Meeting, are Special General Meetings of the Association.

10.8.1 Special General Meetings of the Association shall be: -

- 10.8.1.1 chaired by the President or a Vice President; and
- 10.8.1.2 shall be held as it is deemed necessary.

10.8.2 All notices of Special General Meeting and the agenda shall be posted by ordinary mail (or otherwise distributed as permitted under Rule 10.9.1) twenty-one (21) calendar days beforehand to the address of members recorded on the Register of Members of the Association.

The quorum for such a meeting shall not be less than 15% of the financial ordinary members entitled under these Rules to vote, or 50 financial ordinary members personally present entitled under these Rules to vote, whichever is the lower.

10.9 PROCEDURAL RULE FOR GENERAL MEETINGS OF THE ASSOCIATION

10.9.1 All notices of General Meetings:

- 10.9.1.1 Shall state the place, date and time and the agenda to be conducted at the meeting.
- 10.9.1.2 may be sent by prepaid post, facsimile transmission or by electronic transmission to the member at his/her address, facsimile number or email address shown in the register of Members.
- 10.9.1.3 Where a document is properly addressed pre-paid and posted to a person as a letter, or transmitted by facsimile or emailed, the document shall, unless the contrary is proved, be deemed to have given to the person at the time at which the document would have been delivered in the ordinary course of post, facsimile transmission or email.
- 10.9.1.4 Shall be sent to each member of the Association at least fourteen (14) calendar days before Annual General Meetings to each member of the Association on the Register of Members of the Association.
- 10.9.1.5 Where a special resolution has been proposed at an Extraordinary General Meeting or Special General Meeting, notice of at least twenty-one (21) calendar days of that resolution must be sent to members of that resolution before the date of the General Meeting.
- 10.9.1.6 Business:
No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 10.9.1.7 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, at least [four] weeks before the date proposed for holding a general meeting, who shall then include that business in the agenda of the general meeting if approved by the Executive Board.

10.9.2 Voting at General Meetings:

All financial ordinary members shall be entitled to one vote in person. Voting by proxy or Power of Attorney shall not be allowed, unless the person appointed as a proxy is present at a General Meeting and is the spouse of a financial ordinary member and the spouse himself/herself is a financial ordinary member as well. The form of any such proxy shall be as prescribed or otherwise approved by the Executive Board.

10.10 ELECTION OF OFFICERS AND VACANCY:

The annual election of the Executive Board shall be held at the Annual General Meeting.

10.10.1 Nominations for positions on the Executive Board shall be forwarded using the prescribed form in writing to the Secretary at least seven (7) calendar days before the Annual General Meeting.

10.10.2 Each nomination must have a proposer and seconder, each of whom must be financial ordinary members.

10.10.3 Where there is only one nomination for a position the candidate shall be declared elected.

10.10.4 Where there are two or more candidates for one position, voting shall be by ballot and the candidate with the majority of votes shall be declared elected. In the event of a tie occurring, a re-election shall be held at that meeting.

10.10.5 All members of the Executive Board shall hold office after the date of election until his or her resignation, disqualification, removal by special resolution at a special general meeting, or the conclusion of the next Annual General Meeting.

10.10.6 A person shall not be eligible for election or appointment to the Executive Board if the person is disqualified from managing a corporation under the Corporations Act or disqualified from being a "responsible person" by the Australian Charities and Not for Profits Commissioner within the previous 12 months.

10.10.7 Members of the Executive Board elected at an Annual General Meeting shall have a one year term, but shall be eligible for re-election.

10.10.8 For the purposes of these rules, the office of an officer of the Association or of a member of the Executive Board becomes vacant if the officer or member:

10.10.8.1 ceases to be a Member;

10.10.8.2 becomes an insolvent under administration within the meaning of the Corporations Act 2001;

10.10.8.3 fails, other than by reason of illness to attend three consecutive Executive Board meetings of the Executive Board, except where the Executive Board has resolved to grant leave of absence for a specified period;

10.10.8.4 resigns his/her office by notice in writing given to the Secretary;

10.10.8.5 otherwise ceases to be a member of the Executive Board by operation of section 78 of the Act; or

10.10.8.6 is disqualified from managing a corporation under the Corporations Act or is disqualified from being a "responsible person" by the Australian Charities and Not for Profits Commissioner.

11. RESOLUTIONS:

- 11.1 Resolutions at all Annual General Meetings shall be passed if a simple majority of the financial ordinary members at the meeting who are entitled under these Rules to vote, vote in favour of the resolution in person or by proxy under Rule 10.9.2.
- 11.2 Special resolutions at all Special General Meetings and Extraordinary General Meetings shall be passed if at least three-quarters of the financial ordinary members at the meeting who are entitled to vote, vote in favour of the resolution in person or by proxy under Rule 10.9.2.

12. AMENDMENTS TO THE STATEMENT OF PURPOSES AND RULES:

The Statement of Purposes or Rules of the Association shall only be altered in accordance with the Act and pursuant to a special resolution passed at an Extraordinary General Meeting.

- 12.1 A special resolution must be passed in order for the Association to:
 - 12.1.1 change its name.
 - 12.1.2 change its rules.
 - 12.1.3 change its statement of purposes.
 - 12.1.4 amalgamate with one or more incorporated association.
 - 12.1.5 purchase, sell, mortgage, subdivide or lease the land or real property of the Association.
 - 12.1.6 wind up or dissolve the Association.
- 12.2 A special resolution is passed at the meeting if:
 - 12.2.1 At least twenty-one (21) calendar days notice has been given (in accordance with the Rules) to all members entitled to vote, specifying the intention to propose the resolution as a special resolution at that meeting;
 - 12.2.2 At least three quarters of the financial ordinary members at the meeting, who are entitled to vote, vote in favour of the resolution in person or by proxy under Rule 10.9.2;
 - 12.2.3 Any additional requirements of the rules of the Association relating to the passing of a special resolution have been met; and
 - 12.2.4.1 The chairperson declares the resolution has been carried, unless a poll is demanded.

13. FINANCE:

13.1 BANKING:

The Executive Board shall open such banking account with an APRA regulated financial institution or institutions from which all expenditure of the Association shall be made and into which all of the Association's revenue shall be deposited in the name of the Association as it thinks fit and proper.

13.2 CONTROL OF FUNDS:

The Executive Board shall manage the Association's funds and apply these to conduct the Association's affairs in pursuance of its stated purposes.

13.3 SOURCES OF INCOME AND OTHER FUNDS:

Within the stated Purposes of the Association, the funds of the Association shall be derived from:

13.3.1 Prescribed annual membership fees, joining fees and other subscriptions determined from time to time by the Executive Board in any manner and method as it sees fit;

13.3.2 donations from appeals or fund-raising activities; and

13.3.3 any other activities carried on by the Association.

13.4 FUNDS, MANAGEMENT OF FUNDS, FINANCIAL RECORDS AND STATEMENTS:

The funds of the Association shall be derived from annual and other subscriptions, joining fees, donations and such other sources as the Executive Board determines.

The assets and income of the Association shall be applied solely in furtherance of the Stated Purposes of the Association and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

13.4A MANAGEMENT OF FUNDS

- (1) Subject to any restrictions imposed by a general meeting of the Association, the Executive Board may approve expenditure on behalf of the Association.
- (2) The Executive Board may authorise the Treasurer, another Executive Board member(s) or an employee of the Association (or such combination of the foregoing as it specifies) to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive Board for each item on which the funds are expended.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a specified employee, the Treasurer or another Executive Board member(s) in accordance with their specified authorisation limit(s) approved by the Executive Board.
- (4) All funds of the Association must be deposited into a financial account of the Association no later than 5 working days after receipt.

- (5) With the approval of the Executive Board, the Treasurer may maintain a petty cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

13.4B. FINANCIAL RECORDS

- (1) The Association must keep financial records that—
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (i) the financial records for the current Financial Year; and
 - (ii) any other financial records as authorised by the Executive Board.

13.4C. FINANCIAL STATEMENTS

- (1) For each Financial Year, the Executive Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Executive Board;
 - (iv) the submission of the financial statements to the Annual General Meeting of the Association; and
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

13.5 GIFT FUND:

The School Building Fund of the Association is established and maintained solely for the purposes of the school buildings for which the Association has been endorsed by the Australian Tax Office as a deductible gift recipient (DGR).

Any other Gift Funds for specific purposes would need to be separately setup and endorsed by the Australian Tax Office as a deductible gift recipient (DGR).

13.5.1 A board of trustee approved by the Association in a General Meeting shall manage the Gift Fund.

13.5.2 A separate bank account shall be set up and maintained for the Gift Fund.

13.5.3 In managing the Gift Fund, the board of trustees shall have the following powers:

13.5.3.1 to accept gifts of money or property.

13.5.3.2 to invest money of the fund in accordance with the law applicable to investments by trustees.

13.5.3.3 to apply the money and property solely for the purpose of the Gift Fund in accordance with conditions laid down for the DGR status.

13.5.4 The Gift Fund shall not provide tax deductibility for income derived from:

13.5.4.1 Sponsorship

13.5.4.2 Commercial activities

13.5.4.3 Raffles, auctions and fundraising dinners

13.5.5 The Association may wind up the Gift Fund by a resolution of financial ordinary members in a General Meeting of the Association.

13.5.6 In the event of winding up the Gift Fund or in the event of revocation of the Australian Tax Office endorsement of the Gift Fund, whichever occurs first, any surplus assets or money remaining after payment of liabilities shall be transferred to another gift fund or institution endorsed as a deductible gift recipient of similar purposes of the Income Tax Assessment Act.

13.6 TRADING RESTRICTION:

The Association shall not buy sell or deal in goods or services, or in any way trade or do any business except:

13.6.1 Where the transaction is ancillary to the stated Purposes of the Association;

or

13.6.2 Where the transaction is with the public, if:

13.6.2.1 it consists of admission fees to displays, exhibition, contests, sporting fixtures or other occasions organized for the promotion of the stated Purposes of the Association; or

13.6.2.2 it is not substantial in number or value in relation to the other activities of the Association.

14. DEALINGS WITH THE LAND OR REAL PROPERTY OF THE ASSOCIATION:

14.1 The Executive Board shall convene an Extraordinary General Meeting in order for the Association to approve any of the following dealings with the land or real property of the Association:

14.1.1 to sell, dispose, mortgage, lease or subdivide the land;

14.1.2 to acquire or purchase additional land or real property;

14.2 The above dealings with the land or real property of the Association must be passed by a special resolution at an Extraordinary General Meeting by at least three-quarters of the financial ordinary members at the meeting who are entitled to vote, vote in favour of the resolution in person or by proxy under Rule 10.9.2.

14.3 The net proceeds from any dealings of any land or real property must not be distributed to any members of the Association at all times. Such net proceeds must be used by the Association solely for the purposes set out in the Statement of Purposes.

15. CUSTODY AND INSPECTION OF BOOKS AND RECORDS:

15.1 The books, records, securities and other documents of the Association (other than current books of account) shall be kept in the custody of the Secretary or the Assistant Secretary.

15.2 The current books of account shall be kept in the custody of the Treasurer.

15.3 Members may on request inspect free of charge

- (a) the Register of Members;
 - (b) the minutes of general meetings;
 - (c) subject to Rule 15.5, the financial records, books, securities and any other relevant documents of the Association, including minutes of Executive Board meetings.
- 15.4 The Executive Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 15.5 The Executive Board must on request make copies of these Rules available to Members and applicants for membership free of charge.
- 15.6 Subject to Rule 15.4, a Member may make a copy of any of the records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

16. MINUTES (GENERAL MEETING & EXECUTIVE BOARD)

- 16.1 Minutes of general meeting
- (a) The Executive Board must ensure that minutes are taken and kept of each general meeting.
 - (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
 - (c) In addition, the minutes of each Annual General Meeting must include –
 - (i) the names of the members attending the meeting;
 - (ii) proxy forms given to the Secretary;
 - (iii) the financial statements submitted to the members in accordance with Rule 10.6.2;
 - (iv) the certificate signed by two members of the Executive Board certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
 - (d) Minutes of general meeting are to be confirmed at the next general meeting following the meeting to which the minutes relate.
- 16.2 Minutes of meeting (Executive Board)
- (a) The Executive Board must ensure that minutes are taken and kept of each Executive Board meeting.
 - (b) The minutes must record the following -
 - (i) the names of the Executive Board members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and

(iv) any material personal interest disclosed under Rule 10.4.4.

(c) Minutes of an Executive Board meeting are to be confirmed at the next Executive Board meeting following the meeting to which the minutes relate.

17. SEAL:

17.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

17.2 The Common Seal shall not be affixed to any instrument except by the authority of the Executive Board and the signatures of two officers of the Executive Board shall attest the affixing of the Common Seal.

18. DISSOLUTION OR WINDING UP:

18.1 Winding up voluntarily or dissolution of the Association must be passed by a special resolution at an Extraordinary General Meeting by at least three-quarters of the financial ordinary members at the meeting who are entitled to vote, vote in favour of the resolution in person or by proxy under Rule 10.9.2 .

18.2 Any surplus funds, assets and properties, after meeting all legal liabilities, shall be donated to Chinese charitable organisations with similar purposes and is not carried on for the purpose of profit or gain to its individual members.

18.3 The execution of these matters shall be carried out by an appointed independent Administrator.

19. AWARDS:

19.1 HONORARY FELLOW:

Any ordinary member who has contributed distinguished services to the Association or to the Chinese community in Australia may be awarded an Honorary Fellow award on the recommendation of the Honorary Fellows Award Board and approval of two thirds of all financial ordinary members at any Annual General Meeting.

19.2 HONORARY ASSOCIATE FELLOW:

Any associate member who has contributed distinguished services to the Association or to the Chinese community in Australia or any person of Public distinction may be awarded an Honorary Associate Fellow award on the recommendation of the Honorary Fellows Award Board and approval of two thirds of all financial ordinary members at any Annual General Meeting.

19.3 All Honorary Fellows and Honorary Associate Fellows prior to commencement of these Rules shall retain their rights and privileges.

19.4 The Honorary Fellows Award Board shall notify the Executive Board of its recommendations for awards and the Executive Board shall accept such recommendations and refer such recommendations to the Annual General Meeting, unless there are sufficient grounds to reject any recommendations.

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