

# CONSTITUTION of the Polish Association of Newcastle Incorporated

**Under the Associations Incorporation Act 2009 (NSW)**



Amended Edition - 2025

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# Part 1 Preliminary Preamble

*The Polish Association of Newcastle Inc. (hereinafter referred to as 'the Association') is a non-political, cultural, and charitable organization dedicated to preserving and promoting Polish culture, language, traditions and customs. The Association strives to foster a deeper appreciation of both Polish and Australian cultural heritage.*

## Statement of Objectives

1. To enhance understanding, cooperation and friendship among members and the wider community.
2. To raise awareness of the Australian Community about the contributions of Poles, past and present, to the development and growth of this nation, and advocate for the equitable rights of Polish-Australians as citizens of Australia.
3. To provide and maintain cultural, social, educational and economic links with other Polish organisations in Poland, Australia and throughout the world.
4. To contribute to welfare, benevolent and charitable causes and projects as determined by the Association.
5. To provide facilities, promote and support the development and delivery of recreational, cultural, educational, sporting, youth and aged persons' activities.
6. To organise social, cultural, educational activities and functions to further the objects of the Association.
7. To acquire, dispose of and manage Association assets for the benefit and development of the members and the general Polish Community in accordance with its objects.
8. To do such things as are incidental to any of its objects or as may be necessary to ensure their attainment.

## 1 Definitions

In this constitution:

- **the Act** means the *Associations Incorporation Act 2009* (NSW).
- **associate member** means a person who has been admitted to membership of the Association, with rights and privileges as determined by the Committee and as outlined in this Constitution.
- **the Association** means the Polish Association of Newcastle Inc.
- **Committee member** means an elected office-bearer or ordinary Committee member.
- **Conflict of interest issue, involving a person**, means an issue about a conflict between the person's personal interest and the person's official duties.
- **current member** is one whose membership dues are paid and not in arrears.
- **exercise** a function includes perform a duty.
- a **fit and proper person** is an individual who, in the opinion of the Committee, possesses the integrity, competence, and reliability necessary to fulfill the objectives of the Association
- **function** includes a power, authority or duty.
- **honorary member** means an ordinary member who in the opinion of the Committee has rendered special service to the Association and is accepted to membership of the Association for life.
- **office-bearer** means a Committee member who is elected to an office referred to in clause 17(1)(a)(i) - (iv).
- **ordinary Committee member** means a Committee member who is not an office-bearer.

- **ordinary member** means a member of the Association who is not an office-bearer or Committee member of the Association.
- **register of members** means the register of members maintained under clause 7.
- **the Regulation** means the *Associations Incorporation Regulation 2022*(NSW).
- **Secretary**, of the Association, means:
  - (a) the person holding office under this constitution as Secretary, or
  - (b) if no person holds that office -the public officer of the Association
- **Special General Meeting**, of the Association, means a General Meeting of the Association other than an Annual General Meeting.
- **Sub-committee** means a Sub-committee established under clause 20 of *the Associations Incorporation Act 2009* (NSW).

**NOTE:** *The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution.*

The provisions of the Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.

**NOTE:** *The Act, Part 4 deals with various matters relating to the management of Associations.*

## **Part 2      Members of the Association**

### **2      Membership Eligibility**

Notwithstanding any rules contained in this Constitution, an individual is only eligible to be granted membership of the Association if:

- (a) The person is, in the opinion of the Committee, a fit and proper person;
- (b) The person is of Polish ancestry;
- (c) If Polish ancestry is not verified, the Committee may grant membership to the person if it deems them to be fit and proper;
- (d) The person applied to be a member under clause 6 (1) and the application has been approved; and
- (e) The person must be over 18 years of age.

### **3      Ordinary Membership**

An ordinary member is an individual that:

- (a) Meets the eligibility criteria as set out in clause 2;
- (b) Is of Polish ancestry;
- (c) If Polish ancestry is not verified, the Committee may grant ordinary membership to the person if it deems them to be fit and proper;
- (d) Shall pay membership fees as determined by General Meetings; and
- (e) Upon full payment of membership dues and not being in arrears, shall be eligible to:
  - (i) Vote;
  - (ii) Nominate a candidate for a Committee member position;
  - (iii) Act as signatory/referee for the purpose of a membership application; and
  - (iv) Serve on the Committee as elected by Annual General Meeting.

### **4      Honorary Membership**

An Honorary Member is an individual that:

- (a) Meets the eligibility criteria as set out in clause 2;
- (b) Has given distinguished service of special merit to the Association;
- (c) Shall be endorsed for Honorary Membership at a General Meeting of the Association on the recommendation of the Committee; and
- (d) Is relieved from the requirements to pay any annual subscription fee.

### **5      Associate Membership**

An associate member is an individual that:

- (a) Must be nominated by two ordinary members using the approved form;
- (b) Is eligible for concessions as defined by the Association; and
- (c) Is not eligible to vote and therefore not eligible to serve on the Committee

## **6 Membership Applications**

1. An application by a person to be a member of the Association must be:
  - (a) Made in writing, signed by the applicant and two current members of the Association as set out in clause 6(a);
  - (b) In the form determined by the Committee; and
  - (c) Lodged with the Secretary.
2. The Committee may determine that an application may be made or lodged by email or other electronic means.
3. The Secretary must refer an application to the Committee as soon as practicable after receiving the application.
4. The Committee must approve or reject the application.
5. As soon as practicable after the Committee has considered the application, the Secretary must:
  - (a) Give the applicant written notice of the decision, including by email or other electronic means if determined by the Committee.
  - (b) If the application is approved - inform the applicant that the applicant is required to pay the subscription as set out in clause 8 within 28 days of the day the applicant received the notice.
  - (c) If the Committee rejects an application, the Committee shall, at the request of the applicant, submit its refusal to the next General Meeting for its final decision.
6. The Secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the annual subscription fee in accordance with subclause (5)(b) above.
7. The applicant becomes a member once the applicant's name is entered in the register.

## **7 Register of Members**

1. The Secretary must establish and maintain a register of members of the Association.
2. The register:
  - (a) May be in written or electronic form,
  - (b) Must include, for each member:
    - (i) The member's full name;
    - (ii) A residential, postal or email address;
    - (iii) The date on which the person became a member; and
    - (iv) If the person ceases to be a member - the date on which the person ceased to be a member.

- (c) Must be kept in New South Wales:
    - (i) At the Association's main premises; or
    - (ii) If the Association has no premises - at the Association's official address.
  - (d) Must be available for inspection, free of charge, by members at a reasonable time with reasonable written notice of request for inspection; and
  - (e) If kept in electronic form - must be able to be converted to hard copy.
3. If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the Register.
  4. A member may obtain a hard copy of the Register, or a part of the Register, on payment of a fee of not more than \$1, as determined by the Committee, for each page copied.
  5. Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
  6. A member must not use information about a member obtained from the register to contact or send material to the member, unless:
    - (a) The information is used to send the member:
      - (i) A newsletter from the Association; or
      - (ii) A notice for a meeting or other event relating to the Association; or
      - (iii) Other material relating to the Association; or
    - (b) It is necessary to comply with a requirement of the Act or the Regulation.

## **8 Fees and Subscriptions**

1. The entrance fee to be paid to the Association by a person whose application to be a member of the Association has been approved is:
  - (a) \$1, or
  - (b) Another amount determined by the Committee.
2. A member must pay to the Association an annual subscription fee of \$1, or another amount determined by the Committee:
  - (a) If the member becomes a member on or after the first day of the financial year:
    - (i) In accordance with clause 6(5)(b); and
    - (ii) Before the first day of the financial year of the Association in each subsequent calendar year. , or
  - (b) Otherwise, before the first day of the financial year of the Association in each calendar year.
3. Upon the recommendation of the Committee, an Association Honorary Member Association shall thereafter during their lifetime be entitled to all the privileges and rights of an ordinary member of the Association free from liability to pay annual subscriptions.

4. No member shall be entitled to the full privileges of membership or to vote at a General Meeting of the Association whilst the annual subscription(s) due remains unpaid.
5. No member shall be elected or appointed to any office whether as a member of the Committee or otherwise or to a position as a delegate who is not at the time of election or appointment entitled to the full privileges of membership.
6. The annual subscription fees payable by elderly members and aged or invalid pensioners shall be determined by the Committee from time to time.

## **9 Members' Liabilities**

The liability of a member of the Association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 8:

- (a) The debts and liabilities of the Association; and
- (b) The costs, charges and expenses of the winding up of the Association.

## **10 Disciplinary Action Against Members**

1. A person may make a complaint to the Committee that a member of the Association has:
  - (a) Failed to comply with a provision of this constitution; or
  - (b) Willfully acted in a way prejudicial to the interests of the Association.
2. The Committee may refuse to deal with a complaint if the Committee considers the complaint is trivial or vexatious.
3. If the Committee decides to deal with the complaint, the Committee must:
  - (a) Serve notice of the complaint on the member, and
  - (b) Give the member at least 14 days from the day the notice is served on the member within which to make submissions to the Committee about the complaint; and
  - (c) Consider any submissions made by the member.
4. The Committee may, by resolution, expel the member from the Association or suspend the member's membership if, after considering the complaint, the Committee is satisfied that:
  - (a) The facts alleged in the complaint have been proved; and
  - (b) The expulsion or suspension is warranted.
5. If the Committee expels or suspends the member, the Secretary must, within 7 days of that action being taken, give the member written notice of:
  - (a) The action taken, and
  - (b) The reasons given by the Committee for taking the action; and
  - (c) The member's right of appeal under clause 11.
6. The expulsion or suspension does not take effect until the later of the following:
  - (a) The day the period within which the member is entitled to exercise the member's right of appeal expires, or
  - (b) If the member exercises the member's right of appeal within the period - the day the Association confirms the resolution under clause 10.

## **11 Right of Appeal Against Disciplinary Action**

1. A member may appeal against a resolution of the Committee under clause 12 by lodging a notice of appeal with the Secretary within 7 days of being served notice of the resolution.
2. The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. The Secretary must notify the Committee that the Secretary has received a notice of appeal.
4. If notified that a notice has been received, the Committee must call a General Meeting of the Association to be held within 28 days of the day the notice was received.
5. At the General Meeting:
  - (a) No business other than the question of the appeal is to be transacted, and
  - (b) The member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) The Committee must be given the opportunity to state the Committee's case orally or in writing, or both, and
  - (d) The members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
6. The appeal is to be determined by a simple majority of votes cast by the members.

## **12 Resolution of Internal Disputes**

1. The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centers Act 1983 for mediation:
  - (a) A dispute between two or more members of the Association, but only if the dispute is between the members in their capacity as members, or
  - (b) A dispute between one or more members and the Association.
2. If the dispute is not resolved by mediation within three months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
3. The Commercial Arbitration Act 2010(NSW) applies to a dispute referred to arbitration.

## **13 Membership Entitlements Not Transferable**

A right, privilege or obligation that a person has because the person is a member of the Association:

- (a) Cannot be transferred to another person, and
- (b) Terminates once the person ceases to be a member of the Association.

## **14 Member Resignation**

1. A member of the Association may resign from being a member by giving the Secretary written notice of at least one month, or another period determined by the Committee, of the member's intention to resign.
2. The member ceases to be a member on the expiration of the notice period.

## **15 Cessation of Membership**

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

- (a) Dies, or
- (b) Resigns from being a member, or
- (c) Is expelled from the Association, or
- (d) Fails to pay the annual subscription fee payable under clause 8(2) within three months of the due date. The member must reapply for membership.

## Part 3 Committee

### Division 1 Constitution

#### 16 Functions of the Committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in General Meeting, the Committee:

- (a) Is to control and manage the affairs of the Association, and
- (b) May exercise all the functions that may be exercised by the Association, other than a function that is required to be exercised by the Association in a General Meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Association.

#### 17 Composition of the Committee

1. The Committee must have maximum **10** members, as elected in accordance with clause 19, consisting of:

- (a) The following office-bearers:
  - (i) The President,
  - (ii) The Vice-President,
  - (iii) The Secretary,
  - (iv) The Treasurer, and
- (b) Maximum 6 ordinary Committee members, including the Public Officer

**NOTE:** *The Act, section 28 contains requirements relating to membership eligibility and composition of the Committee.*

2. An office-bearer may hold up to two offices, other than both the offices of President and Vice-President.
3. At its first meeting after its election the Committee shall appoint the Public Officer who will be:
  - (a) A member of the Association, but not necessarily of the Committee, and
  - (b) Meets the requirements of section 28 or 34 of The Act.

#### 18 Conflict of Interest

1. Eligibility in the Case of Conflict of Interest
  - (a) Where a conflict of interest arises, whether fiduciary or financial in nature, an Ordinary Member is not eligible to be appointed to, or to remain on, the Committee.
2. Disclosure and Recording of Conflicts of Interest
  - (a) Any disclosure of a conflict of interest by a Committee Member must be:
    - (i) Declared at the meeting at which the matter arises or as soon as practicable thereafter;
    - (ii) Recorded in the minutes of that meeting; and
    - (iii) Entered in the Association's Conflict of Interest Register.

## **19 Election of Committee Members**

1. Any member of the Association may be nominated as a candidate for election as an office-bearer or an ordinary Committee member.
2. The nomination (Appendix 1) must be:
  - (a) Made in writing, and
  - (b) Signed by at least two current members of the Association, not including the candidate, and
  - (c) Accompanied by the written consent of the candidate to the nomination, and
  - (d) Given to the Secretary at least seven days before the date fixed for the Annual General Meeting at which the election is to take place.
3. If insufficient nominations are received to fill existing vacancies:
  - (a) The candidates nominated are taken to be elected, and
  - (b) A call for further nominations from the floor must be made at the meeting.
4. A nomination made from the floor at the meeting, in response to a call for further nominations, must be made in the way directed by the member presiding at the meeting.
5. Vacancies that remain after a call for further nominations are taken to be casual vacancies.
6. If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
7. If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the Committee.

## **20 Terms of Office**

1. Subject to this constitution, a Committee member holds office from the day the member is elected until immediately before the next Annual General Meeting.
2. A member is eligible, if otherwise qualified, for re-election.
3. There is no limit on the number of consecutive terms for which a Committee member may hold office.
4. The maximum number of terms that may be served consecutively by the President shall be limited to three terms or not more than six years. After one term out of office a retired President may again nominate for the post of the President.
5. The most recently retired President becomes a Committee member without being voted in.

## **21 Vacancies in Office**

1. A casual vacancy in the office of a Committee member arises if the member:
  - (a) Dies, or
  - (b) Ceases to be a member of the Association, or
  - (c) Resigns from office by written notice given to the Secretary, or
  - (d) Is removed from office by the Association under this clause, or

- (e) Is absent from 3 consecutive meetings of the Committee without the consent of the Committee, or
  - (f) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (g) Is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
  - (h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least three months, or
  - (i) Becomes a mentally incapacitated person.
2. The Association in general Meeting may, by resolution:
- (a) Remove a Committee member from office at any time, and
  - (b) Appoint another member of the Association to hold office for the balance of the Committee member's term of office.
3. A Committee member to whom a proposed resolution referred to in subclause (2) relates may:
- (a) Give a written statement, of a reasonable length, to the President or Secretary, and
  - (b) Request that the Committee send a copy of the statement to each member of the Association at least 7 days before the General Meeting at which the proposed resolution will be considered.
4. If the Committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the General Meeting at which the proposed resolution will be considered.
5. The Committee may appoint a member of the Association to fill a casual vacancy other than a vacancy arising from the removal from office of a Committee member.
6. Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next Annual General Meeting.

## **22 President**

1. The President of the Association:
- (a) Is the public face of the Association representing the Association as required,
  - (b) Presides over Committee and General Meetings as specified in clause 26 and clause 33,
  - (c) Coordinates and supervises the work of all other members of the Committee and of all other office bearers and sub-Committees, and
  - (d) Ensures that resolutions passed at General Meetings are actioned promptly.

## 23 Secretary

1. As soon as practicable after being elected as Secretary, the Secretary must lodge a notice with the Association specifying the Secretary's address.
2. The Secretary must keep minutes of:
  - (a) All elections of Committee members, and
  - (b) The names of Committee members present at a meeting of the Committee or a General Meeting, and
  - (c) All proceedings at Committee Meetings and General Meetings.
3. The minutes must be:
  - (a) Kept in written or electronic form, and
  - (b) For minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
    - (i) The member who presided at the meeting, or
    - (ii) The member presiding at the subsequent meeting.

## 24 Treasurer

1. The Treasurer of the Association must ensure:
  - (a) All money owed to the Association is collected;
  - (b) All payments authorized by the Association are made;
  - (c) Correct books and accounts are kept showing the financial affairs of the Association, including full details of receipts and expenditure relating to the Association's activities; and
  - (d) Prepare as at the completion of each financial period a statement of receipts and payments for the financial year and a balance sheet and profit and loss account and submit same together with all books and records in their possession to the Association's auditors.

## 25 Delegation to Sub-committees

1. The Committee may:
  - (a) Establish one or more Sub-committees to assist the Committee to exercise the Committee's functions, and
  - (b) Appoint one or more members of the Association to be the members of the Sub-committee.
2. The Committee may delegate to the Sub-committee the exercise of the Committee's functions specified in the instrument, other than:
  - (a) This power of delegation, or
  - (b) A duty imposed on the Committee by the Act or another law.

**NOTE:** *The Interpretation Act 1987, section 49 deals with various matters relating to delegations.*

## 26 Committee Meetings

1. The Committee must meet at least four times in each 12-month period at the place and time determined by the Committee.
2. Additional meetings of the Committee may be called by any Committee member.
3. The procedure for calling and conducting business at a meeting of a Sub-committee is to be as determined by the Sub-committee.

**NOTE:** *The Act, section 30(1) provides that Committee Meetings may be held as and when the Association's constitution requires.*

## 27 Notice of Committee Meeting

1. The Secretary must give each Committee member oral or written notice of a meeting of the Committee at least 48 hours, or another period on which the Committee members unanimously agree, before the time the meeting is due to commence.
2. The notice must describe the general nature of the business to be transacted at the meeting.
3. The only business that may be transacted at the meeting is:
  - (a) The business described in the notice, and
  - (b) Business that the Committee members present at the meeting unanimously agree is urgent business.

## 28 Quorum

1. The quorum for a meeting of the Committee is 6 Committee members.
2. The quorum for a meeting of the Committee with excluded Committee members is more than 50 percent of authorised members
3. No business may be transacted by the Committee unless a quorum is present.
4. If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
  - (a) To the same place, and
  - (b) To the same time of the same day in the following week.
5. If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
6. If the number of Committee members is less than the number required to constitute a quorum for a Committee Meeting, the Committee members may appoint 1 or more members of the Association as Committee members to enable the quorum to be constituted.
7. A Committee member appointed under subclause (6) holds office, subject to this constitution, until the next Annual General Meeting.
8. This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

**NOTE:** *The Act, section 28A provides for the filling of vacancies on the Committee to constitute a quorum.*

## 29 Presiding Committee Member

1. The following Committee member presides at a meeting of the Committee:
  - (a) The President;
  - (b) If the President is absent - the Vice-President; and
  - (c) If both the President and Vice-President are absent - 1 of the members present at the meeting, as elected by the other members.
2. The member presiding at the meeting has:
  - (a) A deliberative vote; and
  - (b) In the event of an equality of votes - a second or casting vote.

## 30 Voting

A decision supported by a majority of the votes cast at a meeting of the Committee or a Sub-committee at which a quorum is present is the decision of the Committee or Sub-committee.

## 31 Acts Valid Despite Vacancies or Defects

1. Subject to clause 28(1), the Committee may act despite there being a casual vacancy in the office of a Committee member.
2. An act done by a Committee or Sub-committee is not invalidated because of a defect relating to the qualifications or appointment of a member of the Committee or Sub-committee.

## 32 Transaction of Business Outside Meetings or By Telephone or Other Means

1. The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee members.
2. If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee.
3. The Committee may transact its business at a meeting at which 1 or more Committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
4. The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:
  - (a) The approval of a resolution under subclause (2), or
  - (b) A meeting held in accordance with subclause (3).
5. A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Committee.

**NOTE:** The Act, section 30(2) and (3) contains requirements relating to meetings held at two or more venues using technology.

## **Part 4      General Meetings of the Association**

### **33    Annual General Meetings**

1.    The Association must hold Annual General Meetings within:
  - (a)    Six months of the last day of the Association's financial year, or
  - (b)    A later period allowed or prescribed in accordance with the Act
2.    Subject to the Act and subclause (1) the Annual General Meeting is to be held at the place and time determined by the Committee.
3.    The business that may be transacted at an Annual General Meeting includes the following:
  - (a)    Electing the Returning Officer;
  - (b)    Confirming the minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting;
  - (c)    Receiving reports from the Committee on the Association's activities during the previous financial year;
  - (d)    Electing the President, Vice President and eight ordinary members of the Committee every second year. The Committee shall elect the Secretary and the Treasurer from its own ranks;
  - (e)    Receiving and considering financial statements or reports required to be submitted to members of the Association under the Act;
  - (f)    Confirming the Auditors for the coming year;
  - (g)    Making recommendations for and to give direction to the Committee; and
  - (h)    Such other general business as the meeting may allow.

### **34    Special General Meetings**

1.    The Committee may call a Special General Meeting whenever the Committee thinks fit.
2.    The Committee must, on the requisition in writing of at least one third of the total number of members or the Auditors, convene a Special General Meeting of the Association
3.    The request:
  - (a)    Must be in writing;
  - (b)    Must state the purpose of the meeting;
  - (c)    Must be signed by the members making the request;
  - (d)    May consist of more than one document in a similar form signed by one or more members;
  - (e)    Must be lodged with the Secretary; and
  - (f)    May be in electronic form and signed and lodged by electronic means.
4.    If the Committee fails to call a Special General Meeting within 1 month of the request being lodged, one or more of the members who made the request may call a Special General Meeting to be held within three months of the date the request was lodged.
5.    A Special General Meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a General Meeting called by the Committee.

## **35 Notice of General Meeting**

1. The Secretary must give each member notice of a General Meeting:
  - (a) If a matter to be determined at the meeting requires a special resolution (Special General Meeting) - at least 21 days before the meeting; or
  - (b) Otherwise (Annual General Meeting)- at least 14 days before the meeting.
2. The notice must provide or specify:
  - (a) The place and time at which the meeting will be held;
  - (b) The nature of the business to be transacted at the meeting;
  - (c) If a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed; and
  - (d) For an Annual General Meeting - that the meeting to be held is an Annual General Meeting.

## **36 Appointment of Proxies**

1. Each member of the Association is entitled to appoint another member as proxy, by notice given to the Secretary before the meeting in respect of which the proxy is appointed.
2. Each member of the Association is entitled to carry up to three proxies
3. The only business that may be transacted at the meeting is:
  - (a) The business specified in the notice, and
  - (b) For an Annual General Meeting - business referred to in clause 23(3).
4. A member may give written notice to the Secretary of business the member wishes to raise at a General Meeting.
5. If the Secretary receives a notice under subclause (4), the Secretary must specify the nature of the business in the next notice calling a General Meeting.

## **37 Quorum**

1. The quorum for a General Meeting is 50 percent of financial members and their proxies of the Association entitled to vote under this constitution.
2. No business may be transacted at a General Meeting unless a quorum is present.
3. If a quorum is not present within half an hour of the time the meeting commences, the meeting:
  - (a) If called on the request of members - is dissolved, or
  - (b) Otherwise - is adjourned:
    - (i) To the date determined by the Committee, and
    - (ii) To the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
4. If a quorum is not present within half an hour of the time an adjourned meeting commences, the meeting must be adjourned until 50 percent of financial members and their proxies are present.

## **38 Adjourned Meetings**

1. The member presiding at a General Meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
2. The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
3. If a meeting is adjourned for at least 14 days, the Secretary must give each member oral and written notice, at least 1 day before the adjourned meeting, of:
  - (a) The time and place at which the adjourned meeting will be held, and
  - (b) The nature of the business to be transacted at the adjourned meeting.

## **39 Presiding Member**

1. The following member presides at a General Meeting:
  - (a) The President,
  - (b) If the President is absent - the Vice-President,
  - (c) If both the President and Vice-President are absent - one of the members present at the meeting, as elected by the other members.
2. The member presiding at the meeting has:
  - (a) A deliberative vote, and
  - (b) In the event of an equality of votes - a second or casting vote.

## **40 Voting**

1. A member is not entitled to vote at a General Meeting unless the member:
  - (a) Is at least 18 years of age; and
  - (b) Has paid all money owed by the member to the Association.
2. Each member has 1 vote, except as provided by clause 36(2).
3. Appointment of Proxies
  - (a) Each member of the Association is entitled to appoint another member as proxy (max 3), by notice given to the Secretary before the meeting in respect of which the proxy is appointed;
  - (b) The notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.
4. A question raised at the meeting must be decided immediately by:
  - (a) More than 50 percent of members
  - (b) A show of hands, or
  - (c) If clause 42 applies - an appropriate method as determined by the Committee, or
  - (d) A written ballot, but only if:
    - (i) The member presiding at the meeting moves that the question be decided by ballot, or
    - (ii) At least 50 percent of members of the meeting agree the question should be determined by ballot.

5. If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) A declaration by the member presiding at the meeting; and
  - (b) An entry in the Association's minute book.
6. A written ballot must be conducted in accordance with the directions of the member presiding.

#### **41 Postal, Electronic or Combined Ballots**

1. The Association may hold a postal, electronic or combined ballot, as determined by the Committee, to decide any matter other than an appeal under clause 11.
2. The ballot must be conducted in accordance with Schedule 2 of the Regulation.

#### **42 Transaction of Business Outside Meetings or By Telephone or Other Means**

1. The Association may transact its business by the circulation of papers, including by electronic means, among all members of the Association.
2. If the Association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Association made at a General Meeting.
3. The Association may transact its business at a General Meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
4. The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Association for the purposes of:
  - (a) The approval of a resolution under subclause (2), or
  - (b) A meeting held in accordance with subclause (3).
5. A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Association.

## Part 5 Administration

### 43 Change of Name, Objects or Constitution

An application for registration of a change in the Association's name, objects or constitution made under the Act, section 10 must be made by:

- (a) The public officer, or
- (b) A Committee member.

### 44 Funds

1. Subject to a resolution passed by the Association, the Association's funds may be derived from the following sources only:
  - (a) The entrance fees and annual subscription fees payable by members;
  - (b) Donations; and
  - (c) Other sources as determined by the Committee.
2. Subject to a resolution passed by the Association, the Association's funds and assets must be used to pursue the Association's objects in the way that the Committee determines.
3. As soon as practicable after receiving money, the Association must:
  - (a) Deposit the money, without deduction, to the credit of the Association's authorized deposit-taking institution account; and
  - (b) Issue a receipt for the amount of money received to the person or organisation from whom the money was received.
4. A cheque or other negotiable instrument must be signed by 2 authorized signatories.

**NOTE:** The Act, section 36 provides for the appointment of authorised signatories.

### 45 Insurance

The Association shall take out and maintain insurance as appropriate for the Association's assets and liabilities.

### 46 Non-profit Status

1. Subject to the Act and the Regulation, the Association must not conduct the Association's affairs in a way that provides a pecuniary gain for any Committee member of the Association.
2. The Committee members are allowed to obtain a refund of reasonable expenses incurred while on Association's duties, authorised by the Committee.
3. If ordinary members are to be allocated work for remuneration or to enter into a contract with the Association, they must ensure that any direct or indirect conflict of interest is disclosed and managed as required by the Committee.

## **47 Service of Notices**

1. For the purposes of this constitution, a notice may be given to or served on a person:
  - (a) By delivering the notice to the person personally, or
  - (b) By sending the notice by pre-paid post to the address of the person, or
  - (c) By sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
2. A notice is taken to have been given to or served on a person, unless the contrary is proved:
  - (a) For a notice given or served personally - on the date on which the notice is received by the person, or
  - (b) For a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
  - (c) For a notice sent by electronic transmission:
    - (i) On the date the notice was sent, or
    - (ii) If the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

## **48 Custody of Records and Books**

1. Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
  - (a) At the Association's main premises, in the custody of either of the following persons, as determined by the Committee:
    - (i) The public officer,
    - (ii) A member of the Association, or
  - (b) If the Association has no premises - at the Association's official address, in the custody of the public officer.

## **49 Inspection of Records and Books**

1. The following documents must be available for inspection, free of charge, by members of the Association at a reasonable time with reasonable written notice of request for inspection:
  - (a) This constitution,
  - (b) Minutes of Committee Meetings and General Meetings of the Association,
  - (c) Records, books and other documents relating to the Association.
2. A member may inspect a document referred to in subclause (1):
  - (a) In hard copy, or
  - (b) In electronic form, if available.
3. A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the Committee, for each page copied.

4. The Committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
  - (a) That relates to confidential, personal, commercial, employment or legal matters, or
  - (b) If the Committee considers it would be prejudicial to the interests of the Association for the member to do so.

## 50 Financial Year

1. The Association's financial year is:
  - (a) The period commencing on the date of incorporation of the Association and ending on the following 30 April, and
  - (b) Each period of 12 months after the expiration of the previous financial year, commencing on 1 May and ending on the following 30 April.

**NOTE:** *The Regulation, section 21 contains a substitute clause 44 for certain Associations incorporated under the Associations Incorporation Act 1984.*

## 51 Distribution of Property on Winding Up

1. Subject to the Act and the Regulation, in a winding up of the Association, the surplus property of the Association must be transferred to another organisation:
  - (a) With similar objects, and
  - (b) Which is not carried on for the profit or gain of the organisation's members, and
  - (c) Which is approved by a three-fourths majority of the members present and entitled to vote at a General Meeting
2. In this clause:
  - (a) **Surplus property** has the same meaning as in the Act, section 65.

## **Appendix 1    Nomination to the Committee**

# Polish Association of Newcastle Incorporated

## NOMINATION TO THE COMMITTEE

<b>Nominee:</b>			
<b>First Name:</b>			
<b>Surname:</b>			
<b>Over 18</b>	<input type="checkbox"/>	<b>Address:</b>	
<b>I hereby nominate for the position(s) of:</b> <b>(tick all that apply):</b>		<input type="checkbox"/> President <input type="checkbox"/> Vice-President <input type="checkbox"/> Committee Member	
<p>In connection with the nomination for appointment to the Board of the Polish Association of Newcastle, I, the undersigned, hereby submit the following declarations:</p> <ol style="list-style-type: none"> <li>1. I declare that I am not a member of any organization whose statutes or activities are in direct or explicit conflict with the statutes and objectives of the Polish Association in Newcastle.</li> <li>2. I declare that I do not engage in any private, commercial or profit-generating activities involving the use of the assets of the Polish Association, including, but not limited to, financial resources, fixed assets, or any other property belonging to or administered by the Association.</li> <li>3. I declare that I will disclose any real, apparent, or potential conflict of interest that may improperly influence the interests of the Association.</li> <li>4. I declare that I will abide by the Constitution of the Polish Association of Newcastle Incorporated.</li> <li>5. I, the nominee, willingly submit this nomination and hereby declare my sincere intention to only serve in the best interests of the Polish Association of Newcastle Incorporated.</li> </ol>			
<p>I acknowledge that any false declaration may serve as grounds for the withdrawal of my nomination or for removal from office, should such circumstances be revealed after my appointment.</p>			
<b>Signature:</b>		<b>Date:</b>	
<b>Referee #1:</b>			
<b>First Name:</b>			
<b>Surname:</b>			
<b>Signature:</b>			<b>Date:</b>
<b>Referee #2:</b>			
<b>First Name:</b>			
<b>Surname:</b>			
<b>Signature:</b>			<b>Date:</b>
<b>Office Use Only</b>			
Date Application received:			
Signature of Secretary:			
AGM Date:			



## **Appendix 2   Application for Membership**

# Polish Association of Newcastle Incorporated

## APPLICATION FOR MEMBERSHIP

<b>Nominee:</b>			
<b>First Name:</b>			
<b>Surname:</b>			
<b>Over 18</b>	<input type="checkbox"/>	<b>Address:</b>	
<b>I hereby nominate for the position(s) of:</b> <b>(tick all that apply):</b>		<input type="checkbox"/> Ordinary Member <input type="checkbox"/> Associate Member	
In connection with the nomination for appointment to the Polish Association of Newcastle, I, the undersigned, hereby submit the following declarations: <ol style="list-style-type: none"> <li>1. I declare that I am not a member of any organization whose statutes or activities are in direct or explicit conflict with the statutes and objectives of the Polish Association in Newcastle.</li> <li>2. I declare that I will disclose any real, apparent, or potential conflict of interest that may improperly influence the interests of the Association.</li> <li>3. I declare that I will abide by the Constitution of the Polish Association of Newcastle Incorporated.</li> <li>4. I, the nominee, willingly submit this nomination and hereby declare my sincere intention to only serve in the best interests of the Polish Association of Newcastle Incorporated.</li> </ol>			
I acknowledge that any false declaration may serve as grounds for the withdrawal of my nomination or for removal from office, should such circumstances be revealed after my appointment.			
<b>Signature:</b>		<b>Date:</b>	
<b>Referee #1:</b>			
<b>First Name:</b>			
<b>Surname:</b>			
<b>Signature:</b>			<b>Date:</b>
<b>Referee #2:</b>			
<b>First Name:</b>			
<b>Surname:</b>			
<b>Signature:</b>			<b>Date:</b>
<b>Office Use Only</b>			
Date Application received:			
Signature of Secretary:			
Date application approved:			

The membership fee is established by the Committee

Acct Name: Polish Association of Newcastle  
 BSB 637 000  
 Acct No: 722636961  
 Ref: *Your Name*



[www.polishAssociationnewcastle.org.au](http://www.polishAssociationnewcastle.org.au)



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