

# **Australian Guangxi Friendship Association Inc.**

## **澳大利亚广西联谊会**

### **CONSTITUTION AND RULES**

#### **SEPTEMBER 2015**

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## **1 Name and objects of the Association**

### **1.1 Name**

The name of the Association is “Australian Guangxi Friendship Association Incorporated” and in the abbreviation “AGFA”.

### **1.2 Objects**

The objects for which the Association is established are:

- a) to operate as an incorporated Association under the ACT Associations Incorporations Act 1991 and the Associations Incorporation Regulations 1991. The Association is a non-profit, non-denominational, and non-political organization;
- b) to close contact with the people in Australia and Guangxi China, supporting and promoting cultural works and mutual interests;
- c) to enhance friendship and exchanges by conducting events and activities agreed by AGFA;
- d) to assist existing and new immigrants’ settling in Australia, establishing economic and trade cooperation and job platform, and common developments; and
- e) to establish a good image of Australian Chinese and overseas Chinese in Guangxi with the efforts to expand overseas visibility and influence.

## **2 Membership**

### **2.1 Membership qualifications**

A person is qualified to be a member if:

- a) the person is a person referred to in Section 21.2(a) or (b) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- b) the person has been approved for membership of the Association by the President Standing Committee of the Association.

### **2.2 Nomination for membership**

- a) A nomination of a person for membership of the Association shall be made from time to time by a member of the Association in writing in the Membership Application Form as determined by AGFA, and shall be lodged with the Secretary of the Association.

- b) Membership payment shall be made upon registration and the nominee shall then become a member of the Association.

### 2.3 Membership entitlements and cessation

- a) Membership cannot be transferred or transmitted to another person, and it will terminate on cessation of the person's membership.

- b) A person ceases to be a member of the Association if:

- I. dies;
- II. resigns in writing from membership of the Association;
- III. is expelled from the Association; or
- IV. fails to renew membership of the Association

- c) Fees and subscriptions

- I. The Executive Committee may, from time to time, fix or vary, as the case may be, any entrance fee, subscription or other charge as appropriate.
- II. A person ceasing to be a member of the Association for any reason whatsoever shall not be entitled to the refund of their membership fees or any portion thereof.

- d) Member's liability

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 2.3 c).

### 2.4 Disciplining of members

- a) Where the committee is of the opinion that a member:

- I. has persistently refused or neglected to comply with a provision of these rules or any other agreed rules of the Association; or
- II. has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the committee may, by resolution, expel the member from the Association; or suspend the member from such rights and privileges of membership of the Association as the committee may determine for a specified period.

- b) A resolution of the committee under clause 2.4 a) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 2.4 c), confirms the resolution in accordance with this rule.

- c) Where the committee passes a resolution under clause 2.4 a) the Secretary shall, as soon as practicable, serve a written notice on the member:
- I. setting out the resolution of the committee and the grounds on which it is based;
  - II. stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - III. stating the date, place and time of that meeting; and
  - IV. informing the member that he/she may attend and speak at that meeting; and/or submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- d) Subject to the Act, Section 50, at a meeting of the committee mentioned in 2.4 b) the committee shall:
- I. give to the member mentioned in clause 2.4 a) an opportunity to make oral representations;
  - II. give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
  - III. by resolution determine whether to confirm or to revoke the resolution of the committee made under clause 2.4 a)
- e) Where the committee confirms a resolution under 2.4 d) the Secretary shall, within 7 days after that confirmation, by written notice, inform the member of that confirmation, and of the member's right of appeal clause 2.5.
- f) A resolution confirmed by the committee under clause 2.4 d) does not take effect:
- I. until the expiration of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - II. if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with clause 2.5 d).

## 2.5 Right of appeal of disciplined member

- a) A member may appeal to the Association in a special general meeting against a resolution of the committee that is confirmed under clause 2.4 d), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- b) On receipt of a notice under clause 2.5 a), the Secretary shall notify the committee, which shall call a general meeting of the Association to be held within 21 days after the date on when the Secretary received the notice or as soon as possible after that date.
- c) Subject to the Act, Section 50, at a general meeting of the Association called under clause 2.5 b):
  - I. no business other than the question of the appeal may be transacted;
  - II. the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - III. the members present shall vote by secret ballot on the question of whether the resolution made under clause 2.4 d), should be confirmed or revoked.
- d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 2.4 d), that resolution is confirmed.

### **3 Committee**

#### **3.1 Powers of the committee**

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in general meeting:

- a) controls and manages the affairs of the Association;
- b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
- c) has power to perform all such acts and do all such things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

#### **3.2 Role of the office-bearers of the AGFA**

The office-bearers of AGFA are the President, the Secretary and the Treasurer.

- a) The President assigned to act during the rotation period shall:
  - I. take the chair at any and all meetings of the Association;
  - II. determine an event or activity to be conducted as a function in reference to the name of the Association; and
  - III. determine to engage the service of a person to act as an advisor to assist the committee on matters of interest to the community.

- b) The Secretary assigned to act during the rotation period shall:
  - I. notify the Association of his or her address as soon as practicable after being appointed as Secretary;
  - II. keep minutes of all elections and appointments of office-bearers and ordinary committee members; and
  - III. keep minutes of all proceedings at any and all meetings, including the names of members of the committee present.
  
- c) The Treasurer assigned to act during the rotation period shall:
  - I. collect and receive all amounts owing to the Association and make all payments authorised by the Association;
  - II. keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
  - III. prepare monthly report and present to office-bearers

### 3.3 Election of committee members

- a) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members shall be made in writing, and be given to the Secretary of the Association before the commencement of the annual general meeting at which the election is to take place
  
- b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
  
- c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
  
- d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
  
- e) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
  
- f) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in such manner as the committee may direct.

- g) A person is not eligible to simultaneously hold more than one position on the committee.

### 3.4 Vacancies

- a) For these rules, a vacancy in the office of a member of the committee occurs if the member:
  - I. dies;
  - II. ceases to be a member of the Association;
  - III. resigns the office;
  - IV. is removed from office under clause 3.5;
  - V. become bankrupt or personally insolvent;
  - VI. suffers from mental or physical incapacity;
  - VII. is disqualified from office under the Act, section 63 (1); or
  - VIII. is absent without the consent of the committee from all meetings of the committee held during a period of 6 months
- b) Any casual vacancy occurs in the office of a committee member during the proper term shall be filled by a member organisation providing the delegate to the committee; and the committee may, by resolution, appoint the person to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, for the residue of the original member's term.

### 3.5 Removal of committee members

The Association, in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of the member of the committee before the end of the member's term of office.

### 3.6 Committee meetings or general meetings and quorum

- a) The committee shall meet at least 4 times in each calendar year at the place and time as the committee may decide.
- b) Additional meetings of the committee may be called by any member of the committee.
- c) Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under clause 3.6 c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.

- e) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- f) No business shall be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and the same hour of the same day in the following week.
- g) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- h) At meetings of the Committee:
  - I. the President or in the absence of the President, the Secretary shall preside; or
  - II. if the President and the Secretary are absent, one of the remaining members of the committee may be chosen by the members present to preside

### 3.7 Voting

- a) Subject to clause 3.7 c) voting upon any question arising at a general meeting of the Association a member organisation has 1 vote only.
- b) All votes shall be given personally or by proxy at any general meeting but no member may hold more than 1 proxy.
- c) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- d) A member or proxy is not entitled to vote at any general meeting of the Association unless all moneys due and payable by the member or proxy to the Association has been paid.

## 4 Annual general meetings

- a) An AGM shall be held within 5 months after the end of each financial year of the Association.
- b) An AGM shall elect members of the committee, including office-bearers.
- c) A quorum for the AGM shall be at least 20 percent of membership.
- d) 14 days of notice shall be given to all member of the Association to call an AGM.
- e) At an AGM, committee members shall receive the committee reports on the activities of the Association during the last financial year, and shall consider the statement of accounts and the relevant reports.

## **5 Financial Year**

The financial year of the Association ends on 30 June.

## **6 Miscellaneous**

### **6.1 Funds – source**

- a) The funds of the Association must be derived from fees and subscriptions of members, donations, and subject to any resolution passed by the Association in general meeting and subject to the Act, section 114, any other sources that the committee decides.
- b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **6.2 Funds – management**

Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the committee decides

### **6.3 Common seal**

- a) The common seal of the Association shall be kept in the custody of the secretary.
- b) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the Secretary.

### **6.4 Custody of books**

Subject to the Act, the regulations and these rules, the Secretary of the Association must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

### **6.5 Inspection of books**

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a member of the Association at any reasonable hour.