

Association Number: A03601



The Constitution Of

Australia-Nepal Friendship Society Incorporation

Australia-Nepal Friendship Society
PO Box 190, Civic Square, ACT 2608
+61 (2) 5119-3033 | info@anfscanberra.org.au

Contents

PART 1.1	PRELIMINARY	1
1	NAME	1
2	CONSTITUTION — APPLICATION	1
3	DEFINITIONS AND INTERPRETATION	1
4	ANFS OBJECTS	2
5	APPLICATION OF CERTAIN ACTS	2
6	REGISTERED OFFICE	2
PART 1.2	MEMBERSHIP	3
7	MEMBERSHIP—APPLICATION	3
8	MEMBERSHIP—TYPES	3
9	MEMBERSHIP—DECISION	3
10	MEMBERSHIP—WHEN MEMBERSHIP BEGINS	4
11	MEMBERSHIP—MEMBERSHIP FEE	4
12	MEMBERSHIP—WHEN MEMBERSHIP ENDS	4
13	MEMBERSHIP—RESIGNING	5
14	MEMBERSHIP—RIGHTS AND LIABILITIES NOT TRANSFERABLE	5
PART 1.3	DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURE	6
	<i>Division 1.3.1 Dispute resolution procedure</i>	<i>6</i>
15	APPLICATION	6
16	MEANING OF <i>PARTY</i> TO A DISPUTE	6
17	RESOLVING DISPUTE BY AGREEMENT	6
18	DISPUTE RESOLUTION PROCEDURE—STARTING THE PROCEDURE	7
19	DISPUTE RESOLUTION PROCEDURE—APPOINTING DECISION-MAKER	7
20	DISPUTE RESOLUTION PROCEDURE—NOTICE TO PARTIES ABOUT DECISION-MAKER	7
21	DISPUTE RESOLUTION PROCEDURE—OPPORTUNITY TO BE HEARD	8
22	DISPUTE RESOLUTION PROCEDURE—OUTCOME	8
23	DISPUTE RESOLUTION PROCEDURE—ENDING DISPUTE BY AGREEMENT	8
	<i>Division 1.3.2 Disciplinary procedure</i>	<i>9</i>
24	DEFINITION	9
25	APPLICATION	9
26	DISCIPLINARY PROCEDURE—GROUNDS FOR DISCIPLINARY ACTION	9
27	DISCIPLINARY PROCEDURE—PROPOSED DISCIPLINARY ACTION	9
28	DISCIPLINARY PROCEDURE—APPOINTING DECISION-MAKER	10
29	DISCIPLINARY PROCEDURE—NOTICE TO MEMBER ABOUT PROPOSED DISCIPLINARY ACTION	10

30	DISCIPLINARY PROCEDURE—OPPORTUNITY TO BE HEARD	10
31	DISCIPLINARY PROCEDURE—OUTCOME.....	11
32	DISCIPLINARY PROCEDURE—STOPPING	12
33	DISCIPLINARY PROCEDURE—NO FURTHER ACTION BY COMMITTEE	12
	<i>Division 1.3.3 Appealing decisions</i>	12
34	APPEAL OUTCOME—SETTING ASIDE DECISION-MAKER’S DECISION	12
35	WHO CAN APPEAL A DECISION?	12
36	APPEAL NOTICES.....	13
37	WITHDRAWING AN APPEAL	13
38	GENERAL MEETING TO DECIDE APPEAL	13
PART 1.4	COMMITTEE	14
	<i>Division 1.4.1 Committee—authority of committee</i>	14
39	COMMITTEE—AUTHORITY	14
	<i>Division 1.4.2 Committee—membership, roles and responsibilities</i>	14
40	COMMITTEE—MEMBERS	14
41	COMMITTEE—TERM OF OFFICE	15
42	COMMITTEE—ROLES AND RESPONSIBILITIES	15
43	COMMITTEE—DELEGATING ROLES AND RESPONSIBILITIES TO SUBCOMMITTEES.....	15
44	COMMITTEE — FORMING ELECTION COMMISSION	16
45	COMMITTEE—ROLES AND RESPONSIBILITIES OF PRESIDENT	16
46	COMMITTEE—ROLES AND RESPONSIBILITIES OF VICE PRESIDENT	16
47	COMMITTEE—ROLES AND RESPONSIBILITIES OF SECRETARY	17
48	COMMITTEE—ROLES AND RESPONSIBILITIES OF TREASURER	17
49	COMMITTEE—ROLES AND RESPONSIBILITIES OF PUBLIC OFFICER	17
50	COMMITTEE—ROLES AND RESPONSIBILITIES OF JOINT SECRETARY.....	18
51	COMMITTEE—ROLES AND RESPONSIBILITIES OF YOUTH AND STUDENT COORDINATOR	18
52	COMMITTEE—ROLES AND RESPONSIBILITIES OF CULTURAL COORDINATOR	18
53	COMMITTEE— ROLES AND RESPONSIBILITIES OF LANGUAGE COORDINATOR.....	18
54	COMMITTEE—ROLES AND RESPONSIBILITIES OF EVENTS COORDINATOR.....	19
55	COMMITTEE—ROLES AND RESPONSIBILITIES OF SPORTS COORDINATOR	19
56	COMMITTEE—ROLES AND RESPONSIBILITIES OF PRINCIPAL (NEPALI LANGUAGE SCHOOL).....	19
57	COMMITTEE—ROLES AND RESPONSIBILITIES OF INFORMATION AND COMMUNICATION TECHNOLOGY COORDINATOR	19
58	COMMITTEE—ROLES AND RESPONSIBILITIES OF OUTGOING PRESIDENT OR ANOTHER OUTGOING MEMBER	20
59	COMMITTEE—ROLES AND RESPONSIBILITIES OF ADVISOR	20
60	COMMITTEE—DELEGATING ROLES AND RESPONSIBILITIES OF COMMITTEE MEMBERS	20

<i>Division 1.4.3</i>	<i>Committee—election and removal</i>	21
61	COMMITTEE—MEMBERSHIP	21
62	COMMITTEE—TERM OF OFFICE	21
63	COMMITTEE—REMOVAL OF MEMBER FROM OFFICE	22
64	COMMITTEE—FILLING CASUAL VACANCIES	22
<i>Division 1.4.4</i>	<i>Committee meetings</i>	23
65	COMMITTEE MEETINGS	23
66	COMMITTEE MEETINGS—NOTICE AND BUSINESS	23
67	COMMITTEE MEETINGS—CHAIR	23
68	COMMITTEE MEETINGS—QUORUM	24
69	COMMITTEE MEETINGS—VOTING	24
70	COMMITTEE MEETINGS—CONFLICT OF INTEREST	25
71	COMMITTEE MEETINGS—MINUTES	25
72	COMMITTEE MEETINGS—RECORDS.....	25
PART 1.5	ANNUAL AND OTHER GENERAL MEETINGS	26
73	GENERAL MEETINGS—CALLED BY COMMITTEE	26
74	GENERAL MEETINGS—CALLED AT REQUEST OF MEMBERS.....	26
75	GENERAL MEETINGS—VIRTUAL ATTENDANCE.....	26
76	ANNUAL GENERAL MEETINGS—NOTICE, QUORUM AND BUSINESS	27
77	SPECIAL GENERAL MEETINGS—NOTICE, QUORUM AND BUSINESS	27
78	OTHER GENERAL MEETINGS—NOTICE AND BUSINESS	28
79	GENERAL MEETINGS—AUTHORISING PROXY.....	28
80	GENERAL MEETINGS—CHAIR	29
81	GENERAL MEETINGS—QUORUM	29
82	GENERAL MEETINGS—VOTING.....	30
83	GENERAL MEETINGS—MINUTES	30
84	GENERAL MEETINGS—ADJOURNMENT	31
PART 1.6	FINANCIAL MATTERS	32
85	FUNDS—SOURCE	32
86	FUNDS—USE AND MANAGEMENT	32
PART 1.7	ELECTION	33
<i>Division 1.7.1</i>	<i>Election—Details and Nominations</i>	33
87	ELECTION—ELECTION COMMISSION	33
88	ELECTION—VOTING PROCEDURE	33
89	ELECTION—MEMBERS TO BE ELECTED	33
90	ELECTION—ELECTION PROCESS	33

91	ELECTION—DISPUTE IN ELECTION	33
92	ELECTION—CANDIDACY NOMINATION	34
93	ELECTION—RE-ELECT	34
94	ELECTION—ELIGIBILITY OF CANDIDATE	34
PART 1.8	AMENDMENT OF CONSTITUTION	35
95	PROPOSAL OF AMENDMENT	35
96	NOTIFICATION	35
97	DISCUSSION AND VOTING	35
98	IMPLEMENTATION	35
PART 1.9	MISCELLANEOUS	36
99	RECORDS AND OTHER DOCUMENTS	36
100	WINDING UP AND DISTRIBUTION	36
101	INDEMNITY	36
PART 1.10	AMENDMENT HISTORY	37
102	AMENDMENT HISTORY LISTINGS	37

Part 1.1 Preliminary

1 Name

(1) The name of the association shall be the Australia-Nepal Friendship Society, hereinafter referred to as the “ANFS” or “Society”

(2) The registration name of the association shall be the Australia-Nepal Friendship Society Incorporation.

2 Constitution — application

(1) This is the constitution for ANFS.

3 Definitions and Interpretation

(1) “**Act**” means the Associations Incorporation Act 1991.

(2) “**ACT**” means the Australian Capital Territory.

(3) “**Committee**” means the Executive Committee to run ANFS formed under the section 61.

(4) “**Member**” means a member as described in section 8.

(5) “**the Society**” means the Australia-Nepal Friendship Society.

(6) “**Public Officer**” means an individual who has been appointed to exercise the roles and responsibilities of the Public Officer of ANFS under the Act and other duties as may be defined.

(7) “**Regulation**” means the Associations Incorporation Regulation 1991.

(8) “**Financial member**” means a member of the Society who has paid the applicable membership fee in full and whose membership is current within the timeframe set out under Section 12. Life members are also considered financial members unless otherwise stated.

(9) “**Term**” means the fixed two-year period of service for which the elected Committee holds office, commencing from the date of election and ending on 31st March of the second year, regardless of when the Committee begins functioning.
Note: The Committee term was one year prior to the amendment of the Society’s Constitution in May 2019.

(10) “**Election year**” means the calendar year in which the Committee election takes place, including the period leading up to the election and ending on 31st March of the following year when the newly elected Committee formally assumes office.

(11) “**Quorum**” means the minimum number of members or Committee members who must be present at a meeting to lawfully conduct business, as specified in the relevant provisions of this Constitution.

(12) “**Proxy**” means a member who is authorised in writing by another member to vote on their behalf at a general meeting, subject to the conditions set out in Section 80.

(13) “**Caretaker Committee**” means the outgoing Committee that continues to hold office after the expiration of its term, with limited authority to carry out only essential and routine administrative functions until the newly elected Committee is sworn in.

(14) “**Subcommittee**” means a body formed by the Committee, consisting of Committee members or general members, for the purpose of undertaking specific delegated tasks or responsibilities as defined under Section 43.

(15) “**Task Force**” means a temporary group established by the Committee or general meeting to perform a defined set of activities or solve specific issues, with a limited scope and timeframe.

(16) “**Special resolution**” means a resolution passed by at least three-quarters ($\frac{3}{4}$) of the votes cast by members entitled to vote, in accordance with section 70 of the Act.

(17) “**Surplus property**” means any assets of the Society remaining after the satisfaction of all its debts and liabilities.

4 ANFS objects

(1) Promote friendship, understanding, and goodwill between people of Australia and Nepal

(2) Promote the welfare of its members

(3) Function as non-political, non-religious and not-for-profit

5 Application of certain Acts

The following Acts apply to ANFS.

(1) the *Electronic Transactions Act 2001*;

(2) the *Legislation Act 2001*.

6 Registered Office

(1) The registered office of the Society shall be at such place as the Committee may determine.

Part 1.2 Membership

7 Membership—application

- (1) A person may apply to the Committee to become a member of the Society.
- (2) The application must—
 - (a) be in writing; and
 - (b) include—
 - (i) the applicant’s name and personal details; and
 - (ii) a statement that the applicant supports the Society’s objects and agrees to comply with the Act and the Society’s rules; and
 - (c) be signed by the applicant.
- (3) The Committee may require the application to be in a form decided by the Committee.
- (4) A membership application fee defined under section 11 is payable at the time of membership application.

8 Membership—types

- (1) The society shall have two types of memberships:
 - (a) Ordinary member and
 - (b) Life member

(a) Ordinary membership is acquired by applying for membership to the Society as per section 7; and Ordinary member (financial member) is the type of membership where the individual, family or organization membership is valid for and ends on 31 March of the election year;

(b) Life membership is granted to specific individuals or organizations in recognition of their outstanding and/or long serving contributions made to the Society. The Committee shall recommend the life member and must be approved by the majority of members in the Annual General Meeting. The life member shall be considered as financial member, and membership is valid until the Society is functioning.

9 Membership—decision

- (1) The Committee must consider each application for membership and decide whether to accept or reject the application.
- (2) The Committee may reject an application only if—
 - (a) the application does not comply with section 7 (2); or

- (b) if the committee requires an application to be in a particular form under section 7 (3)—the application is not in the required form; or
 - (c) the committee is not satisfied that the applicant will support the Society's objects and comply with the Act and the Society's rules.
- (3) As soon as practicable after deciding the application, the Committee must give the applicant written notice of the decision.
- (4) If the Committee accepts the application, the committee must—
- (a) Record the information required by the [Act](#), section 67 (2) in the register of members.
- Note 1* The information required to be recorded in the register includes the person's name and contact details and the date the person became a member (see [Act](#), s 67 (2)).
- Note 2* A member may apply to the committee to restrict access to the member's personal information on the register (see [Act](#), s 67B).

10 Membership—when membership begins

- (1) A membership begins on—
- (a) The day the Committee accepts the application for membership

11 Membership—membership fee

- (1) The membership fee of the Society (hereinafter referred to as the "membership fee") shall be the amount determined by the Committee and approved by a resolution passed at an Annual General Meeting or Special General Meeting.
- (2) The membership fee is due by 31st March of the year in which the Committee's term ends, regardless of when the membership was acquired.

12 Membership—when membership ends

- (1) A membership ends if—
- (a) the person resigns under section 13; or
 - (b) the person has not renewed membership by 31st March of the same year when the existing Committee term expires irrespective of when the membership was acquired; or
 - (c) the person's membership is cancelled because of disciplinary action taken under part 1.3; or
 - (d) if the member is an individual—the individual—
 - (i) dies; or
 - (ii) is not physically or mentally fit to exercise the functions of membership;
or

- (e) if the member is a corporation—the corporation is wound up; or
- (f) the incorporation of the Society is cancelled under—
 - (i) the [Act](#), section 83 (Cancellation where continued incorporation inappropriate); or
 - (ii) the [Act](#), section 85 (Cancellation of incorporation following voluntary transfer); or
 - (iii) the [Act](#), section 93 (Cancellation of incorporation); or
- (g) the Society is wound up under—
 - (i) the [Act](#), section 88 (Voluntary winding-up); or
 - (ii) the [Act](#), section 90 (Winding-up by the court).

13 Membership—resigning

- (1) A member may resign their membership of the Society by giving written notice to the Committee.
- (2) The resignation takes effect on the day Committee approves the notice.
- (3) Despite subsection 2, a person who resigns their membership remains liable for any membership fee or other debts the person owes to the Society when the resignation takes effect.
- (4) The Committee must remove information about the member from the register of members as soon as practicable after the member’s resignation takes effect.

14 Membership—rights and liabilities not transferable

- (1) A member’s rights and liabilities—
 - (a) are not transferable; and
 - (b) end when the member’s membership ends however the member is still liable for any membership fee or other debts the member owes to the Society.

Part 1.3 Dispute resolution and disciplinary procedure

Division 1.3.1 Dispute resolution procedure

15 Application

- (1) This division sets out the dispute resolution procedure for dealing with a dispute under the Act or the Society's rules between—
 - (a) a member and another member; or
 - (b) a member and the committee. or
 - (c) a member and a task force or subcommittee.
 - (d) a person or organisation applying the membership and the committee or a task force.

16 Meaning of *party* to a dispute

- (1) In this division: *party*, to a dispute, means—
 - (a) if the dispute is between members—the members; or
 - (b) if the dispute is between a member and the committee—the member and the committee; or
 - (c) if the dispute is between a member and a task force or sub committee – the member and the members of task force or subcommittee.
 - (d) if the dispute is between a person or organisation applying the membership and the Committee or a taskforce.

17 Resolving dispute by agreement

- (1) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- (2) A party to the dispute may ask the committee to help the parties resolve the dispute by agreement if—
 - (a) the committee is not a party to the dispute; and
 - (b) the parties are unable to resolve the dispute between themselves.

18 Dispute resolution procedure—starting the procedure

- (1) If the parties to a dispute do not resolve the dispute by agreement under section 17, any party to the dispute may start the dispute resolution procedure by giving written notice to the Committee.
- (2) The notice must—
 - (a) include the names and contact details of the parties to the dispute; and
 - (b) give a summary of the matters in dispute (a *dispute summary*) including the relevant provisions of the Act and the Society’s rules (if known); and
 - (c) briefly state the steps the parties have taken to resolve the dispute.

19 Dispute resolution procedure—appointing decision-maker

- (1) As soon as practicable after receiving a notice under section 18, the Committee must appoint a decision-maker to decide the outcome of the dispute. The decision-maker can be one (1) person or group of three (3) persons.

Note For laws about appointments, see the [Legislation Act](#), pt 19.3.

- (2) The committee must ensure that the decision-maker—
 - (a) is unbiased; and
 - (b) has, or can quickly acquire, knowledge of the following:
 - (i) the Act;
 - (ii) the Society’s rules & objects;
 - (iv) the management and operation of the Society; and
 - (c) does not have a conflict of interest.
- (3) The committee must give the decision-maker a copy of the notice.

20 Dispute resolution procedure—notice to parties about decision-maker

- (1) As soon as practicable after a decision-maker is appointed under section 19, the secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.
- (2) However, if the Committee is a party to the dispute, the secretary is not required to give the Committee notice under subsection (1).
- (3) The notice must include—
 - (a) a copy of the dispute summary for the dispute; and
 - (b) the name and contact details of the decision-maker; and
 - (c) information about the dispute resolution procedure.

21 Dispute resolution procedure—opportunity to be heard

- (1) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.
- (2) The invitation must state—
 - (a) if the decision-maker invites the parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the *submission period*); and
 - (b) if the decision-maker invites the parties to make oral submissions—the day and time (within the submission period) when the party can make their oral submissions.
- (3) The decision-maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

22 Dispute resolution procedure—outcome

- (1) As soon as practicable after the submission period has ended, the decision-maker must—
 - (a) consider any submissions received by the decision-maker during the submission period; and
 - (b) decide the outcome of the dispute (the *dispute decision*); and
 - (c) give the parties to the dispute a written notice stating—
 - (i) the dispute decision; and
 - (ii) the reasons for the dispute decision; and

Note For what must be included in a statement of reasons, see the [Legislation Act](#), s 179.

 - (iii) that a party to the dispute may appeal the dispute decision under division 1.3.3 (Appealing decisions); and
 - (d) if the committee is not a party to the dispute—give the committee a copy of the notice mentioned in paragraph (c).

23 Dispute resolution procedure—ending dispute by agreement

- (1) The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.
- (2) If the parties agree to end the dispute, they must give written notice to the following people:
 - (a) if the committee is not a party to the dispute—the committee;
 - (b) if a decision-maker has been appointed for the dispute—the decision-maker.

- (3) The notice must state—
 - (a) that the parties have agreed to end the dispute; and
 - (b) the terms of the agreement.

Division 1.3.2 Disciplinary procedure

24 Definition

- (1) In this division: *disciplinary action*, against a member of the Society in relation to the member’s status as a member of the Society, includes any of the following:
 - (a) demoting the member to a level of membership with fewer rights and privileges;
 - (b) suspending the member’s entitlement to exercise some or all of the member’s rights and privileges as a member for a stated period;
 - (c) suspending the member’s membership for a stated period;
 - (d) cancelling the member’s membership and disqualifying the member from applying for membership for a stated period.

ground for disciplinary action—see section 26.

25 Application

- (1) This division sets out the disciplinary procedure the Society must use if it proposes to take disciplinary action against a member.

26 Disciplinary procedure—grounds for disciplinary action

- (1) Each of the following is a *ground for disciplinary action* against a member of the Society:
 - (a) the member has failed to comply with the Act or the Society’s rules;
 - (b) the member has acted in a way that is likely to be harmful to the Society.

27 Disciplinary procedure—proposed disciplinary action

- (1) If the Committee is satisfied that a ground for disciplinary action exists in relation to a member of the Society, the Committee may, by resolution, propose to take disciplinary action (the *proposed disciplinary action*) against the member in relation to the member’s status as a member.

28 Disciplinary procedure—appointing decision-maker

- (1) If the committee passes a resolution under section 27, the Committee must appoint a decision-maker to decide whether to take the proposed disciplinary action.

Note For laws about appointments, see the [Legislation Act](#), pt 19.3.

- (2) The Committee must ensure that the decision-maker—
 - (a) is unbiased; and
 - (b) has, or can quickly acquire, knowledge of the following:
 - (i) the Act;
 - (ii) the Society’s rules and objects;
 - (iii) the management and operation of the Society; and
 - (c) does not have a conflict of interest.
- (3) The Committee must give the decision-maker the following information in writing:
 - (a) the name and contact details of the member who is the subject of the proposed disciplinary action;
 - (b) details about the proposed disciplinary action;
 - (c) the grounds for the proposed disciplinary action.

29 Disciplinary procedure—notice to member about proposed disciplinary action

- (1) As soon as practicable after appointing a decision-maker under section 28, the committee must give the member written notice telling the member that the disciplinary procedure has started.
- (2) The notice must include—
 - (a) details about the proposed disciplinary action; and
 - (b) the grounds for the proposed disciplinary action; and
 - (c) the name and contact details of the decision-maker; and
 - (d) information about the disciplinary procedure.

30 Disciplinary procedure—opportunity to be heard

- (1) Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the member to make a written or oral submission (or both) about—
 - (a) the proposed disciplinary action; and

- (b) the grounds for the proposed disciplinary action.
- (2) The invitation must state—
 - (a) if the decision-maker invites the member to make a written submission—a period of not less than 14 days in which the member may make a written submission (the *submission period*); and
 - (b) if the decision-maker invites the member to make oral submissions—the day and time (within the submission period) when the member can make their oral submissions.
- (3) The Society must ensure that natural justice is afforded to the member throughout the disciplinary process.
- (4) The member may be accompanied by a support person at any hearing or meeting related to the disciplinary action.

31 Disciplinary procedure—outcome

- (1) As soon as practicable after the submission period has ended, the decision-maker must—
 - (a) consider any submissions received by the decision-maker during the submission period; and
 - (b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member (the *disciplinary action decision*); and
 - (c) give the member and the committee written notice stating—
 - (i) the disciplinary action decision; and
 - (ii) the reasons for the disciplinary action decision; and

Note For what must be included in a statement of reasons, see the [Legislation Act](#), s 179.
 - (iii) if the decision-maker decides to take disciplinary action—the day the disciplinary action takes effect; and
 - (iv) that the member or the committee may appeal the disciplinary action decision under division 1.3.3 (Appealing decisions).
- (2) If the decision-maker decides to take disciplinary action against a member, the committee must—
 - (a) if the member’s membership is cancelled—remove information about the member from the register of members; or
 - (b) in any other case—record the details of the disciplinary action in the register of members.
- (3) If the decision-maker decides to suspend the member’s membership for a stated period—

- (a) the person is taken not be a member of the Society during the period of suspension; and
- (b) the period of suspension does not affect the suspended member's liability to pay the annual membership fee.

32 Disciplinary procedure—stopping

- (1) The Committee may, by resolution, decide to stop a disciplinary procedure against a member at any time before the decision-maker makes a disciplinary action decision.
- (2) If the committee decides to stop the disciplinary procedure, the Committee must give written notice to—
 - (a) the member; and
 - (b) the decision-maker.
- (3) The notice must state—
 - (a) that the Committee has decided to stop the disciplinary procedure for proposed disciplinary action against a member; and
 - (b) the reasons for the Committee's decision to stop the disciplinary procedure.

33 Disciplinary procedure—no further action by committee

- (1) If a decision-maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct making up the grounds for disciplinary action set out in the written notice given to the member under section 26.

Division 1.3.3 Appealing decisions

34 Appeal outcome—setting aside decision-maker's decision

- (1) A dispute decision or disciplinary action decision may be set aside only by special resolution of the Society.

35 Who can appeal a decision?

- (1) A party to a dispute may appeal the dispute decision.
- (2) The following people may appeal a disciplinary action decision:
 - (a) the member who is the subject of the disciplinary action decision;
 - (b) the Committee.

36 Appeal notices

- (1) A person appealing a decision must, within 7 business days after being given notice of the decision, give the secretary written notice of the appeal (an *appeal notice*) stating the grounds for the appeal.

37 Withdrawing an appeal

- (1) A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the secretary.

38 General meeting to decide appeal

- (1) As soon as practicable after the secretary receives an appeal notice—
 - (a) the secretary must give the parties to the appeal a copy of the appeal notice; and
 - (b) the Committee must call a general meeting to consider a special resolution about the appeal.

Note A special resolution requires at least 21 days' notice and needs to be passed with at least $\frac{3}{4}$ of the votes (see [Act](#), s 70).

- (2) The chair of the general meeting must ensure that—
 - (a) the special resolution is the only item of business at the general meeting called under subsection (1) (b); and
 - (b) the parties to the appeal are given the opportunity to be heard about the special resolution; and
 - (c) the members vote on the special resolution by a secret ballot.
- (3) The parties to the appeal must not vote on the special resolution.
- (4) In this section:

party to the appeal, means—

- (a) if the appeal is against a dispute decision—the parties to the dispute; and
- (b) if the appeal is against a disciplinary action decision—
 - (i) the member who is the subject of the disciplinary procedure; and
 - (ii) the committee.

Part 1.4 Committee

Division 1.4.1 Committee—authority of committee

39 Committee—authority

- (1) The committee, subject to the Act, regulation, this constitution, and to any resolution passed by the Society in annual general meeting:
 - (a) controls and manages the affairs of the Society;
 - (b) has the power to apply the funds of the Society as it deems necessary or desirable for the proper management of the affairs of the Society;
 - (c) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society;
 - (d) has the power to make guidelines of the Society;
 - (e) has the power to make forms as required; and
 - (f) has the power to determine fees.

Division 1.4.2 Committee—membership, roles and responsibilities

40 Committee—members

- (1) The Committee must include the following positions for the Society:
 - (a) the president
 - (b) the vice-president
 - (c) the secretary
 - (d) the treasurer
 - (e) a joint secretary
 - (f) a member – youth and student coordinator
 - (g) a member – cultural coordinator
 - (h) a member – language coordinator
 - (i) a member – events coordinator
 - (j) a member – sports coordinator
 - (k) a member x 4
- (2) The Committee must include the following ex officio positions for the Society:
 - (a) a member – principal (Nepali language school run by the Society)
- (3) The Committee must include the following appointed positions for the Society:

- (a) the public officer
 - (b) a member – information & communication technology coordinator
 - (c) two advisors
- (4) A member must not hold more than one (1) position on the committee at the current term however sub-committee and task force are exempted.

Note Committee members have duties of care and diligence, good faith and proper purpose and duties about the use of their position and the use of information obtained because of their position (see [Act](#), div 4.2 and dict, def *officer*).

41 Committee—term of office

- (1) The term of the Committee is two years from the election year.
- (2) The Committee’s term ends on 31st May of the second year from the election year, regardless of when the Committee begins functioning.
- (3) After the term ends, the Committee remains in a caretaker capacity until the newly elected Committee is sworn in at AGM, but it must not make policy or financial decisions beyond routine operations.

42 Committee—roles and responsibilities

- (1) The committee may exercise the Society’s roles and responsibilities under the Act and the Society’s rules, other than conducting the Society’s business mentioned in—
 - (a) section 76 (Annual general meetings—notice and business); and
 - (b) section 77 (Special general meetings—notice and business); and
 - (c) section 78 (Other general meetings—notice and business).

Note 1 The committee has the management of the Society (see [Act](#), s 60 (2)).

Note 2 A provision of a law that gives an entity a function also gives the entity authority necessary and convenient to exercise the function (see [Legislation Act](#), s 196).

43 Committee—delegating roles and responsibilities to subcommittees

- (1) The committee may delegate a function of the committee under the Society’s rules to one (1) or more subcommittees.
- (2) However, the committee must not delegate a function given to the committee—
 - (a) under the Act or another territory law; or
 - (b) by resolution of the members at a general meeting.

Note For laws about delegations, see the [Legislation Act](#), pt 19.4.

- (3) If the committee delegates a function to a subcommittee, the subcommittee may, subject to any limitation or condition in the delegation—
 - (a) meet on the dates and at the times and places agreed by the subcommittee; and
 - (b) decide its own procedures.

44 Committee — forming election commission

- (1) An election commission must be appointed by the Committee at least 28 days before the Committee’s term ends —
 - (a) upon selection of the election commission, the election commission members shall receive written appointment letter from the Committee stating the requirements and deadline for election completion; and
 - (b) the election commission shall comprise of one election commissioner and maximum of four (4) election officers; and
 - (c) the election commission members shall be resident of Australian Capital Territory or Queanbeyan (including surrounding areas), have no conflict of interest, and have reputation of credibility, honesty, neutrality, and fairness;

45 Committee—roles and responsibilities of president

- (1) The roles and responsibilities of the president include—
 - (a) chairing Committee meetings and general meetings (including annual general meetings and special general meeting); and
 - (b) overseeing and managing overall operations of the Society; and
 - (c) presenting annual report on the Society’s affairs at the Annual General meeting; and
 - (d) exercising any other function given to the president—
 - (i) under the Act or the Society’s rules; or
 - (ii) by the committee or the members to achieve the Society’s objects.

46 Committee—roles and responsibilities of vice president

- (1) The roles and responsibilities of the vice president (if any) include—
 - (a) exercising the roles and responsibilities of the president if the president is unavailable to exercise those roles and responsibilities for any reason; and
 - (b) supporting the President in the position’s duties and responsibilities; and
 - (c) taking on specific tasks delegated by the President or the Committee; and
 - (d) exercising any other function given to the vice president—

- (i) under the Act or the Society’s rules; or
- (ii) by the committee or the members to achieve the Society’s objects.

47 Committee—roles and responsibilities of secretary

- (1) The roles and responsibilities of the secretary include—
 - (a) keeping minutes of committee meetings and general meetings (including annual general meetings and special general meetings); and
 - (b) handling all correspondence; and
 - (c) ensuring the Society’s records are properly maintained and accessible; and
 - (d) exercising any other function given to the secretary—
 - (i) under the Act or the Society’s rules; or
 - (ii) by the committee or the members to achieve the Society’s objects.
- (2) The secretary must lodge the notice mentioned in the [Act](#), section 62 (1) (Notice of changes in committee).

Note A committee member must notify the Society of any change of address within 1 month (see [Act](#), s 62 (2)).

48 Committee—roles and responsibilities of treasurer

- (1) The roles and responsibilities of the treasurer include—
 - (a) keeping the accounting records mentioned in the [Act](#), section 71 (Accounting records); and
 - (b) preparing the statement of accounts mentioned in the [Act](#), section 72 (Annual statement of accounts); and
 - (c) presenting the documents mentioned in the [Act](#), section 73 (Presentation of statement to members) at the annual general meeting; and
 - (d) lodging with the registrar-general the documents mentioned in the [Act](#), section 79 (Registrar-general’s power to require statements and reports); and
 - (e) managing the Society’s financial matters; and
 - (f) exercising any other function given to the treasurer—
 - (i) under the Act or the Society’s rules; or
 - (ii) by the committee or the members to achieve the Society’s objects.

49 Committee—roles and responsibilities of public officer

- (1) The roles and responsibilities of the public officer include—

- (a) handling external communications, public relations, and public affairs; and
- (b) exercising any other function given to the public officer —
 - (i) under the Act or the Society’s rules; or
 - (ii) by the committee or the members to achieve the Society’s objects.

50 Committee—roles and responsibilities of joint secretary

- (1) The roles and responsibilities of the joint secretary include—
 - (a) Assist the Secretary in all administrative duties; and
 - (b) Act as Secretary in their absence; and
 - (c) Help in preparing meeting agendas and minutes; and
 - (d) Support communication between members and the executive team.

51 Committee—roles and responsibilities of youth and student coordinator

- (1) The roles and responsibilities of the youth and student coordinator include—
 - (a) Engage with Nepali youth and student communities in Australia; and
 - (b) Plan and organize programs focused on youth development and student support; and
 - (c) Act as a liaison between students and the Society; and
 - (d) Promote leadership and volunteering opportunities among youth.

52 Committee—roles and responsibilities of cultural coordinator

- (1) The roles and responsibilities of the cultural coordinator include—
 - (a) Organize cultural events and programs that promote Nepali heritage; and
 - (b) Coordinate participation in multicultural festivals; and
 - (c) Preserve and promote traditional arts, music, dance, and festivals; and
 - (d) Work with artists and cultural groups.

53 Committee— roles and responsibilities of language coordinator

- (1) The roles and responsibilities of the language coordinator include—
 - (a) Support and promote the use and learning of the Nepali; and
 - (b) Help develop educational resources or workshops for language; and
 - (c) Assist in coordinating with the Nepali language school.

54 Committee—roles and responsibilities of events coordinator

- (1) The roles and responsibilities of the events coordinator include—
 - (a) Plan and manage logistics for all Society events; and
 - (b) Ensure events are inclusive and reflect the Society's mission; and
 - (c) Work with other coordinators to align activities (e.g., cultural, sports, educational); and
 - (d) Create event plans and oversee execution.

55 Committee—roles and responsibilities of sports coordinator

- (1) The roles and responsibilities of the sports coordinator include—
 - (a) Organize sports events and tournaments for the community; and
 - (b) Promote physical health and team spirit through sports; and
 - (c) Collaborate with youth coordinator to engage younger participants; and
 - (d) Encourage participation from a wide demographic.

56 Committee—roles and responsibilities of principal (Nepali Language School)

- (1) The roles and responsibilities of the principal include—
 - (a) Lead the operations of the Nepali Language School run by the Society; and
 - (b) Supervise teachers and educational programs; and
 - (c) Maintain academic standards and ensure a safe learning environment; and
 - (d) Report progress and challenges to the Committee.

57 Committee—roles and responsibilities of information and communication technology coordinator

- (1) The roles and responsibilities of the information and communication technology coordinator include—
 - (a) Maintain and update the Society's website, social media, and digital tools; and
 - (b) Provide technical support during online events or meetings; and
 - (c) Help with email communication systems and data; and
 - (d) Ensure online security and privacy standards are met.
 - (e) Liaise with external parties on IT related matters on behalf of the Society.

58 Committee—roles and responsibilities of outgoing president or another outgoing member

- (1) The roles and responsibilities of the outgoing president or another outgoing member include—
 - (a) Provide continuity and institutional memory to the Executive Committee; and
 - (b) Offer guidance and mentorship to new committee members; and
 - (c) Participate in an advisory capacity when needed; and
 - (d) Support ongoing projects initiated during their term.

59 Committee—roles and responsibilities of advisor

- (1) The roles and responsibilities of the advisor include—
 - (a) providing guidance and support through advice, mentorship, and conflict resolution; and
 - (b) keeping administrative oversight in policy enforcement, documentation, and event planning; and
 - (c) keeping financial oversight by assisting in budgeting and fundraising activities including sponsorship and grants; and
 - (d) assisting in long-term planning including strategic planning and succession planning; and
 - (e) exercising any other function given to the general member —
 - (i) under the Act or the Society’s rules; or
 - (ii) by the committee or the members to achieve the Society’s objects.

60 Committee—delegating roles and responsibilities of committee members

- (1) A relevant Committee member may delegate their roles and responsibilities under the Society’s rules to any other Committee member.
- (2) However, a relevant Committee member must not delegate a function given to the committee member—
 - (a) under the Act or another territory law; or
 - (b) by resolution of the members at a general meeting.

Note For laws about delegations, see the [Legislation Act](#), pt 19.4.

- (3) In this section, relevant committee member means the committee members referred in section 40.

Division 1.4.3 Committee—election and removal

61 Committee—membership

- (1) A member of the Society becomes a Committee member if the member—
- (a) is elected to the Committee at the Society’s election; or
 - (b) is appointed by the Committee for positions of public officer, advisor, ICT coordinator, a member (from outgoing president of the Society or another outgoing member), and principal – Nepali language school.
 - (c) is appointed by the Committee to fill a casual vacancy on the Committee under section 64.

Note The inaugural committee is established under the [Act](#), s 61.

62 Committee—term of office

- (1) The term of office of a Committee member begins—
- (a) for an elected committee member—at the end of the annual general meeting at which the member is elected; or
 - (b) for an ex officio committee member under section 40(2) – at the time when new committee assumes office; or
 - (c) for a committee member appointed under section 40(3) – on the day the appointment commences; or
 - (d) for a committee member appointed to fill a casual vacancy under section 64 – on the day the appointment commences.
- (2) The term of office of a committee member ends at the earliest of the following:
- (a) the end of the annual general meeting of the election year held after the committee member’s term of office begins;
 - (b) if the person resigns from office—the day the resignation takes effect;
 - (c) if the person’s membership of the Society ends—the day the membership ends;
 - (d) if the person is disqualified from holding committee membership under—
 - (i) the [Act](#), section 63 (Disqualification from office—convictions or bankruptcy)—the day the disqualification takes effect; or
 - (ii) the [Act](#), section 63A (Disqualification from office—noncompliance with Act)—the day the disqualification takes effect; or
 - (iii) the [Act](#), section 63B (Disqualification from office—disqualified under other legislation)—the day the disqualification takes effect;

- (e) if the person is removed from office under section 63—the day the removal takes effect.

63 Committee—removal of member from office

- (1) The Society may, by resolution passed at a general meeting, remove a committee member from the committee before the end of their term of office if the member—
 - (a) does not exercise their roles and responsibilities or discharge their duties under the [Act](#), section 66A (Duty of care and diligence); or
 - (b) does not exercise their roles and responsibilities or discharge their duties under the [Act](#), section 66B (Duty of good faith and proper purpose); or
 - (c) contravenes—
 - (i) the [Act](#), section 66C (Use of position); or
 - (ii) the [Act](#), section 66D (Use of information); or
 - (d) fails to attend 2 consecutive Committee meetings and does not have the agreement of the Committee to be absent from one (1) or both of the meetings; or
 - (e) does not exercise the roles and responsibilities of their office for a period of three (3) months.

64 Committee—filling casual vacancies

- (1) The Committee may appoint a member to fill a position on the Committee that—
 - (a) was not filled at the last election; or
 - (b) becomes vacant because a person’s Committee membership ends for a reason mentioned in section 63 (2) (b) to (e).
- (2) If there is a vacancy on the Committee during a term of the Committee, the Committee may appoint a member to the Committee for the remainder of the term of the Committee under section 64.

Note For laws about appointments, see the [Legislation Act](#), pt 19.3.

- (3) However, the committee must not appoint a member under this section if disciplinary action has been taken against the member under division 1.3.2 in the previous two (2) years.

Note A person may also be disqualified from appointment to the committee under the [Act](#), s 63, s 63A and s 63B.

Division 1.4.4 Committee meetings

65 Committee meetings

- (1) The Committee must meet (a *committee meeting*) at least eight (8) times during its term.
- (2) Committee meetings must be held on the dates and at the times and places decided by the Committee.
- (3) The Committee may, by resolution, decide to hold a Committee meeting using a method of communication, or a combination of methods of communication, that allows a committee member taking part to hear or otherwise know what each other taking part says without the members being in each other's presence.

Examples—methods of communication

video conferencing software, instant messaging, telephone conferencing

- (4) The Committee member who takes part in a Committee meeting conducted under subsection (3) is taken, for all purposes, to be present at the meeting.

66 Committee meetings—notice and business

- (1) The secretary must give each Committee member notice of a Committee meeting (a *committee meeting notice*) at least—
 - (a) 48 hours before the meeting; or
 - (b) if the Committee unanimously agrees on another period—that period before the meeting.
- (2) The Committee meeting notice must state—
 - (a) the date, time and place of the meeting; and
 - (b) the general nature of the business to be conducted at the meeting.
- (3) The committee may conduct business at a committee meeting only if—
 - (a) the business is mentioned in the committee meeting notice; or
 - (b) the majority of the committee members at the meeting agree that—
 - (i) the business is urgent; and
 - (ii) it is appropriate to conduct the business at the meeting.

67 Committee meetings—chair

- (1) A committee meeting shall be chaired by—
 - (a) the president; or
 - (b) if the president is absent— vice president; or

- (c) if the president and any vice president are absent—a committee member elected to chair the meeting by the Committee members at the meeting.

68 Committee meetings—quorum

- (1) The committee may conduct business at a committee meeting only if there is a quorum of at least 50% of Committee members.
- (2) If there is not a quorum at the time stated in the Committee meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If there is not a quorum after the 30-minute postponement, the meeting is ended.

Note If a quorum for a committee meeting is not reached because a committee member present at the meeting has a personal interest in a matter being considered, a general meeting may be called to pass a resolution to deal with the matter (see [Act](#), s 65A (3)).

69 Committee meetings—voting

- (1) Each Committee member—
 - (a) has one (1) vote on each question arising at the Committee meeting; and
 - (b) must vote personally.
- Note* A committee member who has a material personal interest in a matter must not be present while the matter is being considered by the committee and must not vote on the matter (see [Act](#), s 65A).
- (2) A motion is carried if a majority of the Committee members at the Committee meeting vote in favour of the motion.
 - (3) However, if the votes on a question are equal, the chair has a second or deciding vote.
 - (4) The Committee members at a Committee meeting may vote on a question at the meeting orally, in writing or by a show of hands.
 - (5) However, a vote on a question at a Committee meeting must be by ballot conducted at the meeting if—
 - (a) the chair decides the vote is to be by ballot; or
 - (b) at least 50% of Committee members request the vote be by ballot.
 - (6) If a ballot is required, the chair must decide how the ballot is to be conducted.
 - (7) For this section, voting *personally* includes voting while taking part in a committee meeting conducted using a method of communication that allows a committee member taking part to hear or otherwise know what each other committee member taking part says without the members being in each other's presence.

70 Committee meetings—conflict of interest

- (1) A Committee member who has a material or personal interest in a matter being considered at a meeting must –
 - (a) disclose the interest before or at the meeting; and
 - (b) not be present during discussion or vote on the matter.
- (2) The disclosure must be recorded in the minutes.
- (3) The Committee may allow participation only if permitted under the Act, section 65A(4).

71 Committee meetings—minutes

- (1) The Committee must ensure that minutes are taken and kept for each committee meeting.
- (2) The following must be recorded in the minutes:
 - (a) the names of the Committee members at the meeting;
 - (b) whether the Committee agreed that the minutes of the previous meeting are correct;
 - (c) a description of the business conducted at the meeting;
 - (d) if a Committee member makes a disclosure of a material personal interest as required by the Act, section 65 (1)—
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the Society’s activities;
 - (e) any motion on which a vote is taken at the meeting and the outcome of the vote.

Note A summary of the minutes of committee meetings must be provided to members on request (see Act, s 35). However, the committee may refuse access if satisfied that allowing access would be prejudicial to the Association’s interests (see Act, s 35A).

72 Committee meetings—records

- (1) The Committee must keep the following records for each committee meeting:
 - (a) Committee meeting notices;
 - (b) minutes of Committee meetings;
 - (c) copies of documents considered at Committee meetings.

Part 1.5

Annual and other general meetings

73 General meetings—called by committee

- (1) The Committee may call a general meeting whenever it considers appropriate.

74 General meetings—called at request of members

- (1) The committee must call a general meeting (other than an annual general meeting) if—
 - (a) at least 5% of the members of the Society request for a meeting to be called (the *requesting members*); and
 - (b) the request—
 - (i) is made in writing; and
 - (ii) is given to the secretary; and
 - (iii) states the purpose of the meeting; and
 - (iv) is signed by the requesting members.
- (2) If the committee does not call a general meeting within one (1) month after the date of the request, a requesting member may call a general meeting to be held not more than three (3) months after the date of the request.
- (3) If a general meeting is called under subsection (2), the requesting members must give the general meeting notice required under section 77 (1).
- (4) The committee must reimburse any reasonable expenses incurred by the requesting members in calling a general meeting under subsection (2).

75 General meetings—virtual attendance

- (1) A general meeting may be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence if—
 - (a) the committee decides, by resolution, to hold the meeting using the method of communication; or
 - (b) for a meeting called by a requesting member under section 75 (2)—the requesting member decides to hold the meeting using the method of communication.

Examples—methods of communication

video conferencing software, instant messaging, telephone conferencing

- (2) A member who takes part in a general meeting conducted under subsection (1) is taken, for all purposes, to be present at the meeting.

76 Annual general meetings—notice, quorum and business

- (1) The Committee must give each member written notice of an annual general meeting at least 14 days before the meeting.
- (2) The notice must—
 - (a) state the date, time and place of the annual general meeting; and
 - (b) include the agenda for the annual general meeting; and
 - (c) attach minutes of the previous annual general meeting; and
 - (d) provide information and documents directly relevant to any matters to be decided, dealt with or done at the annual general meeting.

Examples—information relevant to matters to be decided

- 1 information about nominees for committee membership
- 2 information about a proposed budget for the Association

- (3) The following must be done at an annual general meeting:
 - (a) the minutes of the previous annual general meeting must be confirmed;
 - (b) a committee is declared if it is the Committee term ending year.
 - (c) the documents mentioned in the [Act](#), section 73 (1) must be presented;

Note The [Act](#), s 73 (1) requires the committee to present a statement of accounts, a reviewer’s or auditor’s report, and a report about the committee membership, principal activities and profit or loss.
 - (e) the documents the Society is required to lodge with the registrar-general under the [Act](#), section 79 (1) must be dealt with.
- (4) A quorum of at least twenty (20) people must be present.
- (5) Must be held no later than 31st May each year.

77 Special general meetings—notice, quorum and business

- (1) The Committee must give each member written notice of special general meeting at least 21 days before the meeting.
- (2) The notice must—
 - (a) state the date, time and place of the special general meeting; and
 - (b) include the agenda for the special general meeting; and
 - (c) provide information and documents directly relevant to any matters to be decided, dealt with or done at the special general meeting.
- (3) The following must be done at an special general meeting:
 - (a) the minutes of the special general meeting must be taken;
 - (b) A quorum of at least thirty (30) people must be present..

78 Other general meetings—notice and business

- (1) The committee, or the requesting member for a meeting called under section 75 (2), must give each member written notice of a general meeting (a *general meeting notice*)—
 - (a) at least 14 days before the meeting; or
 - (b) if a special resolution is to be considered at the meeting—at least 21 days before the meeting.

Note A special resolution requires at least 21 days notice (see [Act](#), s 70).

- (2) A general meeting notice must—
 - (a) state the date, time and place of the meeting; and
 - (b) include the agenda for the meeting; and
 - (c) provide information and documents directly relevant to any matters to be decided at the meeting.
- (3) A member may give the secretary written notice about any business the member would like included in the agenda for a general meeting.
- (4) If a member gives the secretary written notice under subsection (3), the secretary must include the business in the agenda for the next general meeting.
- (5) The chair of a general meeting must ensure that the only business conducted at the meeting is—
 - (a) the business stated in the general meeting notice for the meeting; and
 - (b) decisions about the procedure of the meeting.

Examples—decisions about procedure

- 1 election of chair for the general meeting
- 2 decision to adjourn the general meeting

79 General meetings—authorising proxy

- (1) A member of the Society (the *authorising member*) may authorise another member (the *proxy*) to vote on their behalf at a general meeting.
- (2) However, a particular member must not be a proxy for more than 5 other members at a general meeting.
- (3) The authorisation must—
 - (a) be in writing; and
 - (b) include the name and contact details of the authorising member and the proxy; and
 - (c) be signed by the authorising member and the proxy; and
 - (d) include anything else required by the committee; and
 - (e) be in a form decided by the committee.

- (4) The authorisation may include instructions about how the proxy is to vote on the authorising member's behalf.
- (5) If the authorisation does not include instructions, the proxy may vote on the authorising member's behalf in any way the proxy considers appropriate.
- (6) The proxy may vote on the authorising member's behalf at a general meeting only if—
 - (a) the authorising member gives the authorisation to the secretary not later than 24 hours before the general meeting; and
 - (b) the committee accepts the authorisation.
- (7) The committee must not accept the authorisation of a proxy if the committee has already accepted 5 authorisations for that proxy.
- (8) If the committee does not accept the authorisation, the committee must, as soon as practicable before the meeting, give the authorising member written notice that the authorisation has not been accepted.
- (9) To remove any doubt, an authorising member is not taken to be present at a general meeting only because they have authorised a proxy to vote on their behalf at the meeting.

80 General meetings—chair

- (1) A general meeting must be chaired by—
 - (a) the president; or
 - (b) if the president is absent—by vice president; or
 - (c) if the president and any vice president are absent—a member elected to chair the meeting by members at the meeting.

81 General meetings—quorum

- (1) The members of the Society may conduct business at a general meeting only if there is a quorum of members present.
- (2) If a quorum of 5 members is not present at the time stated in the general meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If a quorum of 5 members is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting to another day and time that is not earlier than 7 days, and not later than 14 days, after the meeting that is being adjourned.
- (4) The committee must, within 48 hours after adjourning a meeting under subsection (3), give each member written notice stating—
 - (a) that the meeting was adjourned under subsection (3); and
 - (b) the new date, time and place of the meeting.

82 General meetings—voting

- (1) Each member of the Society—
 - (a) has one (1) vote on each question arising at a general meeting; and
 - (b) may vote—
 - (i) personally; or
 - (ii) if an authorisation of a proxy has been accepted by the committee under section 80—by proxy.
- (2) A motion is carried (except in the case of a special resolution) if a majority of the members vote in favour of the motion.

Note A special resolution needs at least $\frac{3}{4}$ of the votes to pass (see [Act](#), s 70).

- (3) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (4) The members at a general meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (5) However, a vote on a question at a general meeting must be by ballot conducted at the meeting if—
 - (a) the chair decides the vote is to be by ballot; or
 - (b) at least three (3) members request the vote be by ballot.
- (6) For this section, voting *personally* includes voting while taking part in a general meeting conducted using a method of communication that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.

83 General meetings—minutes

- (1) The secretary, or another person authorised by the committee, must take and keep minutes of each general meeting.
- (2) The following must be recorded in the minutes:
 - (a) the names of the members present at the meeting;
 - (b) any authorisation of a proxy accepted by the committee under section 79;
 - (c) a description of the business conducted at the meeting;
 - (d) if a vote is taken at the meeting—
 - (i) the motion on which the vote is taken; and
 - (ii) the outcome of the vote; and
 - (iii) whether the vote was taken orally, in writing, by a show of hands or by ballot; and
 - (iv) the number of votes by proxy.

- (3) The chair must review the minutes and sign them if they are correct.
- (4) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the members of the Association on the matter.

84 General meetings—adjournment

- (1) The chair of a general meeting may, at any time, adjourn the meeting if—
 - (a) there is a quorum; and
 - (b) the majority of members vote to adjourn the meeting.
- (2) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

Part 1.6 Financial matters

85 Funds—source

- (1) The Society's funds may only be made up of—
 - (a) membership fees of members given under section 11; and
 - (c) donations; and
 - (d) any other source that the Committee decides, subject to—
 - (i) the [Act](#), section 114 (Investment with associations); and
 - (ii) a resolution passed by the Society at a general meeting.
- (2) The committee must—
 - (a) ensure that all money received by the Society is deposited into the Society's account with a deposit taking institution as soon as practicable after the money is received; and
 - (b) issue a receipt for any money received by the Society as soon as practicable after the money is received, unless it is impracticable to do so.

Examples—when impracticable to issue receipt

- a gold coin donation
- an anonymous donation

86 Funds—use and management

- (1) The Society must—
 - (a) open and maintain an account with an authorised bank; and
 - (b) pay all money received by the Society into the account; and
 - (c) pay all amounts spent by the Society out of the account.
- (2) The Society's funds may only be used—
 - (a) for the Society's objects; and
 - (b) either—
 - (i) in the way the committee decides; or
 - (ii) if a general meeting passes a resolution about the way the funds are to be used—in accordance with the resolution.
- (3) The committee may make payments on the Society's behalf.
- (4) The committee may delegate its authority under subsection (3) to—
 - (a) a Committee member; or
 - (b) anyone employed or engaged by the Society.

Note For laws about delegations, see the [Legislation Act](#), pt 19.4.

Part 1.7 Election

Division 1.7.1 Election—Details and Nominations

87 Election—election commission

- (1) The election commission is formed as per section 44.

88 Election—voting procedure

- (1) Voting rights:
 - (a) only active financial member with membership approved, at least seven (7) days prior to the election day, is eligible to vote;
- (2) Election method:
 - (a) election shall be conducted by secret ballot;
 - (b) each eligible voter shall cast one vote per position;
 - (c) the candidate receiving the most votes for each position shall be declared the winner.
- (3) Tied votes:
 - (a) in the event of a tie, a runoff election will be held between the tied candidates within at least one week.

89 Election—members to be elected

- (1) The election commission shall seek to fulfill the following positions specified in section 40(1).

90 Election—election process

- (1) The election commission
 - (a) publishes the election calendar;
 - (b) calls for nomination;
 - (c) conducts the election;
 - (d) at the annual general meeting of the Society, publishes the election results, dissolves the old committee, and announces the new committee.

91 Election—dispute in election

- (1) The election Commission shall resolve the dispute in the election however, if necessary, can exercise the Part 1.3 (Dispute resolution) through the existing Committee.

92 Election—candidacy nomination

- (1) The election Commission give written notice to the members of the Society calling for nominations of members for election to the Committee.
- (2) A nomination of a member must—
 - (a) be in writing; and
 - (b) include the written consent of the nominated member.
- (3) The election commission must not accept the nomination of a member if—
 - (a) the member is disqualified from election to the Committee; or
Note A person may be disqualified from election to the committee under the Act, s 63, s 63A and s 63B.
 - (b) disciplinary action has been taken against the member under division 1.3.2 in the previous two (2) years; or
 - (c) the member is unable to pay nomination fee (if applicable) on time as stated by election commission;

93 Election—re-elect

- (1) The committee member may run for re-election and serve multiple terms, provided they continue to meet the eligibility criteria.
- (2) The committee member intending to run for re-election must submit their intention in writing to the Secretary or designated returning officer before the close of nomination and must be released from roles and responsibilities after nomination closes.
- (3) The re-nomination must follow the same process and deadlines as new nominations.
- (4) A Society member may be re-elected to the position of president for a maximum of two (2) consecutive terms.

94 Election—eligibility of candidate

- (1) To be eligible for nomination, the candidate must—
 - (a) Be a current financial member of the Society; and
 - (b) Have not been declared bankrupt; and
 - (c) Not hold more than one (1) position on the Committee at the same time; and
 - (d) Be of good moral character and standing, with a demonstrated commitment to the values and objectives of the Society; and
 - (e) have served as a committee member of the Society for at least one (1) term for President or Vice President positions.

Part 1.8 Amendment of constitution

95 Proposal of amendment

- (1) Initiation of amendment
 - (a) to the constitution may be proposed by any active member of the Society or the Committee; and
 - (b) must be submitted in writing to the secretary if proposed by active member.
- (2) Review by the Committee
 - (a) The proposed amendment shall be reviewed by the Committee for preliminary discussion. The Committee may offer recommendations or makes a determination whether to initiate a process for amendment or not; and
 - (b) if required, the Committee calls for special general meeting or present a special motion at the annual general meeting for amendment.

96 Notification

- (1) the notification shall be done as per section 78.

97 Discussion and voting

- (1) Special general meeting discussion
 - (a) the proposed amendment(s) shall be discussed during the designated special general meeting. The proposer of the amendment will present the rationale, followed by an open floor discussion.
- (2) Quorum requirement shall be 20% of the active financial members or as defined in section 76, whichever is less.
- (3) Voting procedure
 - (a) following discussion, a vote shall be taken on the proposed amendment; and
 - (b) a two-thirds (2/3) majority of the active members present is required to approve the amendment.

98 Implementation

- (1) Immediate effect
 - (a) upon approval, the amendment shall take immediate effect or as specified in the amendment and is subject to the approval by the Registrar-General under the Act;
 - (b) notification may be done through email or the Society's official communication.
- (2) Recording of amendment
 - (a) The secretary shall update the constitution to reflect the approved amendment and distribute the revised constitution to all the members within one week of the amendment's approval.

Part 1.9 **Miscellaneous**

99 **Records and other documents**

- (1) The secretary must keep all the Society's records and other documents, other than accounting records, in their custody or under their control.
- (2) The treasurer must keep the Society's accounting records in their custody or under their control.
- (3) The secretary must ensure that all the Society's records and other documents (other than the register of members) are available for inspection by a member free of charge at a place in the ACT at a reasonable time.

100 **Winding Up and Distribution**

- (1) The Society may be wound up voluntarily by special resolution of its members.
- (2) In the event of winding up or cancellation of incorporation, the surplus property of the Society must be given or transferred to an association or organisation—
 - (a) with similar objects to the Society; and
 - (b) which is not carried on for profit or gain of its individual members; and
 - (c) which is eligible for income tax exemption under the Income Tax assessment Act 1997 (Cth).
- (3) The specific organisation must be determined by a special resolution of the Society's members at or before the winding up.

101 **Indemnity**

- (1) The Society indemnifies its Committee members and office bearers, to the extent permitted by law, against any loss or liability incurred while performing their duties in good faith and in the best interests of the Society.

Part 1.10 Amendment History

102 Amendment History Listings

Inaugural	June 1999
Amendment 1	May 2001
Amendment 2	April 2012
Amendment 3	May 2019
Amendment 4	May 2026