

THE CONSTITUTION

OF

THE AUSTRALIA-NEPAL FRIENDSHIP SOCIETY INCORPORATED

May, 2008

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PART I—PRELIMINARY

1. **NAME**

1.1 The name of the Society shall be "The Australia-Nepal Friendship Society Incorporated".

2. **INTERPRETATION**

2.1 In these Articles, unless a contrary intention appears:

"the Act" means the Associations Incorporation Act 1991;

"the Regulations" means the Associations Society Incorporation Regulations;

"the Society" means the Australia-Nepal Friendship Society Incorporated;

"Model Articles" means the Articles for incorporated association pursuant to the Act.

2.2 Once accepted by the general meeting of the Society, this constitution shall replace the constitution of the Society amended in 2007.

3. **OBJECTIVES**

3.1 The objectives of the Society shall be to promote friendship, understanding and goodwill between the people of Australia and Nepal and to promote the welfare of its members. The Society shall be non-political and non-commercial.

4. **REGISTERED OFFICE**

4.1 The registered office of the Society shall be at such a place as the Committee may determine.

PART II—MEMBERSHIP

5. **MEMBERSHIP AND MEMBERSHIP FEE**

5.1 Membership of the Society shall be open to any person who, irrespective of race, political or religious affiliation, agrees with the objectives of the Society.

5.2 The Annual Membership fee, as determined by the Annual General Meeting or a Special General Meeting, shall fall due on the 1st of April each year.

5.3 A member shall be unfinancial when his or her membership fee remains unpaid for a period of four (4) months or more after the membership fee is due for the purposes of Article 6 of this Constitution.

5.4 A special status of Lifetime membership of the Society can be granted to specific individuals in recognition of their outstanding and/or long serving contributions made to the Society. Recommendations for Lifetime memberships will be made by the Executive Committee, and approved by the members in the Annual General Meeting. The Executive Committee will determine the criteria for the nomination of Lifetime members. Lifetime members will be considered as financial members of the society.

5.5 A register of members of the Society, showing their names, email and postal addresses and dates of entry shall be kept by the Public Officer.

6. CESSATION OF MEMBERSHIP

6.1 A person ceases to be a member of the Society if the person:

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the Society ;
- (c) is expelled from the Society ; or
- (d) fails to renew membership of the Society.

7. RESIGNATION OF MEMBERSHIP

7.1 A member who has paid all amounts payable by the member to the Society may resign from membership of the Society by first giving notice (being not less than 1 month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

7.2 Where a person ceases to be a member, the Secretary shall notify the member and the Public Officer who will then make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. MEMBERS' LIABILITY

8.1 The liability of a member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Article 11.

9. DISCIPLINE

9.1 Where the Committee is of the opinion that a member:

- (a) has persistently refused or neglected to comply with a provision of these Articles, or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Society;
- the Committee may, by resolution:
- (c) expel the member from the Society ; or
 - (d) suspend the member from such rights and privileges of membership of the Society as the Committee may determine for a specified period.

9.2 A resolution of the Committee under Article 9.1 is of no effect unless the Committee, at a meeting held not earlier than 16 days and not later than 30 days after

service on the member of a notice under Article 9.3, confirms the resolution in accordance with this Article.

9.3 Where the Committee passes a resolution under Article 9.1, the Public Officer shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than 16 days and not later than 30 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 Committee at or prior to the date of that meeting written representations relating to the resolution.

9.4 Subject to section 50 of the Act, at a meeting of the Committee mentioned in Article 9.2, the Committee shall:

- (a) give to the member mentioned in Article 9.1 an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution of the Committee made under Article 9.1.

9.5 Where the Committee confirms a resolution under Article 9.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under Article 10.

9.6 A resolution confirmed by the Committee under Article 9.4 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; or
- (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with Article 10.4.

10. **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

10.1 A member on whom a notice under Article 9.4 is served, may appeal against the expulsion by delivering or sending by post to the Public Officer, within 16 days after the service of that notice, a request in writing demanding the convening of a Special General Meeting of the Society for the purpose of hearing the appeal;

10.2 Upon receipt of a notice under Article 10.1, the Public Officer shall notify the Committee which shall convene a General Meeting of the Society to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.

10.3 Subject to section 50 of the Act, at a General Meeting of the Society convened under Article 10.2:

- (a) no business other than the question of the appeal shall be transacted;

- (b) 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
- (c) the members present shall vote by secret ballot on the question of whether the resolution made under Article 9.4 should be confirmed or revoked.

10.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under Article 9.4, that resolution is confirmed.

10.5 Expulsion does not prejudice the right of the Society to recover any debt owed to the Society, or any money or other property of the Society held by the member at the date of suspension or expulsion.

PART III—COMMITTEE

11. THE COMMITTEE

11.1 The Committee, subject to the Act, the Regulations, these Articles, and to any resolution passed by the Society in General Meetings:

- (a) shall control and manage the affairs of the Society ;
- (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these Articles to be exercised by the Society in General Meeting;
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society; and
- (d) has power to decide on any relevant matter not otherwise specifically covered by these Articles, the Act or the Regulations.

11.2 The Committee shall consist of a President, Vice President, Secretary, Treasurer, six (6) other members and a Public Officer.

11.3 Each member of the Committee shall, subject to these Articles, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

11.4 In the event of a vacancy in the membership of the Committee, the Committee may appoint a member of the Society to fill the vacancy.

11.5 If the Public Officer vacates the position, the Committee is required to appoint a replacement within 14 days.

11.6 A person who has been declared bankrupt shall not nominate himself or herself for a position or accept any position in the executive committee of the Society.

12. Election of committee members

12.1 The Committee shall be elected by financial members at each Annual General Meeting.

12.2 Nominations of candidates for election as Committee members of the Society:

- (a) shall be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

(b) shall be delivered to the Secretary of the Society not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.

12.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and nominations for unfilled positions shall be accepted at the Annual General Meeting.

12.4 If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies.

12.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

12.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

12.7 The ballot for the election of Committee members shall be conducted at the Annual General Meeting in such manner as the Committee may direct.

12.8 A person is not eligible to simultaneously hold more than 1 position on the Committee.

12.9 A person shall not be eligible to be elected as President of the society for any three consecutive periods. There must be a gap of at least two years before the same person can be re-elected as President of the Society.

13. PRESIDENT AND VICE PRESIDENT

13.1 The President of the Society shall, as soon as practicable after being appointed as president, notify the Society of his/her contact details and mailing address.

13.2 The President shall preside all meetings of the Committee and General Meetings of the Society and cast final vote in case of a tie.

13.3 The President shall represent the Society, unless delegated to another committee member, to other external foras.

13.4 The Vice President shall assume the role of the president and preside the meetings when the president is absent.

14. SECRETARY

14.1 The Secretary of the Society shall, as soon as practicable after being appointed as Secretary, notify the Society of his/her contact details and mailing address.

14.2 The Secretary shall keep minutes of:

- (a) all elections and appointments of Committee members;
- (b) the names of members of the Committee present at a Committee Meeting, General Meeting or an Annual General Meeting; and
- (c) all proceedings at Committee Meetings, General Meetings and Annual General Meetings.

14.3 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15. TREASURER

15.1 The Treasurer of the Society shall:

- (a) collect and receive all moneys due to the Society and make all payments authorised by the Society ; and

(b) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society .

16. PUBLIC OFFICER

16.1 The Public Officer of the Society shall

- a. become the official of the society on whom notice is required to be served in the legal sense
- b. notify his or her appointment, change of address, amendment to rules and the passing of special resolutions to the ACT Registrar's General's Office.

17. VACANCIES

17.1 For the purposes of these Articles, a vacancy in the office of a member of the Committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Society ;
- (c) resigns from the office;
- (d) is removed from office pursuant to Article 19;
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under subsection 63 (1) of the Act; or
- (h) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months or without apology from three consecutive meetings of the Committee.

18. REMOVAL OF COMMITTEE MEMBERS

18.1 The Society in General Meeting may by resolution, subject to section 50 of the Act, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

19. COMMITTEE MEETINGS AND QUORUM

19.1 The Committee shall meet at least 3 times in each calendar year at such place and time as the Committee may determine.

19.2 Additional meetings of the Committee may be convened by any member of the Committee.

19.3 Oral or written notice of a meeting of the Committee shall be given by the President or Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

19.4 Notice of a meeting given under Article 19.3 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 which the Committee members present at the meeting unanimously agree to treat as urgent business.

19.5 Six (6) members of the Committee present shall constitute a quorum for the transaction of the business of a meeting of the Committee.

19.6 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 shall be dissolved. Another meeting shall be called in accordance with the Article 19.3.

19.7 If a committee fails to achieve a quorum on three (3) consecutive meetings then the Secretary in consultation with the President shall call a general meeting of the Society in accordance with the Article 27.1 and a new committee shall be elected by the general meeting.

19.8 At meetings of the Committee:

(a) the President or in the absence of the President, the Vice President shall preside; or

(b) if the President and the Vice President are absent, 1 of the remaining members of the Committee may be chosen by the members present to preside.

20. **VOTING AND DECISIONS**

20.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.

20.2 Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

20.3 Subject to Article 19.5, the Committee may act notwithstanding any vacancy on the Committee.

20.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

21. **ACCOUNTS**

21.1 The Committee shall ensure that proper records are kept of all moneys received and expended and of the assets and liabilities of the Society.

21.2 The Committee shall arrange to open a bank account(s), and cheques drawn on such account(s) shall be signed by any two of the President, Secretary and Treasurer. The details of cheques paid or other transactions shall be submitted to the Committee for ratification at each Committee meeting.

21.3 At the Committee meeting prior to the Annual General Meeting, the Treasurer shall submit a Statement of Accounts to the Committee for ratification.

21.4 The Financial year of the Society shall end on 31st of March each year.

22. **FUNDS - SOURCE**

22.1 The funds of the Society shall be derived from annual membership fees of members, donations and, subject to any resolution passed by the Society in General Meeting and subject to section 116 of the Act, such other sources as the Committee determines.

22.2 All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account(s).

22.3 The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

23. FUNDS AND PROPERETY - MANAGEMENT

23.1 Subject to any resolution passed by the Society in General Meeting, the funds and property of the Society shall be used in pursuance of the objects of the Society in such manner as the Committee determines.

24. AUDITOR

24.1 At each Annual General Meeting of the Society, the members present shall appoint a person who is not a member of the Committee as the auditor and such person shall hold office until the conclusion of the Annual General Meeting next after that at which he or she is appointed.

24.2 The first auditor shall be appointed by the Committee which shall have the power to appoint a person as auditor should a casual vacancy occur. In each case the person so appointed shall hold office until the conclusion of the next succeeding Annual General Meeting

24.3 Prior to the Annual General Meeting the auditor shall examine the accounts of the Society, certify as to the correctness and report thereon to the members at the meeting.

PART IV—MEETINGS

25. MEETINGS

25.1 The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

25.2 Fourteen (14) days notice of General Meetings and Annual General Meetings and Twenty one (21) notice of General Meetings requiring a special resolution shall be given to members in writing and the notice shall specify the place, day and time of the meeting, the nature of the business to be transacted and when necessary, the intention to propose a special resolution.

26. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

26.1 The Annual General Meeting of the Society shall, subject to the Act, be convened on such date and at such place and time as the Committee thinks fit and shall be held not later than 31st May each year.

26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) to receive the President's annual report and other Committee member's reports on the activities of the Society during the last preceding financial year;
- (c) to elect members of the Committee, including office-bearers;
- (d) to receive and consider the audited statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act; and
- (e) appoint an Auditor and fix his or her remuneration, if any.

26.3 An Annual General Meeting shall be specified as such in the notice convening it in accordance with Article 25.

26.4 An Annual General Meeting shall be conducted in accordance with the provisions of this Part.

26.5 The Annual General Meeting may transact other business of which notice is given in accordance with these Articles.

27. GENERAL MEETINGS - CALLING OF AND BUSINESS AT

27.1 A General Meeting may be called at any time by the Committee, or by a requisition in writing signed by at least fifteen (15) financial members of the Society or by the Secretary for the purpose of Article 19.7.

27.2 A requisition of members for a General Meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be lodged with the Secretary;
- (c) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition; and
- (d) shall cause the Committee to convene a General Meeting of the Society forthwith.

27.3 If the Committee fails to convene a General Meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may convene a General Meeting to be held not later than 3 months after that date.

27.4 A General Meeting convened by a member or members referred to in Article 27.3 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

27.5 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 which may be transacted pursuant to Article 26.

27.6 A 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 receipt of the notice from the member.

28. General meetings - procedure and quorum

28.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Articles to vote is present during the time the meeting is considering that item.

28.2 Fifteen (15) financial members personally present (being members entitled under these Articles to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

28.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting shall be adjourned. Another meeting shall be called by the Secretary or the President within the next fourteen (14) days with a notice of not less than 48 hours.

28.4 If at 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 8) shall constitute a quorum.

29. PRESIDING MEMBER

29.1 The President, or in his or her absence the Vice President shall preside at every General Meeting of the Society.

29.2 If neither is at a meeting the members present shall elect one of their number to preside as chairman.

30. ADJOURNMENT

30.1 The person presiding at 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.

30.2 Where a General Meeting is adjourned for 16 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

30.3 Except as provided in Articles 30.1 and 30.2, 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.

31. DECISIONS

31.1 A question arising at a General Meeting of the Society shall be resolved by show of hands and, unless before or on the declaration of the show of hands a secret ballot is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

31.2 At a General Meeting of the Society, a secret ballot may be demanded by the person presiding or by not less than 3 members present in person at the meeting.

31.3 Where a secret ballot is demanded at a General Meeting, the ballot shall be taken:

- (a) immediately in the case of a ballot which relates to the election of the person to preside at 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 person presiding directs,
- (c) the resolution of the ballot on all matters based on simple majority of votes cast shall be deemed to be the resolution of the meeting on that matter.

32. VOTING AND PROHIBITION OF PROXIES

32.1 Subject to Article 30.3, upon any question arising at a General Meeting of the Society, a single membership has one vote only and a family membership has a maximum of two votes (limited to one per person attending) only.

32.2 All votes shall be given personally. Voting by proxy vote at Committee Meetings, General Meetings or Annual General Meetings is prohibited.

32.3 In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.

32.4 A member is not entitled to vote at any General Meeting of the Society unless all money due and payable by the member to the Society has been paid, other than the amount of the annual membership fee payable in respect of the then current year.

PART V—MISCELLANEOUS

33. SEAL

33.1 The Seal of the Society shall be in the form of a rubber stamp, inscribed with the name of the Society encircling the word "Seal".

33.2 The Seal of the Society shall not be affixed to any instrument except by the authority of the Committee and the affixing thereof shall be attested by the signatures of two (2) members of the Committee and recorded by the Secretary.

33.3 The seal shall remain in the custody of the Public Officer.

34. CONSTITUTION AMENDMENT

34.1 The Constitution shall only be amended at

- a. an Annual General Meeting of the Society at least 21 days (Article 25.2) prior to which written notice of the proposed amendments has been forwarded to the Secretary; or
- b. at a special General Meeting called for that purpose.

34.2 A majority of three-quarter of those present and voting is required to pass an amendment to the Constitution.

35. CUSTODY OF BOOKS AND DOCUMENTS

35.1 Subject to the Act, the Regulations and these Articles, all administrative records, registers and books relating to the Society shall be kept in the control of the Secretary.

35.2 Subject to the Act, the Regulations and these Articles, all records, registers, books and ledgers relating to the financial affairs of the Society shall be kept in the control of the Treasurer.

35.3 Where the Committee considers it expedient, such records, registers, books and other documents may be kept in the custody or under the control of any member nominated by the Committee.

36. INSPECTION OF BOOKS AND DOCUMENTS

36.1 A member may, by notice in writing addressed to the Secretary require that the Committee makes available for inspection any such records, books, correspondence and registers which that member wishes to peruse at any reasonable hour at a place nominated by the Committee.

37. DISSOLUTION

37.1 A General Meeting called for the purposes of considering a winding up or dissolution of the Society may, by a vote of three-quarters of the members present and voting, resolve to discontinue the activities of the Society, and thereupon action shall be commenced by the Committee for the dissolution and winding up of the Society.

37.2 If upon the winding up or dissolution of the Society there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members, either directly or indirectly, but shall be given or transferred to non-profit, non-government fund, foundation, society, association or other institution having the same or similar objects as the Society and a Constitution with a provision similar to this clause, such fund, association or institution to be determined by the members at the time of dissolution.

38. MODEL ARTICLES

38.1 The Model Articles shall apply to any relevant matter not otherwise specifically covered by this Constitution.