

CONSTITUTION OF THE CHUNG WAH SOCIETY INCORPORATED

Regulation 2(1), *Associations (Model Constitution) Regulations*

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CONSTITUTION OF THE CHUNG WAH SOCIETY INCORPORATED

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PART 1 – PRELIMINARY

1. Name

The name of the incorporated association ("the Association") is **“The Chung Wah Society Incorporated”**.

2. Objects and purposes

The objects and purposes of the Association are as follows:

- 2.1 To promote good relations between Chinese residents in the Northern Territory and people of other nationalities and to promote the general, cultural, educational and social interests and welfare of its members;
- 2.2 To provide and maintain the Chinese Temple as a place of Worship;
- 2.3 To deal with lands and buildings and any other interest in lands or buildings to change, vary and improve such lands, buildings and or interest in lands or buildings;
- 2.4 To deal with generally and improve the property of the Association whether real or personal including, but not limited to, the demolition, reconstruction, repair, alteration or improvement of the property;
- 2.5 To borrow or raise funds for the objects and purposes of the Association and to secure any loan by way of mortgage, charge, bond or any other security over any or all of the assets of the Association excluding the Temple lands being Lot 2379 Town of Darwin;
- 2.6 To divert and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined under the Constitution of the Association;
- 2.7 To provide facilities for members and to promote the social and sporting activities of the Association for the members and their guests;
- 2.8 To do all things necessary for the preservation and promotion of Chinese history in the Northern Territory;
- 2.9 To do all such other lawful things as are incidental or conducive to or necessary for the attainment of the above objects and purposes or any of them.

3. Minimum number of members

The Association must have at least 30 members.

4. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the *Associations Act* and regulations made under that Act;

"Committee" means the Management Committee of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 51;

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 54 and passed in accordance with section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

5.1 For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

5.2 Subject to the Act and clause 2, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6. Use of Association's funds

- 6.1 The Association shall not be carried on for the profit or gain of the individual members of the Association.
- 6.2 The funds of the Association shall not be distributed to members in money, goods or otherwise directly or indirectly except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 6.3 The funds of the Association shall be used solely to promote the objects and purposes of the Association.

7. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

8. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

9. Altering the Constitution

- 9.1 The Association may alter this Constitution by special resolution but not otherwise.
- 9.2 If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

Division 1 – Membership

10. Qualification for Membership

Any person may apply for membership of the Association.

11. Classes of Membership

11.1 Full Membership –

- (a) A person who is:
 - (i) 18 years or over; and
 - (ii) of Chinese Descent or married to or the de facto spouse of a person of Chinese Descent

may apply for Full Membership of the Association.

- (b) Full Membership includes, amongst other things, the right to vote at meetings of the Association.
- (c) “*Chinese Descent*” shall include:
 - (i) A person who identifies as being Chinese and is of Chinese descent; or
 - (ii) A person who identifies as being Chinese and is accepted by the members of the Association as Chinese.

11.2 **Junior Membership** – A person who is under the age of 18 years and is of Chinese Descent, may apply for Junior Membership of the Association.

11.3 **Life Membership –**

- (a) Subject to clauses 11.3(b) and 11.3(c), the Committee may nominate a person for Life Membership of the Association who, in the opinion of the Committee, has rendered outstanding services to the Association.
- (b) The Committee shall provide a resume of the nominee’s services to the Association for the information of the Annual General Meeting referred to in clause 11.3(c)(ii).
- (c) Life membership may only be conferred upon a person:
 - (i) who is, or has in the past been, a Full Member of the Association; and
 - (ii) by a majority vote conducted by ballot at an Annual General Meeting.

11.4 **Corporate Membership –**

- (a) A company or incorporated association may apply for a Corporate Membership of the Association.
- (b) Subject to clause 17.1(b), Corporate Membership allows all members of the company or association to participate in activities open to members.

11.5 **Associate Membership** – A person who is not otherwise eligible to apply for membership of the Association under another membership class, may apply for Associate Membership of the Association.

12. Application for membership

To apply to become a member of the Association a person must –

12.1 submit a written application for membership to the Committee –

- (a) in a form approved by the Committee; and

- (b) signed by the person and both of the members referred to in clause 12.2; and

12.2 be proposed by one member and seconded by another member.

13. Approval of Committee

13.1 The Committee must consider any application made under clause 12 at the next available committee meeting and must accept or reject the application at that meeting or the next.

13.2 If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.

13.3 If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.

13.4 If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

14. Joining fee

14.1 If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee for the relevant class of membership.

14.2 The joining fee is either –

- (a) a pro rata annual fee based on the remaining part of the financial year; or
- (b) the amount determined from time to time by motion passed at a committee meeting.

15. Annual membership fees

15.1 Subject to Clause 16.3,

- (a) The annual membership fee for each of the classes of membership referred to in clause 11 is the amount determined from time to time by motion passed at a committee meeting.
- (b) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- (c) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

Division 2 – Rights of members

16. General

16.1 Subject to clause 16.2, a member may exercise the rights of membership when his or her name is entered in the register of members.

16.2 A right of membership of the Association –

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on the cessation of membership whether by death, resignation or otherwise.

16.3 The Committee has the power to determine the rights of membership.

17. Voting

17.1 Subject to clause 16.3:

- (a) Each full member and each life member has one vote at general meetings of the Association;
- (b) Junior, corporate and associate members do not have the right to vote at any meetings of the Association.

18. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

19. Access to information on Association

19.1 The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

20. Raising grievances and complaints

20.1 A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.

20.2 The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 – Termination, death, suspension and expulsion

21. Termination of membership

21.1 Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of the annual membership fee within the time allowed under clause 15.1(c); or
- (c) expulsion in accordance with this Division.

22. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

23. Suspension or expulsion of members

23.1 If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.

23.2 The notice must –

- (a) be in writing and include –
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
- (b) be given to the member not less than 21 days before the date of the committee meeting referred to in clause 23.2(a)(i).

23.3 At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.

23.4 The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.

23.5 Subject to clause 24, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

24. Appeals against suspension or expulsion

- 24.1 A member who is suspended or expelled under clause 23 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- 24.2 The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- 24.3 The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- 24.4 The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 – MANAGEMENT COMMITTEE, TEMPLE AFFAIRS OFFICER AND APPOINTED OFFICIALS

Division 1 – Management Committee

25. Role and powers

- 25.1 The business of the Association must be managed by or under the direction of a Management Committee.
- 25.2 The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- 25.3 The Committee may appoint and remove staff.
- 25.4 The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.
- 25.5 (a) The Committee may make, repeal and amend such by-laws as it may from time to time consider necessary in the interests of the Association and consistent with this Constitution.
(b) All members of the Association shall be bound by such by-laws.

26. Composition of Committee

- 26.1 The Management Committee consists of –
 - (a) a President;
 - (b) a Vice-President;

- (c) a General Secretary;
- (d) a Chinese Secretary;
- (e) a Treasurer; and
- (f) a minimum of ten (10) to a maximum of fifteen (15) other members.

26.2 Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Association's public officer.

27. Delegation

27.1 The Committee may delegate to a subcommittee or staff any of its powers and functions other than –

- (a) this power of delegation; or
- (b) a duty imposed on the Committee by the Act or any other law.

27.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

27.3 The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Temple Affairs Officer

28. Temple Affairs Officer

28.1 A temple affairs officer shall be elected for the management, operation and maintenance of the Chinese Temple as a place of worship.

Division 3 – Appointed Officials

29. Patron and Vice-Patrons

29.1 The Committee may appoint a patron and two vice-patrons to the Association.

30. Executive Officer

30.1 The Committee may appoint a person to be Executive officer of the Society.

Division 4 – Tenure of office

31. Eligibility of committee members, Temple Affairs Officer and appointed officials

31.1 A committee member, a Temple Affairs Officer or an appointed official must be a Full Member or a Life Member.

- 31.2 Committee members and a Temple Affairs Officer must be elected to the Committee at an annual general meeting or appointed under clause 38.
- 31.3 Appointed officials (if any) must be appointed, replaced or re-appointed by the Committee as soon as practicable after an annual general meeting.

32. Nominations for election

- 32.1 A member is not eligible for election to the Committee or as a Temple Affairs Officer unless the General Secretary receives a written nomination for that member by another member before the commencement of the next annual general meeting.
- 32.2 The nomination must be signed by –
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- 32.3 A person who is eligible for election or re-election under this clause may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

33. Retirement

- 33.1 A committee member and a Temple Affairs Officer holds office until the next annual general meeting unless the member or Temple Affairs Officer vacates the office under clause 36 or is removed under clause 37.
- 33.2 Subject to clause 33.3, at an annual general meeting the office of each committee member and a Temple Affairs Officer becomes vacant and elections for a new Committee and a new Temple Affairs Officer must be held.
- 33.3 The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.
- 33.4 Subject to clause 33.5, members may serve consecutive terms on the Committee.
- 33.5 The positions of President, Vice-President, General Secretary, Chinese Secretary and Treasurer shall not be held by a member for more than five (5) consecutive years, provided always that if there is no other willing nominee for the position the person holding that position may continue to hold that position for a further year.
- 33.6 A Temple Affairs Officer may be re-appointed for consecutive terms.
- 33.7 An appointed official holds office until replaced or re-appointed by the Committee following an annual general meeting under clause 31.3 unless

the official vacates the office under clause 36 or is removed under clause 37.

33.8 Appointed officials may be re-appointed for consecutive terms.

34. Election by default

34.1 If the number of persons nominated for election to the Committee or as a Temple Affairs Officer under clause 32 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee or as the Temple Affairs Officer at the annual general meeting.

34.2 If vacancies remain on the Committee or for the office of the Temple Affairs Officer after the declaration under clause 34.1, additional nominations of committee members or a Temple Affairs Officer may be accepted from the floor of the annual general meeting.

34.3 If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee or as the Temple Affairs Officer.

34.4 If the nominations from the floor for committee members or a Temple Affairs Officer are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 38.

35. Election by ballot

35.1 If the number of nominations exceeds the number of vacancies on the Committee or for the office of the Temple Affairs Officer, ballots for those positions must be conducted.

35.2 The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.

35.3 The members chosen by ballot must be declared by the President to be duly elected as members of the Committee or as the Temple Affairs Officer.

36. Vacating office

36.1 The office of a committee member becomes vacant if –

(a) the member –

(i) is disqualified from being a committee member under section 30 or 40 of the Act;

(ii) resigns by giving written notice to the Committee;

- (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association; or
- (b) the member is absent from more than –
 - (i) 3 consecutive committee meetings; or
 - (ii) 3 committee meetings in the same financial year without tendering an apology to the Committee;of which meetings the member received notice and the Committee has resolved to declare the office vacant.

36.2 The office of the Temple Affairs Officer becomes vacant if –

- (a) the Temple Affairs Officer –
 - (i) resigns by giving written notice to the Committee;
 - (ii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iii) ceases to be a resident of the Territory; or
 - (iv) ceases to be a member of the Association; or
- (b) the Temple Affairs Officer does not fulfil the duties of that office and the Committee has resolved to declare the office vacant.

36.3 The office of an appointed official becomes vacant if –

- (a) the official –
 - (i) resigns by giving written notice to the Committee;
 - (ii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iii) ceases to be a resident of the Territory; or
 - (iv) ceases to be a member of the Association; or
- (b) the official does not fulfil the duties of that office (as determined by the Committee under this Constitution) and the Committee has resolved to declare the office vacant.

37. Removal of committee member, Temple Affairs Officer or appointed official

37.1 The Association, through a special general meeting of members, may remove any committee member, Temple Affairs Officer or appointed official before their term of office ends.

37.2 If a vacancy arises through removal under clause 37.1, an election must be held or appointment made to fill the vacancy.

38. Filling casual vacancy on Committee or office of Temple Affairs Officer

38.1 If a vacancy remains on the Committee or the office of the Temple Affairs Officer is vacant after the application of clause 34 or if the office of a committee member or Temple Affairs Officer becomes vacant under clause 36, the Committee may appoint any member of the Association to fill that vacancy.

38.2 However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 5 – Duties of committee members, Temple Affairs Officer and appointed officials

39. Collective responsibility of Committee

39.1 As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.

39.2 The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

40. President and Vice- President

40.1 Subject to clauses 40.2 and 40.3, the President must preside at all general meetings and committee meetings.

40.2 If the President is absent from a meeting, the Vice-President must preside at the meeting.

40.3 If the President and the Vice-President are both absent, the presiding member for that meeting must be –

(a) a member elected by the other members present if it is a general meeting; or

(b) a committee member elected by the other committee members present if it is a committee meeting.

40.4 The decision of the presiding member of any general meeting or committee meeting on a point of order shall be final unless, on a motion

moved forthwith after such decision, the meeting shall vary, alter or review such decision.

41. Secretary

41.1 The Secretary must –

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 42.5 to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

41.2 All or any of the duties required to be performed by the Secretary in clause 41.1 may be performed by another committee member elected by the Committee.

42. Treasurer

42.1 The Treasurer must –

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
- (b) subject to clause 61.1, pay all moneys received into the relevant account of the Association as soon as practicable after receipt;
- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.

42.2 The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

42.3 The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

- 42.4 If directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- 42.5 The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- 42.6 The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.
- 42.7 All or any of the duties required to be performed by the Treasurer in clauses 42.1 to 42.6 may be performed by another committee member elected by the Committee.

43. Duties of Public officer

- 43.1 The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- 43.2 The public officer must keep a current copy of the Constitution of the Association.

44. Duties of Temple Affairs Officer

- 44.1 The Temple Affairs Officer shall be responsible to the Committee and shall provide a report to the Committee upon request.

45. Duties of Executive Officer

- 45.1 The duties of the Executive Officer shall be as determined from time to time by the Committee.

PART 5 – MEETINGS OF MANAGEMENT COMMITTEE

46. Frequency and calling of meetings

- 46.1 The Committee must meet together for the conduct of business not less than 4 times in each financial year.
- 46.2 The President, or at least half the committee members, may at any time convene a special meeting of the Committee.
- 46.3 A special meeting may be convened to deal with an appeal under clause 24.

47. Voting and decision making

- 47.1 Each committee member present at the meeting has a deliberative vote.

47.2 A question arising at a committee meeting must be decided by a majority of votes.

47.3 If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

48. Quorum at Committee meetings

For a committee meeting, one-half of the committee members or 8 committee members, whichever is the lesser, constitutes a quorum.

49. Procedure and order of business

49.1 The procedure to be followed at a committee meeting must be determined from time to time by the Committee.

49.2 The order of business may be determined by the members present at the meeting.

49.3 Only the business for which the meeting is convened may be considered at a special meeting.

50. Disclosure of interest

50.1 A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.

50.2 The Secretary must record the disclosure in the minutes of the meeting.

50.3 The President must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

51. Convening general meetings

51.1 The Association must hold all annual general meetings within 5 months after the end of the Association's financial year.

51.2 The Committee –

(a) may at any time convene a special general meeting;

(b) must, within 21 days after the Secretary receives a notice under clause 24.1, convene a special general meeting to deal with the appeal to which the notice relates; and

- (c) must, within 21 days after it receives a request under clause 52.1, convene a special general meeting for the purpose specified in that request.

52. Special general meetings

- 52.1 Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.
- 52.2 The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- 52.3 If the Committee fails to convene a special general meeting within the time allowed –
 - (a) for clause 51.2(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 51.2(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- 52.4 If a special general meeting is convened under clause 52.3(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- 52.5 The Secretary must give to all members not less than 21 days notice of a special general meeting.
- 52.6 The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

53. Annual general meeting

- 53.1 The Secretary must give to all members not less than thirty (30) days notice of an annual general meeting.
- 53.2 The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- 53.3 The order of business for each annual general meeting is as follows:

- (a) first – the consideration of the accounts and reports of the Committee;
- (b) second – the election of new committee members;
- (c) third – any other business requiring consideration by the Association at the meeting.

54. Special resolutions

- 54.1 A special resolution may be moved at any general meeting of the Association.
- 54.2 The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- 54.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

55. Notice of meetings

- 55.1 The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally;
 - (b) sending it by post to a member at the postal address of the member appearing in the register of members; or
 - (c) sending it to a member via electronic mail at the e-mail address of the member (if any) appearing in the register of members.
- 55.2 If a notice is sent by post under clause 55.1(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

56. Quorum at general meetings

- 56.1 Subject to clause 56.2, at a general meeting, 10 per cent of members or 25 members present in person, whichever is the lesser, constitutes a quorum.
- 56.2 A quorum can only be comprised of adult members with full voting rights, as conferred by clause 17.1(a).

57. Lack of quorum

- 57.1 If within 60 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 51.2(a) – the meeting stands adjourned to

the same time on the same day in the following week and to the same place;

- (b) for a meeting convened under clause 51.2(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- (c) for a meeting convened under clause 51.2(c) – the meeting lapses.

57.2 If within 60 minutes after the time appointed by clause 57.1(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

57.3 The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

57.4 There must 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.

57.5 If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

58. Voting

58.1 Subject to clause 17.1(b), each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

58.2 At a general meeting –

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
- (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.

58.3 A poll may be demanded by the President or by 3 or more members present in person or by proxy.

58.4 If demanded, a poll must be taken immediately and in the manner the President directs.

59. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

PART 7 – FINANCIAL MANAGEMENT

60. Financial year

The financial year of the Association is the period of 12 months ending on 30 June.

61. Funds and accounts

61.1 The Association must open two or more accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited as follows:

- (a) separate accounts shall be held and maintained to distinguish between the General Fund and the Temple Fund of the Association.
- (b) The Temple Fund shall be used solely for the operation and maintenance of the Temple and Temple related affairs.

61.2 Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.

61.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

61.4 All funds of the Association must be deposited into the financial account of the Association as soon as practicable after receipt.

61.5 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

62. Accounts and audits

62.1 The responsibility of the Committee under clause 39.2 for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

62.2 At each Annual General Meeting an auditor shall be appointed for the following financial year.

PART 8 – GRIEVANCE AND DISPUTES

63. Grievance and disputes procedures

- 63.1 This clause applies to disputes between –
- (a) a member and another member; or
 - (b) a member and the Committee.
- 63.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- 63.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- 63.4 The mediator must be –
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- 63.5 A member of the Association can be a mediator.
- 63.6 The mediator cannot be a party to the dispute.
- 63.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 63.8 The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 63.9 The mediator must not determine the dispute.

- 63.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

64. Common seal

- 64.1 The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- 64.2 The affixing of the common seal of the Association must be witnessed by any 2 of the following:
- (a) the President;
 - (b) the Vice- President;
 - (c) the General Secretary; or
 - (d) the Treasurer.
- 64.3 The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

65. Distribution of surplus assets on winding up

- 65.1 The Association shall not be dissolved except by a resolution of a Special General Meeting passed by 75% of all members present.
- 65.2 Subject to clause 65.3, after repayment of all debts and liabilities including costs of liquidation and repayment of loans and any interest due thereon of all members, all assets including properties, stocks on hand, plant, chattels utensils and other goods shall be sold by private treaty, public auction or tender for the best price and the liquidator shall pay the balance of the proceeds of the sale to:
- (a) another association incorporated under the Act that –
 - (i) has similar objects or purposes; and
 - (ii) is not carried on for profit or gain to its individual members;
or
 - (b) any charitable institute;
- that is nominated and determined by resolution of the members at the Special General Meeting.

65.3 (a) Notwithstanding Clause 65.2, any specific asset purchased or developed in part or in whole with moneys provided under a Commonwealth of Australia or Northern Territory of Australia grants scheme for that specific asset, shall revert to the Commonwealth of Australia or Northern Territory of Australia along with any plant, equipment, buildings, property, or other facility, leased, loaned or hired to the Association by the Commonwealth of Australia or Northern Territory of Australia for any reason agreed to by the Association and the Commonwealth of Australia or Northern Territory of Australia.

(b) Clause 65.3(a) applies to any plant, equipment, building, property or other facility:

(i) granted outright by the Commonwealth of Australia or Northern Territory of Australia;

(ii) purchased with moneys granted by the Commonwealth of Australia or Northern Territory of Australia under a non-repayable grant;

(iii) provided by the Commonwealth of Australia or Northern Territory of Australia under extended terms of purchase which have not been met; or

(iv) purchased with moneys provided by the Commonwealth of Australia or Northern Territory of Australia under extended terms of repayment which have not been met;

subject to the right of the Association, unless otherwise stated in the original grant agreement, to dispose of some or all of the assets obtained under (iii) and (iv) of this sub-clause, by private treaty, public auction or tender and after meeting the balance or obligations on these assets in accordance with Clause 65.2.

65.4 No proceeds of liquidation shall be payable directly or indirectly to members of the Association, their relatives or heirs except in the repayment of debts or loan moneys.
