

1. NAME

- a) The name of the organisation shall be:

BENGALI ASSOCIATION OF NEW SOUTH WALES INCORPORATED
(hereafter referred to as the Association).

- b) The above name in full shall be used on all Association documents, letters, newsletters, paper or web publications, reports, registrations (such as ABN), annual or periodic returns to government and regulatory authorities including any tax or GST returns and for all its dealings or legal contracts, bank and loan accounts including any merchant, exchange or insurance accounts.

2. OBJECTIVES

The Association shall be a non-profit, non-political, charitable and cultural organisation. The primary objectives of the Association shall be to:

- A. promote Bengali language, literature, art and culture - particularly for the younger generation of the Bengali community;
- B. provide community support and welfare services for the disadvantaged, new immigrants, sick and elderly and
- C. represent and assist the Bengali community and further its interests as we integrate with multicultural Australia.

In particular, the Association will strive to:

- i) promote social and cultural functions where Association members, local Bengali and other communities and organisations may participate;
- ii) hold regular classes in Bengali language, music, dance and in other performing art;
- iii) create a library specialising in Bengali art, literature, history and heritage;
- iv) build a community centre;
- v) provide community information, consultative and leadership services for members and community groups requiring such services;
- vi) raise and donate funds for charitable and noble purposes;
- vii) help members interact and assimilate with other communities and organisations subject to Clauses 4F and 4G;
- viii) assist the disadvantaged, the elderly and newly arrived members of the community.

3. MEMBERSHIP

- A. Membership shall be open to all who may be interested in and wish to contribute to Bengali language, culture and community.
- B. Application for membership shall be made by completing, signing and submitting the official Membership Application form along with annual subscription and admission fee, if any, as applicable.
- C. Membership application may be made individually or jointly with the partner/spouse. In the latter case both shall be members of the Association on acceptance by the Committee.
- D. All applications for membership will be reviewed by the **Management Committee of the Association** (hereafter referred to as the Committee) and a decision accepting or rejecting any given application shall be made and conveyed to the

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applicant as soon as possible. The Committee reserves the right to reject an application without showing any cause.

- E. A register of members shall be maintained in accordance with Clause 7B.
- F. The benefits of membership, except voting rights, shall be extended to dependants of members.
- G. The annual Membership subscription shall be subject to the following rules:
- i) the amount shall be set as per the latest resolution of the **Annual General Meeting** (hereafter referred to as AGM);
 - ii) where payable, the whole amount shall fall due on the first day of each financial year;
 - iii) exemption from membership can be offered by the Committee to selected members of the community on grounds of financial hardship;
 - iv) special exemption privilege is offered to the following people:
 - a) new immigrants for a maximum of two years including the year of arrival;
 - b) members who are aged seventy years or above and have completed *ten years of continuous* membership.
- H. The liability of a member of the Association is strictly limited to the amount of unpaid membership subscription as per Clause 3G.
- I. Membership will be terminated automatically on occurrence of any of the following:
- i) non-payment of subscription for a period of one year;
 - ii) resignation;
 - iii) death;
 - iv) conviction on criminal charges;
 - v) mental illness;
 - vi) expulsion and
 - vii) bankruptcy.
- J. A member may be expelled from the Association by the Committee if in its opinion the conduct of the member is detrimental to the best interest of the Association, provided that:
- i) the member was given an opportunity to offer to the Committee an explanation of his/her conduct either verbally or in writing as the Committee may decide;
 - ii) the decision to expel shall be officially reported to the Association members within a month;
 - iii) the expulsion shall be ratified by the next following AGM of the Association members;
 - iv) pending ratification, the Committee shall have the authority to exclude the incumbent member from participating in the affairs of the Association;
 - v) however, the AGM may reinstate the membership of an expelled member without accepting any legal obligation or liability on the part of the Association or the Committee, either jointly or severally, to the reinstated member or any third party concerned.



4. MANAGEMENT

- A. The management of the Association shall be vested in a **Management Committee** consisting of the President, Secretary, Treasurer and six general members elected annually at the AGM. Under no circumstances, the composition of the Committee shall be varied to increase or decrease the number of members or office bearers or description of their positions without prior change to this Clause by a resolution adopted by two-thirds majority at a properly constituted **Special General Meeting** (hereafter referred to as the SGM).
- B. The Committee shall protect income and assets of the Association and ensure that the funds raised are applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Association. For further clarity, it is stated that:
- i) No payments of any kind or donations can be made to a political party or organisations affiliated to a political party or body under any circumstance.
 - ii) Nothing herein shall prevent the payment for services actually rendered to the Association by a member as Association staff under a contract of employment, nor shall prevent the payment of interest at a rate not exceeding the rate charged by the bankers in Sydney, on money advanced by any member of the Association, or reasonable rent for premises let by any member of the Association.
 - iii) No remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee.
 - iv) Out-of-pocket expenses incurred and spent with prior approval of the Committee by any member of the Association or of the Committee for furtherance of objectives of the Association shall be reimbursed,
 - v) A separate bank account shall be opened when any investment is made in a building or property pursuant to Clause J to maintain distinct records of incomes and expenditures relating to that investment and that account shall be subject to annual audit of the Association.
 - vi) The signatories to any bank accounts opened by the Association under sub-clause v) above shall be any two of the following:
 - a) Chairman of the Building Committee
 - b) Public Officer
 - c) President or Secretary or Treasurer
- C. The office of a member or office bearer of the Committee shall fall vacant on occurrence of any of the events noted in 3I or 3J or if he or she resigns from the Committee, even though he/she remains a member of the Association.
- D. Subject to Clause 4L, any vacancies in the Committee positions shall be filled by the Committee by co-opting a member of the Association or from amongst themselves within twenty one days of the vacancy occurring and all members of the Association must be informed of such a move within thirty (30) days or when the next newsletter is published, whichever occurs earlier.
- E. A Building Committee shall be elected in an AGM comprising of a Chairperson, five elected working members, one member nominated by the Management Committee of the day and up to but not exceeding four members co-opted by the Chairperson in consultation with other members. The Building Committee:
- i) shall be responsible to the Committee for co-ordinating the planning, fund raising, site selection and acquisition of any land, finance and construction of a Community Centre;



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- ii) shall remain in office for a term of five years (except the Management Committee representative) and then be replaced by a newly elected body unless otherwise terminated by a resolution adopted by two-thirds majority in a SGM convened for that purpose;
 - iii) shall keep and cause to keep minutes of proceedings, books, records and other documents relating to its meetings, financial and legal dealings for examination by auditors and others having reasonable claims for such access; and
 - iv) shall, through the office of its Chairperson, nominate a member of the Association to fill any or all vacancies in the seat of any elected members of the Building Committee which will be ratified by the next AGM.
- F.** The Committee shall seek prior approval of two thirds of members of the Association present at an AGM before:
- i) joining as member or affiliate of another group, association or organisation of any kind whatsoever; or
 - ii) renewing such membership or affiliation on annual basis; or
 - iii) jointly initiating or co-sponsoring any project with such affiliated parties.
- G.** Where AGM approval is obtained to join or to continue that relationship with such other affiliated organisations/bodies, the Association shall be represented only by nominated member(s) of the Committee and they shall vacate their representative roles when the term of the positions they fill expires and succeeding Committee representatives will assume corresponding roles for the ensuing term in accordance with the relevant rules of the affiliated organisation or body concerned.
- H.** Initiation or co-sponsorship of any construction or project work including purchasing of any land or building or of any structure or any other activity requiring funds from the Association shall be conducted through the elected Building Committee as per Clauses 4F and 4J only if and when such project or activity is approved by the AGM.
- I.** The Committee must comply with all statutory and legislative requirements including but not limited to those pertaining to taxation and statutory reporting requirements for a non-profit charitable organisation.
- J.** The Committee shall seek prior approval from the members of the Association present in the AGM or a SGM for:
- i) making any donations, where
 - a. each individual donation exceeds 2.5%; and/or
 - b. the total donations for the year in aggregate exceeds 5% of the total projected revenue for the financial year
 - ii) committing to a projected expenditure exceeding 15% in a single transaction or where the total commitments towards any or all projects which will likely exceed 30% of accumulated General Fund of the Association – irrespective of the nature and scope of the project, cultural programme or capital asset including land or building, or any other project or scheme.
 - iii) Should such an approval be sought by the Committee, a business case (with projections and rationale) must be audited and then presented at the AGM or SGM.



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- K.** The Committee must ensure currency of all certificates, deeds, titles, insurance as required for statutory compliance and furtherance of the objectives of the Association.
- L.** In the event that four member positions or the three office bearer positions in the Committee fall vacant as per Clause 4C or due to resignation, the President or in his/her absence, the Secretary, or the Public Officer in the absence of both the President and the Secretary, must assume the **Caretaker** role and convene a SGM within thirty days of such an event in order for the members of the Association to elect a new **Committee** or give the mandate to the surviving Committee members to continue and co-opt new Committee members from those present at such a meeting.
- M.** The Committee shall not borrow funds from any source whatsoever and must not execute any instrument, which creates a debt due and payable by the Association unless approved by the members at the AGM or a SGM.
- N.** A **Public Officer** shall be elected at the AGM who will be independent of the Committee and shall be responsible for ensuring compliance of these rules and for maintaining the asset register, titles, deeds and other appropriate documents including historical documents of the Association.
- i) The Public Officer shall be an over-seer of any constitutional breaches and shall report on the same, if any, at the AGM
 - ii) The Public Officer must report any serious constitutional breaches to the Committee for resolution within 30 days or earlier, failing which he can request for a SGM as per Clause 6Ci)
 - iii) The Public officer shall be elected for a term of three years at the AGM unless vacated under Clause 4C. A Public Officer can be re-elected for further terms of three years if re-nominated subject to the operation of Clause 3I or 3J).
 - iv) Members who have completed at the date of nomination, a continuing period of fifteen years as member of the Association and have paid their membership fees and has served a full term as a member or office bearer in the Association's Management Committee in the past, shall be eligible for nomination to the position of the Public Officer if the nomination is supported by twenty-five members of the Association amongst whom there are three former Presidents of the Committee, who served in office for at least one full term.
 - v) A person cannot continue to be a Public Officer on the occurrence of any of the events stated under Clause 3I or 3J. Persons who are elected either at an AGM or due to a casual vacancy under Clause 4C to any position of the Committee of the Association must vacate the position of the Public Officer forthwith. A person cannot remain both a member of the Committee and hold the position of the Public Officer at the same time except for the brief time as a Caretaker as prescribed in Clause 4L.
 - vi) In the case where the Public Officer's position becomes vacant, the vacancy must be filled by nominating a member of the Association who is eligible to be nominated in accordance with Clause 4Niv stated above and such nomination must be approved by the members of the Association at the next AGM or SGM held within thirty days of such occurrence.
- O.** The President may remove a member from the Committee if that person fails to attend three consecutive meetings of the Committee without giving any reason.



A member thus removed shall not be eligible to assume any position of the Committee for a period of 3 years.

5. FINANCIAL YEAR

The first Financial Year following the adoption of this Constitution will end on the next following last day of February and thereafter shall be from the 1st of March every year until the last day of February the following year.

6. MEETINGS AND MINUTES

A. Annual General Meeting (AGM)

- i) The AGM of the members of the Association shall be held within thirty days from the end of the Financial Year.
- ii) The notice of AGM shall be served by the Committee at least thirty days in advance stating the date, time, venue and agenda.
- iii) The AGM notice may include the list of candidates for election, if the list is available.
- iv) Quorum: Fifty members of the Association present in person shall constitute quorum. Should within an hour of the time set down for a meeting to commence, a quorum is not present, then the meeting shall be adjourned to such time within a period of fourteen (14) days thereafter, at a place as announced by the Chairperson of the Meeting. If at such adjourned meeting a quorum be not present, then those members attending shall be deemed to constitute a quorum provided the number of members present is not less than thirty.
- v) Proceedings
 - a) A Chairperson shall be elected by the members present to preside over the meeting.
 - b) The Chairperson shall conduct the meeting in accordance with the agenda.
 - c) The Chairperson may, with the consent of any meeting at which a quorum is present, adjourn the meeting to a different date, time or venue only to complete any unfinished business of the adjourned meeting.
 - d) Acceptance of a motion put to vote shall be passed by simple majority of eligible members present unless mandated otherwise in these rules,
 - e) A member who has paid all membership subscription due and payable at the date of election shall be eligible to cast one vote only. The Chairperson of the Meeting shall have one **Casting Vote**.
 - f) To qualify as a valid nominee at the AGM, a nominee must be part of a team that has fielded nominations for all positions to be elected at the AGM.
 - g) All nominees shall be present at the AGM unless excused from doing so by the members present at the AGM based on personal request from the nominee owing to exceptional circumstances. A team having more than one member absent from the AGM shall not be eligible for contesting the election.
- vi) Agenda: The agenda of an AGM shall consist of at least the following items in order as stated:
 - a) Election of the Chairperson – the President of the Association will chair the meeting. In his/her absence the members present will elect a member to chair the meeting through to its conclusion;
 - b) Confirmation of the minutes of the previous AGM;

- c) Committee report;
- d) Consideration of audited annual accounts;
- e) Report from the Public Officer
- f) Report from the Building Committee;
- g) Report on external Association(s) membership and a request for continuation of membership of that external Association(s);
- h) Election of the Committee, Auditor, Returning Officer, Public Officer (every third year) and BUILDING Committee (every fifth year);
- i) Consideration of any other items;
- j) Dissolution of the outgoing Committee and induction of the new Committee.

B. Committee Meetings

- i) The Committee shall meet at its discretion at a place and time and as often as necessary for discussing and deciding on Association business and shall have the power to adjourn or otherwise appoint and regulate its meetings.
- ii) Quorum of any meeting shall be five.
- iii) The President, and in his absence another office bearer elected by those present, shall preside over the meeting.
- iv) The President may at any time or the Secretary on the requisition from at least three members of the Committee, summon a meeting of the Committee.
- v) Where reasonable and practical, the Committee members shall be given at least seven days notice of any ensuing meeting.
- vi) The Treasurer shall present an account of Association funds and its cash flows as and when required by the meeting.

C. Special General Meetings (SGM)

- i) A Special General Meeting of the Association shall be convened by the President vide Clause 4L or the Secretary upon written request by any four members of the Committee or twenty members of the Association or by the Public Officer of the Association within a period of one month from the date of receipt of such request.
- ii) A notice shall be served to advise Association members at least fourteen days prior to such a meeting.
- iii) A resolution of such a meeting, subject to the quorum requirement of Clause 6Aiv, shall be carried by two-thirds majority.

D. Minutes and Attendance Registers

- i) The Committee shall keep or cause to keep minutes of all Committee meetings, AGM's and SGM's showing:
 - a) The names and signatures of persons present – in the case of AGM and SGM in a permanent Attendance Register;
 - b) any transactions or dealings including all proceedings at such meetings, all motions submitted, whether carried, lost or lapsed, and all successful resolutions.
- ii) Minutes of the Committee meetings must be confirmed and ratified by the succeeding meeting of the Committee and that of AGM and SGM by the following AGM and shall be signed by the Chairperson and Secretary.
- iii) Pending ratification, minutes of all AGM and SGM meetings shall be circulated within four weeks of such a meeting being held and anyone disputing the contents must submit their comments to the Secretary within



four weeks who shall be obliged to table the submitted comments along with the minutes at the next AGM for consideration.

7. RECORDS AND ACCOUNTS

- A.** There shall be a Permanent Capsule containing a copy of the Constitution, all statutory certificates, all statutory returns and of all investment certificates. The elected Public Officer shall be the official custodian of this capsule. A duplicate of this Capsule shall be made available to the Committee of the time.
- B.** The Committee shall keep the following records in hard copy and/or electronically for at least seven years:
- i) A Register of Members showing name and address of the Association members and records showing payment status of membership fees for the last 5 years.
 - ii) Record of minutes of meetings of the Committee and minutes of the AGM or SGM as required by Clause 6D.
 - iii) An Asset Register showing all assets and properties held by the Association.
 - iv) Books of accounts including all financial statements as required to be kept under general accounting requirements and relevant legislation.
 - v) A summary of financial and quantitative details of income and expenditure for each event held during the financial year.
- C.** The President of the Committee shall provide the Public Officer on a quarterly basis with:
- i) any new materials to be added to the Permanent Capsule and
 - ii) copies of bank statements of all accounts held in the name of the Association
- D.** At the end of its term, the President of the outgoing Committee shall handover and shall ensure that the duplicate of the Permanent Capsule along with all official correspondence, books, records and all electronic copies of any or all correspondence and items required under sub-clause (B) above or any other records held by himself/herself or by other office bearers and members of the Committee to the newly elected President or corresponding office bearers or members of the incoming Committee. If there is not a duly elected Committee at the date of transfer, all documents shall be transferred to the Public Officer.
- E.** The Register of Members or any email address lists of members or others remain the property of the Association and under no circumstances the details of the members or others can be passed on to any third party with or without consideration. The privacy laws of the land must be abided at all times.

8. FUNDS

All moneys received by the Association shall be deposited with the Association's bank account forthwith. Receipts must be issued promptly for all funds received by the Association. Electronic receipt is considered valid for the purpose of this Clause. The bank account must be operated jointly by any two of the office bearers i.e., President, Secretary or Treasurer.



9. AUDIT REQUIREMENTS

- A. The Association's Financial Statements must be prepared in accordance with the generally accepted accounting principles in Australia. It is the responsibility of the President to ensure that proper books and records are maintained.
- B. The Financial Statements must be audited by a qualified auditor, being a member of The Institute of Chartered Accountants in Australia or a member of the Certified Practising Accountants of Australia.
- C. The auditor shall inspect all books and records required to be kept in accordance with Clause 7 and this clause and prepare a Report thereon to the members at the next AGM whether in the opinion of the Auditor, the books of accounts reflect a true and fair position of the affairs of the Association.
- D. The auditor may be a Member of the Association but cannot be a member or related to a member of the Management Committee.
- E. The auditor shall be responsible for reporting on any lapses or limitations particularly in the area of privacy, noise and environmental laws and issues to ensure the Association comply with all requirements.

10. ELECTION PROCEDURES

A. Election of the Returning Officer

- i) A Returning Officer shall be elected from the members present in person in the AGM to conduct the election of the Committee for the succeeding year and additionally, the Public Officer or the Building Project Committee if election for the respective position or body falls due in the same period.
- ii) Where the Returning Officer elected under 10A is unable to carry out this function, the Committee shall nominate another member of the Association as the Returning Officer.

B. Nominations and Eligibility

- i) The Committee shall notify the Returning Officer of the date when the ensuing AGM will be held as soon as such details are confirmed but not later than seven days prior to the Notice of the AGM is sent out to members and furnish him with a copy of the Register of Members kept under Clause 7.
- ii) The Returning Officer will invite nomination for election to the Committee giving at least thirty days notice.
- iii) Nominations are to be submitted only in group, for and on behalf of candidates wishing to be elected to fill all positions of members and office bearers of the Committee, to reach the Returning Officer at least seventy two hours prior to AGM.
- iv) The nomination papers of each candidate in a group shall be for a given position of the Committee and must be signed by the candidate concerned and supported by a proposer and a seconder subject to the following conditions of eligibility:



- a) Only members of the Association who have completed two continuous years of fully paid membership at the date of nomination are eligible as valid proposer or seconder.
- b) Only members of the Association who have completed two continuous years of fully paid membership shall be eligible to be a candidate for the position of the Committee member.
- c) Only members of the Association who have completed three continuous years of fully paid membership shall be eligible to be a candidate for the position of the President, or the Secretary, or the Treasurer of the Association.
- d) Any member who had resigned from a previous Committee shall need to go through a cooling off period of 3 years before he or she may become eligible for nomination for any position in the Committee.

C. Conduct of the Election

- i) If the Returning Officer receives valid nominations under Clause 10B from just one group of candidates seeking to be elected to the Committee, Returning Officer shall announce at the AGM that a new Committee has been formed and no ballot will be necessary. The Committee will therefore be elected unopposed.
- ii) If the Returning Officer receives nominations under Clause 10B from more than one group of candidates each seeking to be elected to the Committee, the Returning Officer shall conduct a ballot to be held at the AGM to elect the new Committee.
- iii) If no valid nomination is received or only a partial nomination is valid to fill the entire Committee, the Returning Officer shall disclose the position at the AGM and must request the members present at the AGM to elect a Committee from nominations from the floor. In this case the election will be conducted by show of hands. However, each person thus elected and those who proposed and seconded their nomination must all individually satisfy the eligibility provisions of Clause 10Biv.
- iv) If no Committee is elected at the AGM, Chairperson shall adjourn the AGM to a later date not exceeding thirty days to allow the office of the Returning Officer time to gather enough able, willing and eligible members of the Association who will be elected to the new Committee. The outgoing Committee shall continue to run the affairs of the Association until a new Committee is elected.
- v) In case a ballot is required, the Returning Officer shall preside over the election of the new Management Committee. The Returning Officer must conduct the election in accordance with provisions contained in this Clause. The decision of the Returning Officer shall be final and binding.
- vi) Members who have no membership fees due and payable at the date of the AGM are entitled to attend the AGM and eligible to vote in the ballot to elect a Committee.
 - a) Members can only vote in person.
 - b) Each Member entitled to attend the AGM shall have one vote.
 - c) A simple majority will be required to decide the outcome of a ballot to elect a new Management Committee.



11. SERVICE OF NOTICE

For the purposes of these rules, a notice will be taken as served to a person, member or otherwise, if it has been delivered to that person in person, by post, facsimile or by any other means including electronic mail or via any media publications such as Association newsletter and/or Association website announcements.

12. AMENDING THESE RULES

The statement of objectives and these rules may be altered, rescinded or added to only by a resolution adopted in a properly constituted SGM with two-thirds majority.

13. DISSOLUTION

- A.** The Association shall be dissolved in the event of its membership number falls below fifteen or by a resolution adopted in a properly constituted SGM by three-quarters majority.
- B.** Upon dissolution all assets and funds of the Association shall be donated to an Australian Government approved charity.