|  |
| --- |
| ***CONSTITUTION***  ***OF***  ***SYDNEY NEPALESE MULTICULTURAL CENTRE (SNMC) INCORPORATION*** |
| **An Incorporated Association** |

Table of Contents

[Part 1 – Preliminary 4](#_Toc147350546)

[1.1 Name of the Association 4](#_Toc147350547)

[1.2 Type of Association 4](#_Toc147350548)

[1.3 Objectives 4](#_Toc147350549)

[1.4 Definitions 5](#_Toc147350550)

[PART 2—POWERS OF ASSOCIATION 6](#_Toc147350551)

[2.1 Powers of Association 6](#_Toc147350552)

[2.2 Not-for-Profit Organisation 6](#_Toc147350553)

[Part 3 – Membership 8](#_Toc147350554)

[3.1 Eligibility 8](#_Toc147350555)

[3.2 Membership Fees 8](#_Toc147350556)

[3.3 Types of Membership 8](#_Toc147350557)

[3.3.1 Individual Life Member 8](#_Toc147350558)

[3.3.2 Family Life Member 9](#_Toc147350559)

[3.3.3 Organisational member 9](#_Toc147350560)

[3.3.4 Donation from the Members 10](#_Toc147350561)

[3.4 Membership Application 10](#_Toc147350562)

[3.5 Register of Members 10](#_Toc147350563)

[3.6 Members’ Confidentiality 11](#_Toc147350564)

[3.7 Rights and Responsibilities of Members 11](#_Toc147350565)

[3.8 Voting Rights 11](#_Toc147350566)

[3.9 Termination of Membership 11](#_Toc147350567)

[3.10 Appeal against Rejection or Termination of Membership 12](#_Toc147350568)

[3.11 Meeting to Decide Appeal 12](#_Toc147350569)

[3.12 Membership Entitlements Not Transferable 13](#_Toc147350570)

[3.13 Members’ Liabilities 13](#_Toc147350571)

[3.14 Resolution of Disputes 13](#_Toc147350572)

[Part 4 - The committee 14](#_Toc147350573)

[4.1 Powers of the Committee 14](#_Toc147350574)

[4.2 Composition and Membership of Executive Committee 14](#_Toc147350575)

[4.3 Election of Committee Members 15](#_Toc147350576)

[4.4 Roles and Responsibilities of Executive Committee Members 16](#_Toc147350577)

[4.4.1 President 16](#_Toc147350578)

[4.4.2 Vice President 17](#_Toc147350579)

[4.4.3 General Secretary 17](#_Toc147350580)

[4.4.4 Treasurer 18](#_Toc147350581)

[4.4.5 Assistant General Secretary 18](#_Toc147350582)

[4.4.6 Assistant Treasurer 18](#_Toc147350583)

[4.4.7 Spokesperson 18](#_Toc147350584)

[4.4.8 Public Officer 19](#_Toc147350585)

[4.4.9 Executive Committee Members 19](#_Toc147350586)

[4.5 Casual Vacancies 20](#_Toc147350587)

[4.6 Suspension or Removal of Executive Members 20](#_Toc147350588)

[4.7 Executive Committee Meetings 21](#_Toc147350589)

[4.7.1 Regular Meetings 21](#_Toc147350590)

[4.7.2 Special Meetings 21](#_Toc147350591)

[4.7.3 Quorum for a Committee Meeting 21](#_Toc147350592)

[4.8 Delegation by Executive Committee to Sub-Committee 22](#_Toc147350593)

[4.9 Voting and Decisions 23](#_Toc147350594)

[4.10 Payments to Committee Members 23](#_Toc147350595)

[Part 5 - General Meetings 24](#_Toc147350596)

[5.1 Annual General Meetings 24](#_Toc147350597)

[5.2 Special General Meetings 24](#_Toc147350598)

[5.3 Meeting Notice 25](#_Toc147350599)

[5.4 Quorum for Annual or Special General Meetings 26](#_Toc147350600)

[5.5 Adjourned Annual General Meeting/Special General Meeting 26](#_Toc147350601)

[5.6 Presiding Member 27](#_Toc147350602)

[5.7 Making of Decisions 27](#_Toc147350603)

[5.8 Special Resolutions 27](#_Toc147350604)

[5.9 Voting 28](#_Toc147350605)

[5.10 Proxy Votes not Permitted 28](#_Toc147350606)

[5.11 Postal or Electronic Ballots 28](#_Toc147350607)

[5.12 Use of Technology at the General Meetings 28](#_Toc147350608)

[5.13 President’s Council of the Association 29](#_Toc147350609)

[5.14 Patrons of the Association 29](#_Toc147350610)

[5.15 Advisory Council (AC) of the Association 29](#_Toc147350611)

[Part 6 - Miscellaneous 30](#_Toc147350612)

[6.1 Insurance 30](#_Toc147350613)

[6.2 Sources of Funds 30](#_Toc147350614)

[6.3 Funds Management 30](#_Toc147350615)

[6.4 Change of Name, Objects and Constitution 31](#_Toc147350616)

[6.5 Custody of Books etc. 31](#_Toc147350617)

[6.6 Inspection of Books and Records 31](#_Toc147350618)

[6.7 Service of Notices 31](#_Toc147350619)

[6.8 Financial Year 32](#_Toc147350620)

[6.9 Winding Up 32](#_Toc147350621)

# Part 1 – Preliminary

## Name of the Association

The name of the association shall be **Sydney Nepalese Multicultural Centre Incorporated**. In short form it will be known as **SNMC Inc**. The SNMC Inc shall be recognised as an association initiated by ‘Southwest Nepalese Community Sydney Inc’. The centre shall be based in Sydney, New South Wales.

## Type of Association

The SNMC is a not-for-profit, non-racial, non-discriminatory, and apolitical organisation. It shall remain free from any political affiliation and ideology. It shall ensure equality and guard against any prejudicial treatment against anyone based on his or her racial, ethnicity and academic background.

## Objectives

The association’s objectives are as follows:

1. to plan, develop, construct and run a community centre which can be used as a hub to practice multiculture among Nepalese migrants and other local communities.
2. to preserve and promote Nepalese cultures and traditions by facilitating places for various cultural practices consisting of but not limited to a temple, gumba or similar entities of cultural significance.
3. to promote Nepalese language, culture, religions and heritage, and build harmony among the people living in Australia.
4. to promote multiculturalism supporting both Nepalese and Australian values.
5. to conduct fund raising activities for carrying out the abovementioned objectives of the association and/or promote association’s purpose through membership, sponsors, donation.

## Definitions

**In this constitute:**

***committee*** means the Executive Committee having management authority of the business of the Association.

***executive committee member*** means executive committee member including office-bearers and ordinary committee members.

***office-bearer*** means a committee member who is elected to an office vital position referred to in clause 4.2.1 (a).

***ordinary committee member*** means a committee member who is not an office-bearer.

***common member of the association*** means all full-paid eligible members of the association including executive committee members.

***executive committee meeting*** means a meeting of the executive committee held in accordance with the rules.

***absolute majority of members***, means a majority of the members present at a committee meeting of the association, that applies to all executive members currently holding office (if executive committee meeting), and the majority of members present at a meeting entitled to make decisions with vote at the time of annual general meeting.

***exercise*** a function includes perform a duty.

***function*** includes a power, authority or duty.

***register of members*** means the register of members maintained under Part 3.

***chairperson***, of a general meeting or executive committee meeting, means the person chairing the meeting as required under the rule.

***general secretary***, of the association, means:

* + 1. the person holding office under this constitution as general secretary, or
    2. 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.

***subcommittee*** means a subcommittee established under clause 4.8*.*

***the Act*** means the *Associations Incorporation Act 2009*.

***the Regulation*** means the *Associations Incorporation Regulation 2022*.

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

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—POWERS OF ASSOCIATION

## Powers of Association

1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting Clause 2.1 (1), the Association may—
   1. acquire, hold and dispose of real or personal property;
   2. open and operate accounts with financial institutions;
   3. invest its money in any security in which trust monies may lawfully be invested;
   4. raise and borrow money on any terms and in any manner as it thinks fit;
   5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
   6. appoint agents to transact business on its behalf;
   7. Enter into any other contract it considers necessary or desirable.
3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## Not-for-Profit Organisation

1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
2. Clause 2.2 (1) does not prevent the Association from paying a member—
   1. reimbursement for expenses properly incurred by the member at fair and reasonable rates or rates more favourable to the association; or
   2. for goods or services provided by the member— if this is done in good faith on terms no more favourable than if the member was not a member

# Part 3 – Membership

## Eligibility

The membership of the Community Centre shall be open to all the people of Nepalese origin and their family members of 18 years of age and above regardless of their gender, race, religious and political background, residing temporarily or permanently with valid permit in Australia. Also, member from other than above stated community groups can also apply for SNMC membership who has respect to Nepalese culture and possibly can assists to meet the objectives of the Community Centre in future.

The membership will not be limited to individuals and families and will be extended to a body corporate, trust, incorporated association, partnership or not for profit organization who supports the objectives of the SNMC.

## Membership Fees

The membership fee for each type of membership

1. is the amount decided by the absolute majority of the members from time to time at an Executive Committee Meeting; and
2. is payable when, and with the guided rules decided by the Executive Committee.
3. shall be displayed in the organisation’s website.

## Types of Membership

The types of membership shall be as follows:

### 3.3.1 Individual Life Member

An individual adult of Nepalese origin shall be entitled to become an individual life member of SNMC by paying the membership fee decided by the executive committee of the organisation. People belonging to a community other than the Nepalese community can also apply for life membership which Executive Committee approves based on applicant’s capability to fulfil the objectives of SNMC. This membership lasts for the lifetime of a member from the day of registration of SNMC and members are eligible for lifelong at least 10% discount in any event organised by SNMC. Life members have the voting right to select Executive Committee. Names of the life members will be displayed on the wall of SNMC building unless requested otherwise.

### 3.3.2 Family Life Member

An individual adult of Nepalese origin and his/her spouse shall be entitled to become a family life member of SNMC after paying the fee decided by the association. A family who belongs to other community than above mentioned can also apply for life member which Executive Committee approves based on applicant’s capability to fulfil the objectives of SNMC. This membership lasts for the lifetime of up to two members of the family from the day that the membership is taken, and members are eligible for lifelong 10% discount in any event at SNMC. Both the members of the family shall have the voting right to select Executive Committee. Names of both the members of the family shall be displayed on the wall of SNMC unless requested otherwise. Any individual life member can later add his family members to become a family life member by paying the difference between the family life membership fee and the individual life membership fee.

### 3.3.3 Organisational member

An organisation shall be entitled to become an organisational member of SNMC by paying the membership fee decided by the association. Any organisations operating in Australia can also apply for membership which Executive Committee can approve based on applicant’s capability to fulfil the objectives of SNMC. This membership lasts for the lifetime from the day of registration of SNMC and members are eligible for lifetime 10% discount in any event organised at SNMC. The representative member of the organisations will have voting right to select Executive Committee. Organisations also have special right to become a part of Executive Committee member.

### 3.3.4 Donation from the Members

Any individual or a family can voluntarily donate any amount of money to SNMC. The donation from the association’s life members as well as the non-members will be duly acknowledged as per the organisation’s operational policy passed by the AGM.

## Membership Application

1. The Executive Committee must consider an application for membership at the next committee meeting held after it receives
   1. the application for membership, which needs to be completed by filling in the application form; and
   2. the appropriate membership fee for the application (paid one-off or on installment as determined in the executive meeting within the maximum of 2 years of membership approval).
2. The Executive Committee must decide at the meeting whether to accept or reject the application.
3. If a majority of the members of the Executive Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
4. The general secretary of the association must give the applicant a written notice of the decision soon after the Executive Committee meeting (including by email or other electronic means, if the committee so determines), that the committee approved or rejected the application (whichever is applicable). 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 this constitution by a member as membership fee of relevant membership category.
5. Existing individual life members can also apply for family life membership by paying the additional membership fee.

## Register of Members

1. The Executive Committee shall be responsible for maintaining a register of the members. The register shall have the following information in the form.
   * 1. Full name(s)
     2. Contact details
     3. Date of joining the association
     4. Membership type
     5. Details about the termination or reinstatement of membership; and
     6. Any other particulars the executive committee or the members at a general meeting decides.
2. The register shall be kept as an electronic database and a nominated member of the Executive Committee shall maintain the register monthly.
3. The register must be open for inspection by members of the association at all reasonable times as per clause 6.6.

## Members’ Confidentiality

Personal details of members shall be kept confidential within the Association and shall not be disclosed to any outside party without the member’s consent. Only full name of members shall be displayed unless special request made by members.

## Rights and Responsibilities of Members

All members or member's representative (if the case of organizational member) have the right to participate in the Annual General Meetings of the Association, vote and present candidacy in the elections for the Executive Committee.

## Voting Rights

Each life member (both individual and family) shall have individual voting right. In the cases of family life member, both members will have individual voting right. Organizational membership will have single vote right.

## Termination of Membership

Membership shall be terminated under the following circumstances:

* + 1. A member may voluntarily resign from the Association at any time by giving 14 days’ notice in writing to the general secretary. Such resignation shall take effect once it is approved by the Executive Committee. Membership fee will not be returned for any membership termination.
    2. If a member:

1. is convicted of an indictable offence; or
2. conducts himself or herself in a manner considered to be harmful or prejudicial to the character or interests of the Association; then, the Executive Committee shall determine whether the membership shall be terminated in the specially convened executive committee meeting. The special meeting of the Executive Committee shall take place within two weeks of general secretary being made aware of the above offences and action taken within two days of the resolutions made in the meeting. Member, whose membership has been terminated, shall be notified by the general secretary by official letter or electronic media.
3. fails to pay the membership fee under Clause 3.2 within 3 months after the fee is due, unless payment evidence or a reason for non-payment is provided to the general secretary and is approved by the Executive Committee.
4. if a member passes away.

## Appeal against Rejection or Termination of Membership

* + 1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the general secretary written notice of the persons intention to appeal against the decision.
    2. A notice of intention to appeal must be given to the general secretary within 1 month after the person receives written notice of the decision.
    3. If the general secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## Meeting to Decide Appeal

* + 1. The general meeting to decide an appeal must be held within 3 months after the general secretary receives the notice of intention to appeal.
    2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
    3. Also, the Executive Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
    4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
    5. If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the general secretary must, as soon as practicable, refund the membership fee paid by the person.

## Membership Entitlements Not Transferable

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

1. is not capable of being transferred or transmitted to another person, and
2. terminates on cessation of the person’s membership.

## 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 Clause 3.2.

## Resolution of Disputes

* + 1. A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the [Community Justice Centres Act 1983](http://www.legislation.nsw.gov.au/xref/inforce/?xref=Type%3Dact%20AND%20Year%3D1983%20AND%20no%3D127&nohits=y).
    2. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
    3. The [Commercial Arbitration Act 1984](http://www.legislation.nsw.gov.au/xref/inforce/?xref=Type%3Dact%20AND%20Year%3D1984%20AND%20no%3D160&nohits=y) applies to any such dispute referred to arbitration.

# Part 4 - The committee

## Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

1. is to control and manage the affairs of the association, and
2. may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
3. 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.

## Composition and Membership of Executive Committee

* + 1. The Executive Committee consists total of fifteen (15) to twenty-five (25) members consisting of -

1. the 9 office-bearers

The President (1)

Vice-presidents (2)

Vice-president - Liaison & Operation Management

Vice President - Administration & Internal Management

General secretary (1)

The Assistant General Secretary (1)

The Treasurer (1)

The Joint Treasurer (1)

The Public Relation Officer (1)

The Spoke Person (1)

1. Between six (6) to sixteen (16) Executive Members

President and Secretary of Southwest Nepalese Community, Sydney (SWNCS) will be executive members by default.

Remaining four (4) to fourteen (14) members will be elected at the Annual General Meeting of the association under Clause 5.1.4.

* + 1. The spokesperson will be nominated by the President.
    2. There are no maximum limits on the consecutive terms a committee member may hold office. However, any one member can serve as president for a maximum of two consecutive terms in total. Additionally, for all office bearers, a maximum of two consecutive terms in the same position and three terms within the same committee or subcommittee can be served.
    3. Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member’s election but is eligible for re-election.
    4. To be eligible for Office Bearer, members must serve at least one term in executive committee, sub-committees, ad-hoc committee or advisory council.

## Election of Committee Members

* + 1. Nominations of candidates for election as office-bearers of the association or as ordinary committee members:

1. Must be made in writing, signed by 1 member of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
2. Must be delivered to the Election Commission nominated by existing executive committee 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.
   * 1. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and for vacant position nominations will be done by the majority of the elected executive committee.
     2. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
     3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
     4. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
     5. The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct through Election commission.
     6. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.
     7. Formation of election commission committee: All elections or other matters for decision by secret ballot at the Annual General Meeting shall be held under the authority of the Executive Committee or a Sub-Committee appointed specifically for the purpose set by the Executive Committee. This election commission will be three members who are nominated by the absolute majority of the executive committee meeting.

## Roles and Responsibilities of Executive Committee Members

The roles and responsibilities of the Executive Committee members shall be as follows:

### President

1. Shall be the official head of representative of the Association
2. Shall preside over all meetings of the Association and exercise general supervision over the affairs of the Association
3. Shall delegate power to Vice-President whenever necessary
4. Shall accept resignation of office bearers
5. Shall acknowledge letter of intent to give up membership of the Association from the members and propose to the Executive Committee for approval
6. Shall call emergency meetings whenever necessary
7. Shall cast a vote in case of a tie

### Vice President

1. Shall assume the role of president in his/her absence
2. Shall be responsible for the tasks (operational/ administrative) delegated by the President.

### General Secretary

1. Shall be responsible for all official communications of the Association
2. Shall be responsible for calling Executive Committee meetings and all other meetings required by the Executive Committee in consultation with the President
3. Shall prepare agenda of the meetings in consultation with the President and notify all office bearers and members seven days prior to such meetings
4. Shall notify members about the Annual General Meeting in writing (through electronic media) with the agenda at least fourteen days in advance
5. Shall keep minutes of all meetings and present it to following meetings for an approval
6. Shall follow up action items resulting from the previous meeting and make sure items are actioned within due dates
7. Shall liaise with Working Committees (if any) formed by the Executive
8. Committee
9. Shall prepare annual report of the activities of the Association and present it to the Annual General Meeting
10. Shall be responsible for the registration of members in association with the
11. Treasurer
12. Shall have possession of the books, documents and instruments of title

### Treasurer

1. Shall be responsible for all the financial transactions such as collecting membership fees and subscription of Association events, send receipts and make disbursements as approved by the Executive Committee
2. Shall keep records of all financial reports, get them certified as per the Associations Incorporation Act 1981 and Associations Incorporation Regulation 1999 and present in the Annual General Meeting
3. Shall have custody of the books, records, documents and securities related to financial matters
4. Shall be responsible for the preparation of a statement of income and expenditure, assets and liabilities, mortgages, charges and securities affecting the property of the Association for each financial year, and the presentation of the statement, after audit, to the members

### Assistant General Secretary

1. Shall assume the role of Secretary in his/her absence
2. Shall be responsible for the tasks delegated by the Secretary
3. Shall support the General Secretary in discharging his/her responsibilities. In addition, the Secretary shall keep and maintain a registration of the members as per the guidelines developed by the Executive Committee and perform secretariat duties in the Committee as directed by the President and executive Committee. In absence of General Secretary, assistant general secretary will perform all the duties and activities of General Secretary.

### Assistant Treasurer

1. Shall assume the role of Treasurer in his/her absence
2. Shall be responsible for the tasks delegated by the Treasurer

### Spokesperson

1. Shall be responsible for SNMC’s media releases approved by the President;
2. Shall post media releases and other information on SNMC’s website, Facebook and other social networks;
3. Shall manage and publish SNMC’s newsletter on quarterly basis;
4. Shall maintain a good relationship with journalists and media publishers for smooth publication of SNMC’s news and articles;
5. Shall consult on behalf of Post the summary of all proceedings on the association’s webpage (portal) within ten working days of the completion of meetings or such other events; and
6. Sarry out any other media related tasks delegated by the President or Executive Committee; and
7. In the case of incapacity, absence or resignation of the Spokesperson, the Executive Committee members shall nominate a representative from the Executive Committee as the new Spokesperson for the remainder of the Spokesperson term by consensus or vote.

### Public Officer

1. Shall become the official of SNMC on whom notice is required to be served in the legal sense;
2. Notify his or her appointment, change of address, amendment to rules and the passing of special resolutions to the concerned regulatory agency;
3. Carry out any other tasks delegated by the President or Executive Committee;
4. In the case of incapacity, absence or resignation of the Public Officer, the Executive Committee members shall nominate a representative from Executive Committee as the new Public Officer for the remainder of the term of Public Officer by consensus or vote.

### Executive Committee Members

1. Roles and responsibilities of the members shall be determined by the President in consultation with the Executive Committee and assigned as per the annual work program of the association.
2. The Executive Committee members shall provide support to the President, the Secretary and the Treasurer as needed.

## Casual Vacancies

In the event of a casual vacancy occurring in the Executive Committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

* + 1. A casual vacancy in a member of the Executive Committee occurs if the member:

1. dies, or
2. ceases to be a member of the association, or
3. becomes an insolvent under administration within the meaning of the [Corporations Act 2001](http://www.comlaw.gov.au/) of the Commonwealth, or
4. resigns office by notice in writing given to the secretary, or
5. is removed from office under Clause 4.6, or
6. becomes a mentally incapacitated person, or
7. is absent without the consent of the committee from 2 consecutive meetings of the committee without valid proper written notice , or
8. 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
9. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](http://www.comlaw.gov.au/) of the Commonwealth.

## Suspension or Removal of Executive Members

* + 1. The Executive Committee may suspend or dismiss any member of the Executive Committee for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Annual General Meetings or of the Executive Committee, or for any other reason deemed good and sufficient in the interests of the community. Any member of the Executive Committee suspended or dismissed may appeal to a Annual General Meeting. The Executive committee may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
    2. The Executive Committee may give written warning to, or discipline or expel from the community any member who is proved to its satisfaction to have been guilty of conduct prejudicial to the interests of the community. Any member warned, disciplined or expelled may appeal to an Annual General Meeting.

## Executive Committee Meetings

### Regular Meetings

The Executive Committee shall meet regularly at least once in three months. Executive Committee members shall be notified about the meeting by the secretary in writing with the agenda at least seven days in advance.

### Special Meetings

In case of emergency or in exceptional circumstances, President is empowered to call Executive Committee Meeting by giving a short notice. Alternatively, the general secretary must, on the requisition in writing of at least 20 per cent of the total number of members, convene a special executive committee meeting of the association.

### Quorum for a Committee Meeting

A majority (51%) members of the executive committee constitute a quorum for the transaction of the business of a meeting of the executive committee. The draft of meeting agenda will be sent in email to all Executive members by giving 48 hours’ notice and no response on email other than stated will be considered as consent for approval of the meeting call. After this meeting call process, the absolute majority of the total members attended in the meeting will be considered as formal meeting and will be documented with meeting minutes to circulate to all executive members.

This applies to all types of meetings including physical meeting, teleconference, or video conference meetings. If the meeting has to be postponed, another meeting can be called within a week time with formal process of meeting call.

At a meeting of the executive committee:

1. the president or, in the president’s absence, the vice-president is to preside, or
2. 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.

## Delegation by Executive 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:

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

## 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 4.7.3, 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.

## Payments to Committee Members

* + 1. The associationmust not pay fees to a member for acting as a committee member.
    2. The associationmay:

1. pay a member for work they do for the association, other than as a committee member, if the amount is no more than a reasonable fee for the work done, or
2. reimburse a member for expenses properly incurred by the member in connection with the affairs of the association.
   * 1. Any payment made under clause 4.10.2 must be approved by the committee.
     2. The association may pay premiums for insurance indemnifying members, as allowed for by law and this constitution.

# Part 5 - General Meetings

## Annual General Meetings

* + 1. The association must hold its first annual general meeting within 12 months after its registration.
    2. The association must hold its annual general meetings:

1. Within 6 months after the close of the association’s financial year, or
2. Within such later time as may be allowed by the general secretary or prescribed by the regulation.
   * 1. The Annual General Meeting of the association is 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:
3. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
4. to receive from the committee reports on the activities of the association during the last preceding financial year,
5. to elect office-bearers of the association and ordinary committee members,
6. to receive and consider any financial statement or report required to be submitted to members under the Act.
   * 1. An annual general meeting must be specified as such in the notice convening it.

## Special General Meetings

* + 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 20 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:

1. must state the purpose or purposes of the meeting, and
2. must be signed by the members making the requisition, and
3. must be lodged with the secretary, and
4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
   * 1. 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 General 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.
     2. A special general meeting convened by a member or members as referred to in clause 5.2.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
     3. For the purpose of Clause 5.2.3:
5. a requisition may be in electronic form, and
6. a signature may be transmitted, and a requisition may be lodged, by electronic means.

## Meeting 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 General secretary must, at least 14 days 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 General secretary must, at least 21 days 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 5.3.1, 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 5.2.2.
    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.

## Quorum for Annual or Special General Meetings

* + 1. At least twenty (20) percent of members must attend the meeting to be considered as quorum for the transaction of the business of a general meeting
    2. This applies for all types of meetings including physical meeting, teleconferencing or video conferencing.
    3. If the meeting has to be postponed due to no fulfillment of minimum 20% of members attendance, another meeting can be called within a week time repeating the formal process of meeting call.
    4. No item of business is to be transacted at a general meeting unless a quorum of members (20% of members) entitled under this constitution to vote is present during the time the meeting.
    5. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

1. if convened on the requisition of members, is to be dissolved, and
2. 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.

## Adjourned Annual General Meeting/Special General Meeting

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 5%) are to constitute a quorum for the transaction of the business of a general meeting and will be documented with meeting minutes to circulate to all general members.

## Presiding Member

The president or, in the president’s absence, the vice-president, is to preside as chairperson at each general meeting of the association. 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.

## Making of Decisions

* + 1. A question arising at a general meeting of the association is to be determined by either:

1. a show of hands or, if the meeting is one to which Clause 5.12 applies, any appropriate corresponding method that the committee may determine, or
2. if on the motion of the chairperson or if twenty-five (25) percent or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
   * 1. 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.
     2. Subclause 5.7.2 applies to a method determined by the committee under subclause 5.7.1 (a) in the same way as it applies to a show of hands.
     3. 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.

## Special Resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

## Voting

* + 1. On any question arising at a general meeting of the association a member has one vote only. Each life member (both individual and family) shall have individual voting right. In the cases of family life member, both members the family will have individual voting right. Organizational membership will have single vote right.
    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.

## Proxy Votes not Permitted

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

*Note: Schedule 1 of the Act provides that an association’s constitution is to address whether members of the association are entitled to vote by proxy at general meetings.*

## Postal or Electronic Ballots

The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## Use of Technology at the 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 member 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.

## President’s Council of the Association

* + 1. All the past president of the Association will by default be the member of the President’s Council of the Association.
    2. The responsibility of the President’s Council– If the president’s council believes AGM decision is outside the scope of organisation mission, vision, values and objectives until the government bodies outcomes, the president’s council will maintain the routine business.

## Patrons of the Association

Any individual or organisation paying minimum $50,000 (which may change time to time as decided by the AGM) will remain as patron of the Association. All patrons will be the member of the Advisory council of the Association and will not have any additional rights other than the life member of the association.

## Advisory Council (AC) of the Association

The executive committee will have the right to appoint up to 15 members advisory council. The members of this council should be prominent leaders of the community that has served for the community and will have the capacity to play a role model and provide necessary inputs and suggestion to the Association’s routine activities and management when needed by the executive committee.

Members of the Advisory Council (AC):

1. Advisory Council shall advise the Executive Committee on issues that directly or indirectly on the activities and the management of the Association.
2. Advisory Council shall consist of at least one legal expert as SNMC Legal Advisor.
3. The SNMC’s Executive Committee shall nominate one of the members of the Advisory Council as the chairperson of the Advisory Council to facilitate Advisory Council tasks.
4. The tenure of the Advisory Council is in line with the tenure of the Executive Committee. The Advisory Council is automatically dissolved when the Executive Committee is dissolved.
5. Advisory Council shall meet either face to face or via teleconferencing or video conferencing on an as-needed basis.
6. Advisory Council shall present their advice to the Executive Committee in writing as well as by personally presenting at a meeting of the Executive Committee as required.

# Part 6 - Miscellaneous

## Insurance

The association may effect and maintain insurance.

## Sources of Funds

* + 1. The funds of the association are to be derived from membership fees, donations, governmental grants 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 or other authorised deposit-taking institution account.
    3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## 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.

## Change of Name, Objects and Constitution

An application to the General Secretary for registration of a change in the association’s name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## Custody of Books etc.

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

## Inspection of Books and Records

* + 1. A member may contact the General Secretary to arrange an inspection of the register.
    2. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

1. records, books and other financial documents of the association,
2. this constitution,
3. minutes of all committee meetings and general meetings of the association.
   * 1. A member of the association may obtain a copy of any of the documents referred to in Clause 6.6.1 on payment of a fee of not more than $1 for each page copied.
     2. Despite Clause 6.6, 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.

## Service of Notices

* + 1. For the purpose of this constitution, a notice may be served on or given to a person:

1. by delivering it to the person personally, or
2. by sending it by pre-paid post to the address of the person, or
3. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
   * 1. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
4. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
5. 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
6. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, 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.

## Financial Year

The financial year of the association is:

* 1. the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
  2. each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

*Note: Schedule 1 of the Act provides that an association’s constitution is to address the association’s financial year.*

## Winding Up

* + 1. If the association is wound up, any surplus assets must not be distributed to a member or a former member of the association, unless that member or former member is a charity described in clause 6.9.2.
    2. Subject to the Associations Act and any other applicable Act, and any court order, any surplus assets that remain after the association is wound up must be distributed to one or more charities:

1. with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 2.2;
2. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the association.
   * 1. The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the association may apply to the Supreme Court to make this decision.

**The End**