

RULES

THE AUSTRALIAN-ASIAN ASSOCIATION OF WA Inc.

1. The name of the Association shall be “The Australian – Asian Association of Western Australia (Incorporated).

2. INTERPRETATION

In these rules, unless a contrary intention appears “Executive Committee” means the committee referred to in rule 10.1 c “Officer” means the officers referred to in rule 10.2.

- “financial year” means the period 1 July to 30 June the following year
- “General meeting” means meeting convened under rule 12.1
- “the Act” means the Associations Incorporation Act 1987
- “Commissioner” means the Commissioner of Corporate Affairs appointed under Section 4 of the Companies (Administration) Act 1982
- “cultural and ethnic association” means an association, club or society
- “company or business firm” means a company registered under the Companies (Administration) Act 1982
- “dependant” means a person under the age of eighteen, unless the person being a son or daughter of any ordinary member is a full-time student, or a spouse of an ordinary member not otherwise being a member
- “special Resolution” means a resolution passed at a general meeting by not less than three-fourths of the members present and entitled to vote under the rules

3. OBJECTS

3.1 The objects of the Association are:

- a) to support and assist member cultural and ethnic associations
- b) to foster the participation of affiliate members in the development of a cohesive and culturally pluralistic society in Australia
- c) to cultivate an understanding and fellowship amongst all Australians, through promotion of an appreciation of Asian cultures and societies.
- d) to assist, encourage, participate in, and undertake those activities which promote the welfare, social, cultural and educational interests of members.
- e) to promote joint action and co-operation within Australian Asian communities on matters of common concern.
- f) to assist in the integration of new Australians of Asian descent within the wider Australian communities.

- g) To encourage Australians to participate and contribute to the social and economic development of the Australian region.
 - h) To undertake all such other activities as are incidental or conducive to the attainment of the above objects in the context of and involving global culture.
- 3.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the members provided that remuneration may be paid in good faith to employees of the Association or other persons in return for services actually rendered in the promotion of those objects.

4. POLITICAL AND RELIGIOUS AFFILIATIONS

- 4.1 The Association shall be non-sectarian and shall not be affiliated with any political party.

5. QUALIFICATION OF MEMBERSHIP

- 5.1 Membership shall be open to the following interested in furthering the objects of the Association:

- Life Members
- Honorary Members
- Ordinary members
- Affiliate Members (Association members)
- Company members
- Junior Members

Applications for membership other than honorary membership must be in writing accompanied by the prescribed subscription and duly proposed and seconded by an ordinary member. Admission and re-admission to membership shall be subject to approval by the Executive Committee.

5.1 Life Members

5.1.1 Hon. Life members

On the recommendation of the Executive Committee or on receiving written nomination from any 10 ordinary members, an Honorary Life Member may be elected at the Annual General Meeting of the Association and shall thereafter be entitled to all the rights and privileges of an Ordinary Member without payment of the yearly subscription.

5.2 Honorary Members

Honorary Members shall comprise:

- 5.2.1 persons nominated as such for a period not exceeding one month by any two members of the Executive Committee.
- 5.2.2 persons elected as such for period not exceeding twelve months by the Executive Committee.
- 5.2.3 Honorary members shall enjoy all the rights and privileges of an ordinary member with exception of the voting power at meeting.

5.3 Ordinary members

Any person over the age of eighteen of any nationality and race whose application for membership has been approved by the Executive Committee. Dependants of an ordinary member shall enjoy all the rights and privileges of an ordinary member with the exception of voting rights or the privileges of an ordinary member who represents an ordinary member with the exception of voting rights or rights of election to the Executive Committee.

5.4 Affiliate Members (Associate Members)

Any cultural or ethnic association whose rules and application has been approved of by the Executive Committee. Affiliate members shall be entitled to be represented at all general meetings by two persons nominated by the association and whose names have been notified to the Secretary. Such persons shall have the rights and privileges of ordinary members except the right of election to the Executive Committee. Nothing here shall prevent an ordinary member who represents an association from being elected to the Executive Committee.

5.5 Corporate Members

Any corporate body on payment of the prescribed annual subscription. Corporate members shall be entitled to be represented at all general meetings by two persons whose names have been notified to the Secretary. Such persons shall have the rights and privileges of ordinary members except the right of election to the Executive Committee. Nothing here shall prevent an ordinary member who represents a corporate body from being elected to the Executive Committee.

5.6 Junior Members

Any person of any nationality and race over the age of fourteen and under the age of eighteen, whose application for membership has been approved by the Executive Committee. Such members shall have the rights and privileges as ordinary members except that of voting at general meeting and of election to the Executive Committee.

6. REGISTER OF MEMBERS

6.1 The Secretary shall cause to be kept a register of t members of the Association by category and their last known address.

6.2 The Secretary shall cause the name of a person who dies or cease to be a member to be deleted from the register of members referred to in (6.1) above.

7. EXPULSION OF MEMBERS

7.1 If any shall infringe or neglect to comply with the provisions of the Rules or whose conduct in the opinion of the Executive Committee is detrimental to the interest of the Association, the Executive Committee may suspend such member from all rights and privileges of a member for a period of not more than six weeks. Provided that before any such action against such member is taken, the member shall first have been given a reasonable opportunity of giving in writing an explanation of the conduct in question within 14 days of being notified of the charge.

- 7.2 The Executive Committee will bring any instance of suspension to a General Meeting within six week. The general Meeting so called shall have full powers to resolve by special resolution that such a member should be expelled or rescind such suspensions as thought fit.
- 7.3 The expulsion of a member shall take effect from the date of the special resolution.
- 7.4 Any application for membership from a previous member who has been expelled shall be referred to the next Annual General Meeting for determination of readmission on the basis of a simple majority.

8. SUBSCRIPTION

- 8.1 The annual subscription for membership shall be as determined from time to time by a General Meeting upon the recommendation of the Executive Committee.
- 8.2 Subscriptions shall be paid on the following basis:

Upon joining during the first six months of any financial year - full rate
Upon joining during the second six months of any financial year – half rate

9. EMPLOYEES

- 9.1 The Executive Committee shall employ such persons for the Association whose duties shall be prescribed by a duty statement prepared by the Executive Committee and who shall report to the President and/or such other officers as the Executive Committee shall decide from time to time.

10. MANAGEMENT

- 10.1 The management of the Association shall be vested in an Executive Committee consisting of the officers of the Association, seven ordinary members and the Immediate Past President. The Executive Committee shall have power to co-opt not more than three additional members. The term of office bearers of the Executive Committee shall be three years from the date of appointment at the Annual General Meeting. The seven ordinary members shall be elected annually. The election of officers and ordinary members shall be as provided in rule 10.3.

10.2 Officers

Unless otherwise determined by a general meeting of members, officers of the Association shall be honorary and shall consist of:

- President
- Vice President
- Treasurer
- Secretary

The officers shall be eligible for re-election for not more than 2 consecutive terms (total of six years) in the position they serve, and must be nominated in the manner covered in rule 10.3 hereof.

10.3 Elections of Officers and Members of the Executive Committee

- (a) Candidates for the position of an officer or of an ordinary member of the Executive Committee shall have been members of the Association for not less than three calendar months preceding the election and shall be financial members when the Annual General Meeting is held except that members who are affiliate or company members shall be eligible as candidates provided they are ordinary members at the time of the Annual General Meeting.

- (b) At least 50% of the members elected to the position of officer or ordinary member on the Executive Committee shall be from the Affiliate membership.
- (c) All nominations for the position of officer or ordinary member on the Executive Committee shall be in writing having been proposed and seconded on a prescribed form which is lodged at the office of the Association not later than three days before the Annual General Meeting. Every nominee shall declare in writing such other honorary or paid position held with other cultural or ethnic associations at the time of nomination.
- (d) A person nominated for the position of President or Vice President shall if willing be deemed to have been nominated for the positions of Vice President and/or ordinary member of the Executive Committee as the case may be. Other nominations may be accepted at the Annual General Meeting if a position would otherwise remain vacant. Where the number of nominations for any position exceeds the number of vacancies, a written ballot shall be held. Each financial member present and otherwise eligible and desiring to vote shall record a vote for as many candidates as there are vacancies.

The candidates polling the highest number of votes shall be declared elected according to the number of vacancies to be filled, provided that the Chairperson of the meeting shall be empowered to exercise a casting vote.

10.4 Duty of Officers

The President is the head of the Association and shall:

- (a) maintain the prestige and promote the good name of the Association;
- (b) represent the Association on all occasions whenever this is possible;
- (c) be the spokesperson of the Association on matters affecting the well-being of members consistent with objects;
- (d) preside at all General Meetings and Executive Committee meetings.

In the absence of the President, the Vice President shall preside at meetings and if neither be present, the Chairperson shall be elected by those present.

The Chairperson at all meetings shall have a deliberative vote, and should there be equality of votes, a casting vote.

Treasurer

The treasurer shall

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Executive Committee and in so doing ensure that all cheques are signed by two Executive Committee member one of whom shall be the Treasurer;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) submit to the Executive Committee at each ordinary meeting a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e);

- (g) cause to be prepared a Balance Sheet for the financial year as at 31 March all duly audited and presented to the Annual General Meeting; and
- (h) perform such other duties as are imposed by these rules on the Treasurer.

Secretary

The Secretary shall:

- (a) coordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Executive Committee and of the general meetings of the Association;
- (c) comply on behalf of the Association with:
 - 1. Section 27 of the Act in respect of the register of members of the Association;
 - 2. Section 28 of the Act in respect of the rules of the Association; and
 - 3. Section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required to be maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

10.5 Powers of the Executive Committee

In addition to and without affecting the generality of the powers conferred upon it by rule 10.1 hereof or by-law or otherwise howsoever, the Executive Committee shall have the following powers, authorities and discretions:

- (a) the control of the finances of the Association;
- (b) power to purchase, lease, hire or otherwise acquire any real or personal estate;
- (c) if so authorised by a General Meeting called for the express purpose, power to conclude agreements with other persons or bodies relating to the disposal of all or any part of the Association's assets or real estate, but only for the purpose of providing alternative or additional premises in furtherance of the Association's objectives;
- (d) power to borrow or raise upon loan sum or sums of money and for the purpose of securing the repayment thereof to execute or give any mortgages, charges, bonds, debentures, bill of exchange, promissory notes or other securities overall or any of the property of the Association as may be deemed necessary and to liquidate, redeem or pay off such obligations and securities or any of them;
- (e) power to invest and deal with the monies of the Association not immediately required, upon such securities and in such manner as may be from time to time determined;
- (f) power to frame rescind or alter by-laws;
- (g) power to authorise the affixation of the Common Seal of the Association to documents requiring to be executed by the Association under its Common Seal;
- (h) power to appoint committees for express purposes as it may deem necessary.

10.6 Meetings of the Executive Committee

- (a) The Executive Committee shall, unless otherwise determined, meet monthly and five members shall form a quorum.
- (b) A member of the Executive Committee having any direct or indirect pecuniary interest referred to in Sections 21 and 22 of the Act shall comply with that section.

10.7 Vacancies in the Executive Committee

In the event of any vacancy occurring in the Executive Committee or any officer before the next Annual General Meeting, the same shall be filled by the Executive Committee. If any member of the Executive Committee shall be absent himself / herself from three consecutive meetings of the Executive Committee without reason or for reasons unacceptable by the Executive Committee solely at the latter's discretion, the Executive Committee may declare his / her seat vacant.

11. COMMON SEAL

- 11.1 The Common Seal of the Association shall be in the custody of the Secretary.
- 11.2 The Common Seal shall not be used without the express authority of the Executive Committee and every use of that Common Seal should be recorded in a register kept with the minutes of the Executive Committee.
- 11.3 The affixing of the Common Seal shall be witnessed by any two members of the Executive Committee, one of whom shall be an officer of the Association.

12. GENERAL MEETINGS

- 12.1 General meetings shall be held as determined by the Executive Committee from time to time.
 - (a) The Secretary shall give to all members not less than 14 days notice of general meetings and of any business to be transacted at the meeting.
 - (b) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
 - (c) The Secretary may give notice by:
 - (i) serving it on a member personally, or
 - (ii) sending it to a member by post at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.
- 12.2 The Annual General Meeting shall be held within four months of the end of the financial year upon a date and at a time to be fixed by the Executive Committee for the following purposes:
 - (j) to receive the President's report and the Honorary Treasurer's audited balance sheet and working account of the preceding financial year
 - (ii) to elect the officers and members of the Executive Committee and to elect the Honorary Solicitor, the Honorary Auditor for the ensuing year
 - (iii) to transact any other business of which due notice has been given.

12.3 Extraordinary General Meeting

The Executive Committee may convene extraordinary meetings of the Association and shall, on receiving a written requisition from any ten ordinary members, convene such a meeting. The requisition shall state the purpose for which the meeting is required and shall be left with the Secretary. The President shall within seven days of the receipt by the Secretary of such requisition cause an Extraordinary General Meeting to be called for a date not later than 14 days after the receipt of the requisition.

12.4 Chairperson

The President shall be entitled to take the Chair at every general meeting of the Association or if there be no President or if at any general meeting he shall not be present within 15 minutes after the appointed time for holding such meeting or if he shall previously have notified the Secretary of his/her not being present, the members shall choose another member of the Executive Committee as Chairperson; and if no member of the Executive Committee be present or if all members of the Executive Committee present decline to take the Chair, then the members of the Association shall choose one of their number to be Chairperson.

12.5 Quorum

- (a) The Quorum for any general or extraordinary meeting shall be 25 voting members in person, of which at least 10 must be representatives from affiliate members.
 - (i) If within 30 minutes after the time specified for the holding of a general meeting under Clause 12.1, 12.2 and 12.3 the quorum is not present, the general meeting shall stand adjourned to a date, time and venue to be notified.
 - (ii) If within 30 minutes of the time appointed by subrule 5.1.1 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
 - (iii) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
 - (iv) If the adjourned meeting is held after 30 days or more, the Secretary shall give notice under clause 12 of the adjourned general meeting as if that general meeting was a fresh meeting.

12.6 Voting

Life members and financial ordinary members and representatives of affiliate and company members shall be entitled to vote. Other than the Chairperson who shall have a casting vote, each such member or representative of an affiliate or corporate member present shall exercise one vote only.

- (a) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands.
- (b) A special resolution put to the vote shall be decided in accordance with Section 24 of the Act.
- (c) A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless during the general meeting at which the resolution is submitted, a poll is demanded.

- (d) At a general meeting a poll may be demanded by the Chairperson or 3 or more members present in person and, of so demanded, shall be taken in such manner as the Chairperson directs.

12.7 Solicitor

There shall be elected at each Annual General Meeting of the Association, an Honorary Solicitor of the Association, who shall be a qualified solicitor of the Supreme Court of Western Australia.

12.8 Auditor

There shall be elected at each Annual General Meeting of the Association, an Honorary Auditor of the Association.

12.9 Architect

There shall be elected at each Annual General Meeting of the Association, an Honorary Architect of the Association.

12.10 Notices

The accidental omission to give any notice of meetings required by this Constitution shall not invalidate the proceedings to which such notice relates.

13. PLEDGING CREDIT OF THE ASSOCIATION

- 13. No persons shall have power to pledge the Association's credit or involve the Association in any financial liability without the consent and direction of the Executive Committee first being obtained.

14. ALTERATION OF THE RULES

- 14. No part of the constitution shall be repealed or altered and no addition shall be made thereto save by a Special Resolution of the members and representatives as aforesaid, present and entitled to vote at a general meeting. Fourteen days notice of the intention to propose any alteration, deletion or addition shall be given by the Secretary to every member at his address in the Association register.

15. WINDING UP CLAUSE

- 15. If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, the property shall be distributed:

- (a) to another incorporated association having objectives similar to those of the Association; or
- (b) for charitable or benevolent purposes,

which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33.3 of the Act to prepare a distribution of the surplus property of the Association.