

Constitution of

**Australian Afghan
Hassanian Youth
Association Inc**

Registration number: INC9885199

**Date of Incorporation: 1st day of March,
2006.**

Australian Afghan Hassanian Youth Association Inc

Objectives of the Association

1. To address social and economic needs of young people in Australia who are at risk due to their experiences of torture and/or trauma in the context of their refugee journey, and are unable to have these needs met by their families due to poverty, helplessness, isolation and psychological health problems caused by exposure to trauma.
2. To establish community centres in Australia to enable more effective provision of direct relief and information to those who, due to their helplessness and isolation, are unable to access this information through usual, everyday means.
3. To provide material assistance to newly arrived refugees and migrants in Australia to relieve poverty and suffering caused by traumatic refugee experiences.
4. To develop and support social support groups for widows and other needy refugee women who are suffering from isolation, distress and physical and mental health problems caused by exposure to trauma and difficulties settling in Australia.
5. To provide educational assistance to needy refugee women and young people in Australia and overseas with the aim of alleviating poverty and distress through educational and employment outcomes, whether directly or through working with other charitable organisations.
6. To provide direct material aid for orphans, widows and other needy persons in Australia and overseas with the aim of alleviating poverty and distress, whether directly or through working with other charitable organisations.
7. To advocate with Australian, state and territory governments and non-government service providers to ensure needy Dari-speaking refugees are able to access assistance and services they require when they are unable to self-advocate due to lack of English language, lack of knowledge of Australian systems and general helplessness.
8. To provide access to culturally appropriate guidance to those in Australia in need of this service due to distress caused by experiences of trauma, refugee journeys and settlement challenges.
9. To establish and operate a fund or funds to carry out the objects set out in paragraphs 5 and 6 above (or either one of those objects).

10. To receive funds and to distribute those funds in a manner that best meets the objects of the association set out in paragraphs 1 to 8 above.
11. To undertake any other activities which are directly in furtherance of the objects set out in paragraphs 1 to 8 above.

Part 1 Preliminary

1. Definitions

(1) In these rules:

public officer means the person who holds the office of “public officer” as defined in the Act.

secretary means the person holding office under these rules as secretary of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009 (NSW)*.

the regulation means the *Associations Incorporation Regulation 2016 (NSW)*.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987 (NSW)* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Membership

2. Membership qualifications

(1) A person is eligible to be a member of the association if, but only if:

(a) the person is a natural person; and

(b) the person has applied and been approved for membership of the association in accordance with rule 3.

3. Application for membership

(1) An application by a person for membership of the association:

(a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and

(b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.

(2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.

(3) As soon as practicable after the committee makes that determination, the secretary must:

(a) notify the applicant, in writing (including by email or other electronic means, if the committee so determines), that the committee approved or rejected the nomination (whichever is applicable), and

(b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the

notification) the sum payable under these rules by a member on admission to membership.

- (4) The secretary must, on payment by the applicant of the amounts referred to in clause (3)(b) within the period referred to in that provision, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4. Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) without reasonable excuse provided to the committee in writing, fails to promptly attend any 3 annual general meetings or special general meetings (with prompt attendance requiring the member to be present at the relevant meeting within 15 minutes of the time specified for its commencement), or
 - (d) without reasonable excuse provided to the committee in writing, fails to pay a quarterly membership fee as required by rule 8, or
 - (e) is expelled from the association.
- (2) No member has any right to appeal his or her removal from membership in accordance with clause (1)(c) or (1)(d).

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association in New South Wales and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not provide information obtained from the register about a person to any third party and must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the regulation.
- (6) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in clauses (2) and (3) apply as if a reference to the register of members was a reference to a current hard copy of the register of members.

8. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$30 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association a quarterly membership fee of \$30 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the start of each quarter (that is, 1 January, 1 April, 1 July and 1 October) in each calendar year, or
 - (b) if the member becomes a member on or after the start of any calendar quarter, the member's first quarterly payment must be made before the start of the next quarter.

9. Members' Liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

10. Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between a member or members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983 (NSW)*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint received in accordance with clause (1) if it considers the complaint to be trivial or vexatious in nature.
- (3) Unless it determines not to deal with a complaint under clause (2), on receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12,whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and

- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The Committee

13. Powers of the committee

The committee is to be called the committee of management of the association and, subject to the Act, the regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (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 association.

14. Constitution and membership

- (1) The committee is to consist of the office-bearers of the association, each of whom is to be elected at the annual general meeting of the association under rule 15.
- (2) The office-bearers of the association are to be:
 - (a) the president, and
 - (b) the vice-president, and
 - (c) the treasurer, and
 - (d) the secretary; and
 - (e) the public officer.
- (3) A committee member who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution.
- (4) Each member of the committee is, subject to these rules, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the committee (see rule 18), the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until immediately before the election of committee members at the annual general meeting next following the date of the appointment.
- (6) The majority of committee members must be non-executive members, that is, persons who are not employees of the association, whether as staff or management.
- (7) To be eligible to be elected or appointed as a committee member, a person:

- (a) must not be disqualified from managing corporations under the *Corporations Act 2001* of the Commonwealth; and
- (b) must not have been disqualified, suspended or removed from being a “responsible entity” (within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth) by the Commissioner of the Australian Charities and Not-for-profits Commission within the 12 months immediately preceding the proposed date of appointment.

15. Election of members

- (1) Nominations of candidates for election as office-bearers of the association:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer must be a member of the association.

16. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of clause (3).

17. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18. Casual vacancies

- (1) For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs as specified in rule 50 and also if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under rule 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is disqualified from managing corporations under the *Corporations Act 2001* of the Commonwealth, or
 - (j) is disqualified, suspended or removed from being a “responsible entity” (within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth) by the Commissioner of the Australian Charities and Not-for-profits Commission.

19. Removal of member

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member’s term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and quorum

- (1) The committee must meet at least 6 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.

- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as many be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) At least three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to these rules, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 14(6) applies.

22. Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and

- (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

24. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (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 one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20(5), the committee may act despite any vacancy on the committee.
- (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 despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meeting

25. Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension granted under the Act.

26. Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 25, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, and
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year, and
 - (c) to elect office-bearers of the association, and
 - (a) to receive and consider the financial statements and auditor's reports required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

27. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of clause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days (or such other period determined by the committee) before the date fixed for the holding of the general meeting, give a notice to each member specifying the place,

date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days (or such other period determined by the committee) before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (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 at least 3) is to constitute a quorum.

30. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association

stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in clauses (1) and (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.

32. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which rule 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting agree that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson 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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Clause (2) applies to a method determined by the committee under clause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special resolution

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where a postal or electronic ballot is conducted in accordance with these rules, the Act and the regulation, and states that the resolution is proposed as a special resolution, if it is supported by at least three-quarters of the members of the association who are entitled under these rules to vote on the proposed resolution, or
- (c) where the Secretary (as defined for the purposes of the Act) is satisfied that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) or (b), if the resolution is passed in such other manner as permitted in accordance with the Act.

34. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

35. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

36. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under rule 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the regulation.

37. Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

38. Insurance

The association may effect and maintain insurance.

39. Funds – source

- (1) The funds of the association are to be derived from admission fees and quarterly subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

41. Alteration of name, objects and rules

The name, statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

42. Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee.

43. Custody of books

Except as otherwise provided by these rules, all records, books and other documents relating to the association must be kept in New South Wales at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines).

44. Inspection of books

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association, and
 - (b) the statement of objects and these rules, and
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in clause (1) on payment of a fee of not more than \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (3) Despite clauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

45. Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission (including email) to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission (including email), on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

47. Notification of alteration of rules etc

The association must make such notifications as are required by the Act of any changes to its name, these rules or the statement of objects of the association.

Part 6 Charitable clauses

48. Not-for-profit

- (1) The association must not conduct its affairs so as to provide a pecuniary gain for any of its members. The assets and income of the association must be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the association except as compensation for services rendered or expenses incurred on behalf of the association.
- (2) A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee.
- (3) Clauses (1) and (2) do not prevent the association making any payment in good faith for:
 - (a) the payment or reimbursement of out-of-pocket expenses, and
 - (b) interest at rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association, and
 - (c) reasonable and proper rent for premises let to the association.

49. Dissolution Clause

- (1) In the event of the association being dissolved or wound up, any surplus property of the association shall be transferred to another organisation with similar purposes and which is not carried on for the profit or gain of its individual members.
- (2) In this rule, a reference to the surplus property of the association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the dissolution or winding up of the association.

50. Vacation of Office

Without limiting the operation of rule 18, the office of a member of the committee shall become vacant if –

- (a) the member holds an office of profit in the association, or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

51. Developing country relief funds

- (1) The association may establish and operate any number of developing country relief funds (each a **relief fund**) for the purpose of providing aid of the type specified in paragraphs 5 and 6 (or either paragraph) of the statement of objects to the people of any country or countries declared by the Minister for Foreign Affairs to be a developing country.
- (2) Each relief fund established by the association is subject independently to clauses (3) to (10).

- (3) The purpose of the relief fund is to solicit and receive gifts towards the carrying out of the objects of the relief fund.
- (4) An account will be established to receive all gifts accepted by the relief fund. This account must only include any money or property which is a gift to the relief fund or which is received because of such gifts, including interest received on any money in the account.
- (5) All receipts for gifts must be issued in the name of the relief fund. Receipts issued for gifts must include:
 - (a) the name of the relief fund on behalf of the association (an abbreviation will be acceptable where the full name of the fund cannot be shown on the receipt), and
 - (b) that the receipt is for a gift, and
 - (c) the association's Australian Business Number (ABN), if it has an ABN.
- (6) The general public will be invited to make gifts to the relief fund to be used for the purpose of carrying out the objects of the relief fund.
- (7) The relief fund is to be managed by a committee of management to be established by the committee of the association. The committee of the association must ensure that the majority of the committee of management members are persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.
- (8) The assets and income of the relief fund shall be applied solely in furtherance of the objects of the relief fund and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the relief fund.
- (9) If the association is dissolved or wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the assets of the relief fund shall be transferred to another organisation or fund with similar purposes to which income tax deductible gifts can be made.
- (10) The committee of the association must notify the Australian Taxation Office of any alterations made to this rule 51.