

# CAMBODIAN ASSOCIATION OF SA INC

## CONSTITUTION

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### 1. NAME

The name of the Association shall be the Cambodian Association of South Australia Incorporated hereinafter called “the Association”.

### 2. OBJECTS

The objects of the Association shall be:

- 2.1 To provide welfare, social settlement, advocacy, and other community services for members of the Cambodian community, and to facilitate access to mainstream services.
- 2.2 To maintain, promulgate and develop Cambodian culture, tradition and heritage, religion and language and to create goodwill and friendship between the Cambodian and the wider Australian communities.
- 2.3 To do all such other things as may be consistent with and incidental to the attainment with the above objects, and to ensure they are done in a socially equitable and responsible manner.

### 3. MEMBERSHIP

- 3.1 Members shall be persons who:
  - (a) support the above objects;
  - (b) have completed a membership application form;
  - (c) have paid any prescribed membership fee; and
  - (d) are accepted as members by a majority vote of the Committee.
- 3.2 The secretary of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision, and if the application is accepted, forward a membership card to the member.
- 3.3 Applications for membership will close one (1) month before the Annual General Meeting held for the election of office bearers. Those who apply for membership during that period shall be ineligible to vote in the election of office bearers.

### 4. REGISTER OF MEMBERS

- 4.1 The secretary must keep a register of members of the Association containing:
  - (a) the full name of the member;
  - (b) the postal or residential, and email address of the member;
  - (c) the date of admission of the member;
  - (d) where relevant, the date that membership ceased and;
  - (e) the reasons for cessation of membership
- 4.2 The register is available for inspection free of charge by any member upon request.

- 4.3 A member of the Association must not use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes, or disclose this information to someone else, knowing that the information is likely to be used for those purposes;
- 4.4 Rule 4.3 does not apply if the Association approves the use or disclosure of the information.

## **5. CESSATION OF MEMBERSHIP**

- 5.1 A member may resign from the Association by giving a written notice of resignation to the secretary;
- 5.2 The resignation takes effect at the time the notice is received by the secretary;
- 5.3 The management committee, by a two-thirds majority vote, may terminate a member's membership if the member:
- (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 3 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 5.4 Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 5.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **6. APPEALS AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 6.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 6.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 6.3 If the 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.
- 6.4 The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 6.5 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.
- 6.6 Also, the management 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.

- 6.7 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 6.8 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 secretary must, as soon as practicable, refund the membership fee paid by the person.

## **7. MANAGEMENT**

- 7.1 Management shall be vested in the Committee elected for a term of two (2) years at the Annual General Meeting in accordance with Section 10.
- 7.2 The Committee shall be comprised of the President, Vice-President, Secretary, Treasurer (the Office Bearers) and six ordinary members.
- 7.3 The Committee shall meet as often as may be required to conduct the business of the Association and not less than four (4) times in each calendar year.
- 7.4 The quorum shall be four (4) Committee members, of whom at least two must be office bearers.
- 7.5 The President or two other members of the Committee shall have power to call a meeting of the Committee.
- 7.6 Notice of meetings shall be given at the previous Committee meeting or by seven (7) days' written notice distributed to all Committee members or in an emergency by such other notice as shall be ratified by the Committee.
- 7.7 An Office Bearer or member of the Committee shall cease to hold such office upon:
  - 7.7.1 Resignation in writing;
  - 7.7.2 Suspension as a member of the Association;
  - 7.7.3 Absence for three (3) successive Committee meetings without explanation acceptable to the Committee;
  - 7.7.4 A majority vote of the Association at a General Meeting that the position will be declared vacant because the duties of the position have not been performed in a proper and acceptable manner, PROVIDED THAT notice of motion to declare the position vacant has been given to the members, and that the person the subject of the motion shall be provided with an opportunity to speak on the motion.
- 7.8 The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 7.9 The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting of the Association, and shall be eligible for election to the committee without nomination.
- 7.10 The Committee may appoint sub-committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

- 7.11 The Committee may co-opt persons with special interests, knowledge or skills to assist in its deliberations, but such persons may not vote.
- 7.12 The Committee may appoint an Office Bearer together with one other Committee member to carry out day-to-day business delegated by the Committee and report to a designated Committee meeting.
- 7.13 The Committee shall appoint a Public Officer who shall notify the Office of Consumer Affairs of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until the committee appoints another person to the position.
- 7.14 Committee members may express the views and interests of any organisation or group that they represent, but must vote in the interests of the Association and in accordance with its objects.
- 7.15 Committee members must not vote in any decision in which they, members of their immediate or extended family, or a close associate have a financial interest and must not use their position to obtain any financial or other advantage for themselves, their immediate or extended family, or a close associate.
- 7.16 Questions arising at any committee meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote as well as a deliberative vote.

## **8. POWERS**

- 8.1 The powers of the Association shall be the powers contained in the ASSOCIATIONS INCORPORATION ACT and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.
- 8.2 The Committee shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association, provided that the Association obtain the approval of a General Meeting before borrowing money, securing any loans using Association property as collateral, or disposing of any assets of the Association, valued at \$5,000 or more.

## **9. GENERAL MEETINGS**

- 9.1 The Annual General Meeting shall be held at least once in each calendar year and not more than five (5) months after the close of the financial year.
- 9.2 The business of the Annual General Meeting shall be:
  - 9.2.1 to confirm the minutes of the preceding Annual General Meeting;
  - 9.2.2 to receive the President's report for the previous financial year;
  - 9.2.3 to receive the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year;

- 9.2.4 to elect or re-elect the President and Vice-President, and other Committee members, every second year;
- 9.2.5 to conduct any other business placed on the agenda before the commencement of the meeting.
- 9.3 A Special General Meeting shall be called by the Secretary within twenty eight (28) days of receipt of a directive of the Committee or a request of three (3) Committee members or six (6) ordinary members specifying in writing the business to be conducted at the meeting.
- 9.4 Written notice of not less than fourteen (14) days of all General Meetings shall be displayed at the premises of the Association and distributed to all members who do not visit the premises regularly.
- 9.5 Eligible members shall each be entitled to one (1) vote at any General Meeting at which they are present.
- 9.6 A quorum at any General Meeting shall be ten (10) members or two-thirds of the members, whichever is less.
- 9.7 If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting will be adjourned for a period not exceeding twenty eight (28) days.

## **10. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- 10.1 All candidates who stand for election at the Annual General Meeting shall:
  - 10.1.1 have established that they are of Cambodian descent, except that persons not of Cambodian descent may stand for the position of ordinary committee member, subject to the provisions of sub-rule 10.1.2;
  - 10.1.2 persons not of Cambodian descent may stand for the position of ordinary member, provided that the elected number of such persons does not exceed two (2), or twenty per cent of committee members, whichever is lower;
  - 10.1.3 subject to rule 10.9, have been a financial member of the Association for at least the previous twelve months;
  - 10.1.4 have sufficient command of English to understand any documentation encountered in fulfilling the objects of the Association;
  - 10.1.5 be of good character;
  - 10.1.6 not be bankrupt or insolvent;
  - 10.1.7 not have been convicted of an offence carrying a sentence of imprisonment, whether suspended or not.
- 10.2 A candidate may stand for both office and ordinary committee member positions, but may only hold one;
- 10.3 Nomination of candidates for election as President or as ordinary members of the committee must be:
  - (a) made in writing, signed by at least one financial member of the Association, and accompanied by the written consent of the candidate;

(b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.

- 10.4 Sitting members may stand for re-election without nomination.
- 10.5 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 10.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 10.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting in accordance with Section 11.
- 10.8 If there are no candidates standing for election the existing Committee is obliged to continue managing the Association until a new one is formed.
- 10.9 At the election immediately following the adoption of this amended constitution, a candidate nominated for a position of ordinary committee member shall have been a financial member for at least four weeks.
- 10.10 At the first committee meeting following the election, the committee shall elect the vice-President, treasurer and secretary from amongst committee members;

## **11. VOTING**

- 11.1 Voting for the position of President, and for positions of ordinary committee member, shall be by secret ballot.
- 11.3 No postal and absentee voting for election will be permitted, except for those who are sick in hospital.

## **12. PRESIDENT**

- 12.1 The President shall ensure the safekeeping of the Common Seal, which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two Committee members including at least one Office Bearer.
- 12.2 The President shall chair Executive, Committee and General meetings except that in the absence of the President or at the request of the President or of a majority of a meeting the Vice-President or another member may be elected as chairperson for that meeting.
- 12.3 The chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 12.4 The President, in consultation with Committee members, shall prepare the agenda for Committee and General Meetings.
- 12.5 The chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- 12.6 The President shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two (2) members of the Committee.

12.7 A person may serve as President for two consecutive terms only.

### **13. TREASURER**

- 13.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the Committee in the name of the Association. Payments shall be as petty cash or by cheque signed by two (2) authorised signatories of whom there shall be no more than five (5) appointed by the Committee.
- 13.2 Major or unusual expenditure of less than \$5,000 shall be authorized in advance by the Committee;
- 13.3 Major or unusual expenditure of \$5,000 or more must be put to a Special General Meeting for approval, by at least a two thirds majority of members present at the meeting;
- 13.4 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.
- 13.5 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to the Committee at least quarterly.
- 13.6 The Treasurer shall ensure that annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year, which shall commence on 1<sup>st</sup> July and end on 30<sup>th</sup> June unless altered at a General Meeting.
- 13.7 The Treasurer shall ensure that the annual Financial Statements are audited before presentation to the Annual General meeting by an independent auditor who shall be appointed by the Committee; provided that where the auditor is changed the Treasurer shall so inform the Annual General Meeting in the Treasurer's Report.

### **14. SECRETARY**

- 14.1 The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this constitution.
- 14.2 The Secretary shall ensure that records are kept of the Association including the Constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- 14.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another member shall be elected as Minute Secretary.

### **15. EMPLOYEES**

- 15.1 All employees performing paid work and volunteers for the Association are obliged to abide by the Association's Workplace policy and procedures.
- 15.2 An employee of the Association may be a member of the Association or any sub-committee.
- 15.3 A person performing paid work for the Association on a regular substantial basis may be a member of the committee, but shall not take part in decisions relating to paid work and shall

remain absent from deliberations relating to any worker if so requested by a majority of the Committee.

## **16. AMENDMENT OF CONSTITUTION AND RULES**

- 16.1 The constitution may be repealed or amended by a resolution of three-fourths of members present and voting at a General Meeting. Not less than fourteen (14) days notice will be given to members that there is a proposal to repeal or amend the constitution at the General Meeting, and the nature of the proposal must be explained at the General Meeting and prior to the General Meeting on request by any member.
- 16.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting, or by a Committee Meeting subject to subsequent disallowance at a General meeting, provided that not less than fourteen (14) days written notice (including notice of the proposed new rule, repeal or amendment) has been distributed to all members.

## **17. LIABILITY, PROPERTY AND DISSOLUTION**

- 17.1 Persons who with the authority of the Committee incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.
- 17.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- 17.3 The Association shall not be dissolved except by approval of not less than three-fourths of the members present and voting at a meeting called for that purpose, of which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all members.
- 17.3 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made: a. gifts of money or property for the principal purpose of the organization; b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organization; c. money received by the organisation because of such gifts and contributions.