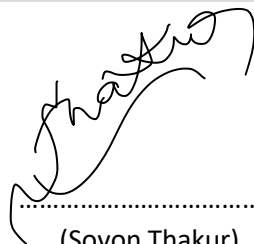




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CONSTITUTION Of BENGALI ASSOCIATION OF NEW SOUTH WALES INCORPORATED

| Amendment No | Year of amendment | Constitution Version # |
|--------------|-------------------|------------------------|
| First Issued | 2009 | V2.0 |
| Amendment #1 | 2013 | V3.0 |
| Amendment #2 | 2019 | V4.0 |



.....

(Sovon Thakur)
Public Officer

Signed on behalf of Bengali
Association of NSW Inc.

14 December 2019



.....

(Anindita Mitra)
President

Signed on behalf of
Bengali Association of NSW Inc.
14 December 2019

Table of Contents

| | |
|---|----|
| 1. NAME | 2 |
| 2. OBJECTIVES | 2 |
| 3. MEMBERSHIP | 3 |
| 4. MANAGEMENT..... | 5 |
| 5. FINANCIAL YEAR..... | 10 |
| 6. MEETINGS AND MINUTES..... | 10 |
| A. Annual General Meeting (AGM) | 10 |
| B. Committee Meetings..... | 12 |
| C. Special General Meetings (SGM) | 13 |
| D. Minutes and Attendance Registers | 13 |
| 7. RECORDS AND ACCOUNTS..... | 14 |
| 8. FUNDS & ASSETS MANAGEMENT | 15 |
| 9. AUDIT REQUIREMENTS | 16 |
| 10. ELECTION AND VOTING PROCEDURES..... | 16 |
| A. Election of officials & Terms..... | 17 |
| B. Nominations and Eligibility..... | 17 |
| C. Conduct of the Election | 18 |
| 11. SERVING OF NOTICE..... | 20 |
| 12. AMENDING THIS CONSTITUTION | 20 |
| 13. DISSOLUTION | 20 |
| 14. SCHEDULES..... | 21 |



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

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, non-commercial, 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 generations of the Bengali community;
- B. provide community support, assistance, and welfare services for the disadvantaged, new immigrants, the sick and the elderly;
- C. represent and assist the Bengali community and further its interests as we integrate into a multicultural Australia; and

D. strive to:

- i. promote inclusiveness by organising activities such as social and cultural functions, but not limited to them, for all ages, races, castes and creed where Association members, local Bengalis, members of other communities and organisations, may contribute, participate and feel welcome within the Association;
- ii. build a community centre;
- iii. hold regular classes in Bengali language, music, dance and in other performing arts;
- iv. create a library specialising in Bengali art, literature, history and heritage;
- 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 aiming to donate 20% but not exceeding 30% of the funds donated to the Association by members and sponsors through the financial year;
- vii. help members interact and assimilate with other communities and organisations adhering to clauses 4J with respect to integrating or amalgamating or merging with another association or organisation.



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Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

3. MEMBERSHIP

- A. Membership to the Association shall be open to all who may be interested in and wish to contribute to Bengali language, culture and community.
- B. Application for membership to the Association shall be made by completing, signing and submitting the official 'Membership Application Form' along with payment of an annual subscription and admission fee, if any, as applicable.
- C. Membership application may be made individually or jointly with one's partner or spouse. In the latter case both shall be members of the Association on acceptance by the management committee of the Association (as described in clause 4).
- D. All applications for membership will be reviewed by the Committee and a decision accepting or rejecting any given application shall be made and conveyed to the applicant as soon as possible. The Committee reserves the right to reject an application without showing any cause. Approved members and their details shall be maintained in the Register of Members in accordance with clause 7B(i).
- E. The benefits of membership, except voting rights, shall be extended to dependants of members of the Association.
- F. The annual membership subscription fee 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 payment can be offered by the Committee to selected members of the community on the ground of financial hardship, including for:
 - a. new immigrants for a maximum of two (2) years including the year of arrival; and
 - b. members who are aged seventy (70) years or above and have completed ten years of continuous membership.
- G. A member who has no (unpaid) membership subscription due and payable is hereby called a **Financial Member**.
- H. The liability of a member of the Association is strictly limited to the amount of unpaid membership subscription.
- 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;



(Sovon Thakur)
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President

Dated: 14 December 2019

- iii death;
- iv conviction on criminal charge;
- v mental illness or the inability by reason of temporary or permanent mental incapacity to exercise sound judgement or to manage one's affairs; or to otherwise suffer from temporary or permanent impairment of mental functioning due to the presence of one or more of the systems described in the NSW mental health legislation including Mental Health Act 2007 (NSW);
- vi expulsion; and
- vii bankruptcy.

Committee might decide not to terminate an individual's or a family's membership on appeal, on a case by case basis.

- J. A member may be expelled from the Association by the Committee if in its opinion the member of the Association has misused:
- i information pertaining to the Association or private information of members (e.g. members' contact details) obtained as a present or past Committee member or otherwise:
 - a) by disclosing the same without permission of the Association, or
 - b) with the intention of directly or indirectly gaining an advantage for himself or herself or for any other person, or
 - c) for causing detriment to the Association or another member; or
 - ii his or her position as a present or past Committee or Sub-committee member of the Association dishonestly with the intention directly or indirectly for:
 - a) with the intention of directly or indirectly gaining an advantage for himself or herself or for any other person; or
 - b) for causing detriment to the Association or another member.
- K. 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 interests of the Association, provided that:
- i the member was given an opportunity to offer to the Committee an explanation of his or 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 at the following AGM; and
 - iv pending ratification, the Committee shall have the authority to exclude the relevant member from participating in the affairs of the Association.

The AGM may however 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.



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Dated: 14 December 2019



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President

Dated: 14 December 2019

4. MANAGEMENT

The management of the Association shall be vested in a management committee (hereafter referred to as **Committee**) consisting of the President, Secretary, Treasurer (also called **Office Bearers**) and six (6) general members elected annually at the AGM.

- A. The Committee is responsible and accountable to the members of the Association to align, direct and execute all activities and events throughout its term to achieve the Objectives of the Association as laid out in this constitution.
- B. The Committee shall protect income and assets of the Association and ensure that the funds raised are applied solely towards 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.
- C. The President in discussion with the Committee is to appoint the following every year to help address, and to be the voice of age groups who may require special attention:
 - i an 'Honorary Chairman' of the Association from amongst the members who are above the age of seventy (70) years;
 - ii a 'Junior Leader' from amongst the members' children who is below the age of eighteen (18) years; and
 - iii a 'Youth Leader' from amongst the members who is between the ages of 18 and 25 years.
- D. The office of an Office Bearer of the Committee shall fall vacant on occurrence of any of the events noted in clauses 3J or 3K or if he or she resigns from the Committee even though he or she remains a member of the Association.
- E. In the event that any member position or Office Bearer position in the Committee falls vacant, it shall be filled by the Committee by co-opting a member of the Association or from amongst themselves within twenty one (21) days of the vacancy occurring and all members of the Association must be informed of such decisions within thirty (30) days or when the next newsletter is published, whichever occurs earlier.
- F. In the event that four member positions or the three Office Bearer positions in the Committee all fall vacant, the President or in his or 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.
- G. Sub-committees may be formed by the Committee to focus on a particular task or tasks or to assist the Committee with decision making. The Committee is still ultimately responsible for those decisions and subsequent actions not any sub-committee. At the AGM, the Committee report shall contain a section reporting on the activities and outcomes of sub-committees



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Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

formed throughout the year. Whether or not a sub-committee (other than the CCDPC) continues to exist or not, is the decision of the Committee of the day.

- H. A sub-committee of the Committee, called the Community Centre Development Project Committee (or **CCDPC**) shall be formed at the AGM.
- i The CCDPC shall have a maximum of six (6) elected members at any one point in time – each having a discrete maximum official tenure of three (3) years. At least one of the elected members will always be a member who is aged seventy (70) years or above and has held membership of the Association for twenty (20) years or more. One third of the CCDPC members (i.e. two (2) members) shall retire every year and their replacement shall be elected annually at the AGM. For clarity, it is stated that retired members may be nominated for re-election. The President of the Association shall be an ex-officio member of the CCDPC making the total number of members of this sub-committee to be seven (7).
 - ii Under no circumstances, shall the composition of the Committee or the CCDPC be varied to increase or decrease the number of members or the description of the positions without prior amendments to this clause by a resolution adopted at a properly constituted Special General Meeting (hereafter referred to as the **SGM**) or AGM.
 - iii Through the office of its Chair, the CCDPC will nominate a member or members of the Association to fill any or all vacancies in the position of elected member or members of CCDPC. Such nominated replacements shall be ratified at the next AGM.
 - iv Through the office of its Chair in consultation with the CCDPC elected members, the CCDPC can co-opt up to but not exceeding four (4) members for a discrete maximum tenure of three (3) years. Such co-opted members shall be ratified at the next AGM.
 - v A two-third majority of CCDPC members may recommend to the Committee the expulsion of any members including the Chair for misconduct, actions and behaviours detrimental to the interests of the Association or its members.
 - vi Any member of the CCDPC who resigns from the CCDPC shall need to go through a cooling off period of 3 years before he or she may become re-eligible for nomination for any position in the CCDPC.
 - vii A new CCDPC Chair shall be elected by the six (6) elected members from amongst themselves as and when the vacancy arises. Such an elected CCDPC Chair shall be ratified at the next AGM.

The CCDPC shall:

- i be responsible for planning, fund raising, site selection and financing acquisitions of one or more parcels of land, buildings and, to that end, for investing and selling of land, buildings or constructions for short to medium term investments for the ultimate objective of erecting a Community Centre for the Association;



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Dated: 14 December 2019



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President

Dated: 14 December 2019

- ii 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;
 - iii provide the Committee with minutes of meetings of CCDPC for information on a quarterly basis, and review where any action is required from the Committee; and
 - iv jointly and or severally act to safeguard and protect the ownership, integrity and interest of the Association as an entity, in its projects, property and (or) holdings in land, building or other investments or funds in the event of any proposals being considered by the Association, such as, but not limited, to those noted in this clause.
- I. Every new Committee should consider creating subcommittees for organising activities around Objectives as per clauses 2C and 2D (vii and viii) with a Committee member as the Chair of that subcommittee.
- J. The Committee shall not seek to or allow the Association to join (or re-sign) as a member or affiliate of, or integrate, or amalgamate or merge with another association or organisation of any kind whatsoever unless:
- i the proposal has been unanimously supported and approved by the Committee as evidenced by minutes of the respective committee meetings; and
 - ii the proposal is also subsequently approved by three-quarters (75%+) of members of the Association present at a SGM called for deliberating on it by serving a minimum notice of thirty (30) days. The notice of the SGM must:
 - a) indicate clearly the nature and purpose of the proposal, its expected organisational, cultural and financial impacts as certified by an independent auditor; and
 - b) such notice shall include the minutes of the respective meetings of the Committee held earlier to consider the proposal.
 - iii Where approval is obtained to join at that SGM or to continue a relationship with another association or organisations at an AGM, the Association shall be represented only by nominated member(s) of the Committee. They shall vacate their representative roles when the term of their positions in the Committee expire and succeeding Committee members will assume the representative roles in accordance with the relevant rules of the affiliated organisation or body concerned.
- K. The Committee or a sub-committee or any member shall seek prior approval at a properly constituted SGM or at the AGM for:
- i. making any donations where, each individual donation exceeds 2.5% or the total donations for the year in aggregate exceeds the limit set out in Clause 2D (vi);
 - ii. committing to a projected expenditure exceeding 15% of the General Fund of the Association in a single transaction or where the total commitments towards any project or operational expenditure will likely exceed 30% of the General Fund of the



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Dated: 14 December 2019



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Dated: 14 December 2019

Association, irrespective of the nature and scope of the project including, but not limited to a cultural programme or social event, or purchase or creation of capital asset or philanthropic cause, except for the socio religious BANSW event for Durga Puja, which is the most important festival for Bengalis in Sydney and around the world, an annual Hindu festival where devotees revere and pay homage to the Hindu goddess Durga and is observed in the Indian calendar month of Ashwin, which corresponds to the months of September–October every year in the Gregorian calendar;

- iii. initiation or co-sponsorship of any initiative including but not limited to purchasing of any land or building or starting a construction project, or organising a social function to raise money for erecting a Community Centre for the Association;
 - iv. selling or transferring or disposing or destroying or hiring out on long term lease or otherwise allow members or others to use long term, any of Association's assets valued over \$25,000 (twenty five thousand) be it in book value or current valuation, including, but not limited to, land, buildings or other similar assets,
 - v. borrowing funds from any source whatsoever, with or without providing any of Association owned assets as security,
 - vi. executing any instrument or deed that creates a debt due and payable by the Association; and
 - vii. the notice of AGM or SGM for any purpose as described above in this clause, must:
 - a) be sent giving 30 days' notice to members;
 - b) include a business case with financial projections and rationale for the transaction, with the notice of meeting and present that at the meeting. For clarity, this business case shall describe the intent of the transaction, cashflow projections, the certified opinion of the Auditor as to how it will affect the financial position of the Association and impact the transaction might have on the services provided by the Association to its members and wider community;
 - c) include the minutes of the respective meetings of the Committee and subcommittee (if involved) for the sole purpose of deliberating on the transaction and approving such a transaction by each with simple majority; and
 - d) has been viewed and considered in detail by the Public Officer.
- L. 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 not for profit charitable organisation.
- M. The Committee must ensure the currency of all certificates, deeds, titles, insurance as required for statutory compliance and furtherance of the objectives of the Association.
- N. The Public Officer shall be the official trustee of the Association. The Public Officer must always remain independent of the Committee members, Office Bearers, all sub-committee members and other officials of the Association. The Public Officer:



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Dated: 14 December 2019



(Anindita Mitra)
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Dated: 14 December 2019

- i. shall be responsible for ensuring compliance of these rules laid out in this constitution and laws of the land;
- ii. shall be responsible for maintaining the asset register, titles, deeds and other appropriate documents including historical documents of the Association;
- iii. shall maintain oversight over any constitutional breaches and shall report on the same, if any, at the AGM;
- iv. must report any serious constitutional breaches to the Committee for resolution within 30 days or earlier, failing which he can request for a SGM;
- v. in consultation with the President shall nominate another member of the Association as the Returning Officer before the AGM when the Returning Officer is unable to carry out his function at the Election;
- vi. can be nominated to be elected only to the extent the eligibility criteria in clause 10B(iii)(f) applies;
- vii. can be re-elected for further terms of three years if re-nominated subject to the operation of clause 3J or 3K;
- viii. cannot continue in the role on the occurrence of any of the events stated under clause 3J or 3K. 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 4F and
- ix. 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 10B(iii)(f) 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 Returning Officer must always remain independent of the Committee members and Office Bearers, CCDPC members or other officials of the Association such as sub-committee members. The functions and responsibilities of the Returning Officer are as follows:

- I. responsibility for conducting and or supervising all voting at AGM or SGM and annual elections to be held in the succeeding year including that of the Committee members, the Public Officer, the CCDPC members, the Auditor and that of any other positions that may require election of a member in the same period;
- II. responsibility for ensuring free and fair elections;
- III. developing an objective and reliable polling infrastructure with dependable equipment and or teams of support personnel as and where required;
- IV. calling nominations for electable roles in the Committee or sub-committees;
- V. compiling a voting roll of members who are eligible to be present at the AGM (as per clause 6A(v)) and to cast their vote in the election when a formal ballot is required;
- VI. preparing, printing and controlling distribution of all voting papers and other instruments including the nomination forms and ballot papers etc.;



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President

Dated: 14 December 2019

- VII. designing independently verifiable impartial systems and operating procedures for the appropriate conduct of any in-person vote or by proxy vote or by electronic ballot as per clause 10C; and
 - VIII. counting, verification and scrutiny by candidates' representatives of the effective application of the predefined processes at every stage of the voting process until declaration of the polling results;
- P. 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 (30) days from the end of the Financial Year.
- ii) The notice of AGM shall be served by the Committee at least thirty (30) 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.
- v) Quorum: Fifty (50) Financial Members of the Association present at the AGM in person shall constitute a 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 an alternate 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 is not present, then those members attending shall be deemed to constitute a quorum provided the number of members present is not less than thirty (30). Notwithstanding the above, for any specific resolution to be passed at an AGM with respect to the purchase or creation or sale or grant of security over or, transfer or disposal or destruction of any asset valued over \$25,000 (twenty five thousand) be it in book value or current valuation, including, but not limited to, land, buildings or other capital investments, greater than 50% of all Financial Members as per the Register of Members at the date the notice of the meeting is served with at least one hundred twenty five (125) of them present in person at the AGM will constitute a quorum and such



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Dated: 14 December 2019



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President

Dated: 14 December 2019

resolution must be passed by two-thirds (2/3rd) majority and no exception can be made to this requirement.

vi) **Proceedings**

A Chairperson shall be selected by the members present to preside over the meeting.

- a) The Chairperson shall conduct the meeting in accordance with the agenda.
- b) The Chairperson may, with the consent of the eligible members present at 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.
- c) Acceptance of a motion put to vote shall be passed by simple majority of eligible members present unless mandated otherwise in this constitution.
- d) Individual Financial Members and their spouse or partner shall be eligible to cast one vote each.
- e) 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.
- f) 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 two members absent from the AGM shall not be eligible for contesting the election.
- g) The Chairperson of the Meeting shall have one Casting Vote which means an extra vote to decide an issue when the votes on each side are equal.

vii) **Agenda**

The agenda of an AGM shall consist of at least the following items in the order as stated:

- a) selection of the Chairperson – the President of the Association will chair the meeting. In his or her absence the members present will select a member to chair the meeting through to its conclusion;
- b) confirmation of the minutes of the previous AGM;
- c) Committee's report presented by the President and Committee members summarising activities throughout the year to meet each of the Objectives of the Association as per clause 2 in subjective and objective manner, especially highlighting what funds were expended for such activities, what



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Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

was achieved and what feedback was received from members for such activities;

- d) consideration of audited annual accounts as presented by the Auditor and subsequent acceptance of the same by the members at the meeting;
- e) report from the Public Officer;
- f) report from CCDPC Chair;
- g) report on external Association(s) membership and a request for continuation of membership of that external Association(s) presented by the Secretary;
- h) consideration of any other businesses or items as proposed by a member of the Association including Committee members and sub-committee members by formally writing to the President at least ten (10) days before the end of the Financial Year;
- i) dissolution of the outgoing Committee;
- j) election of the Committee, Auditor, Returning Officer, Public Officer (every third year) and CCDPC (at least two (2) members every year); and
- k) introduction 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 : Five (5) Committee members shall constitute a quorum.
- iii) The President, or 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 (7) days' notice of any ensuing meeting.
- vi) The Treasurer shall present an account of Association's funds and its cashflows as and when required by the Committee.
- vii) Acceptance of a motion put to vote shall be passed by simple majority of eligible Committee members present.



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C. Special General Meetings (SGM)

- i) A Special General Meeting (**SGM**) of the Association shall be convened by the President or the Secretary upon written request by any four members of the Committee, or twenty members of the Association, or by the Public Officer within a period of two (2) months from the date of receipt of such a request.
- ii) A notice, along with a precise agenda, shall be served to advise the members of the Association at least thirty (30) days prior to such a meeting unless more notice is required as per other clauses in this constitution. For clarity it is stated that requirement for notice period specifically stated in other clauses overrides what is stated here. The SGM must not transact on any other issues or businesses outside the published agenda.
- iii) Acceptance of a motion put to vote shall be passed by a simple majority of eligible members present unless mandated otherwise in this constitution.
- iv) Quorum: The SGM quorum requirements shall be the same as that required for AGM. Notwithstanding the general quorum requirements as above, for any specific resolution to be passed at an SGM with respect to the sale, transfer, disposal, demolition or grant of security over any Association assets valued \$25,000 (twenty five thousand) in book value or current valuation or more including, but not limited to, land, buildings or other similar investments, 51% of all Financial Members of the Association (as per the Register of Members) at the date the notice of the meeting is served shall be present at the SGM to constitute a quorum and such resolution must be passed by two-thirds (2/3rd) majority of members present and no exception can be made to this requirement.

D. Minutes and Attendance Registers

- i) The Committee shall keep or cause to keep minutes of all Committee meetings, AGMs and SGMs during its term showing:
 - a) the names and signatures of all persons present in person, and names of members who voted by proxy or electronically in an attendance register; and
 - b) any transactions or dealings including all proceedings at such meetings, all motions submitted, whether carried, lost or lapsed, and resolutions adopted.
- ii) Minutes of the Committee meetings must be confirmed and ratified by the succeeding meeting of the Committee and minutes of an AGM or SGM must be confirmed and ratified 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 to members within four weeks of such a meeting being held and anyone disputing the contents must submit their comments to the Committee within four weeks of receipt of such minutes. The Secretary shall be obliged to table any submitted comments along with the minutes, at the next AGM for consideration.



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(Anindita Mitra)
President

Dated: 14 December 2019

7. RECORDS AND ACCOUNTS

- A. There shall be a Permanent Capsule (**Capsule**) containing a hard copy of the current constitution, all statutory certificates, all statutory returns and all investment certificates. The soft copy of the current Constitution will be in possession of the current Public officer. 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 the names, street addresses, postal and electronic contact details of the Association members and payment status of membership fees for the last five (5) years and where the membership includes the spouse or partner, both names shall be shown in the register.
 - ii. record of minutes of meetings of the Committee and minutes of the AGM or SGM as required including tally of votes when that takes place in those meetings;
 - 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; and
 - v. a summary of financial and quantitative details of income and expenditure for each year and that of each major event held during each 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 Capsule; and
 - ii. copies of bank statements of all accounts held in the name of the Association.
- D. At the end of their term, the President of the outgoing Committee shall handover and ensure that the duplicate of the Capsule along with all official correspondence, books, records and all electronic copies of any or all correspondence and items required under this clause or any other records held by himself or herself or by other Office Bearers and members of the Committee, are handed over 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 shall the details of the members or others be passed on to any third party with or without consideration. The privacy laws of the land must be abided by at all times.



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Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

8. FUNDS & ASSETS MANAGEMENT

- A. All moneys received by the Association shall be deposited with either of the Association's bank accounts forthwith. Receipts must be issued promptly for all funds received by the Association. Electronic receipt is considered valid for the purpose of this clause.
- B. All of the Association's bank accounts must be operated jointly. The authorised operators for all bank accounts of the Association shall be any two of the following,
 President or Secretary or Treasurer
 AND
 Public Officer.
- C. General Fund at any point in time is defined as the total of the funds held in all bank accounts of the Association.
- D. Further 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 other bodies which are not charitable or philanthropic 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 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 Where a sub-committee is entrusted a responsibility for an action or project, all expenses shall firstly be approved by the head of the corresponding sub-committee and secondly be approved by the authorised operators for all bank accounts before payments are initiated electronically or otherwise.
 - vi A separate bank account shall be opened when any investment is made whether it is a building or property or otherwise to maintain distinct records of incomes and expenditures relating to that investment and that account shall be subject to the annual audit of the Association.
 - vii In order to protect the income and assets of the Association and ensure that the funds raised are applied solely towards promotion of the objectives of the Association, the President shall have the veto right for any major expense for any



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

purpose except when those expenses have already been approved at a SGM or the AGM.

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 and the Committee to ensure that proper books and records are maintained.
- B. The Association's 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 prevalent accounting standards, clause 7 and this clause and prepare a report thereon to be submitted to the members at the next AGM reflecting whether in the opinion of the Auditor, the books of accounts reflect a true and fair position of the affairs of the Association.
- D. To ensure Auditor independence, the Auditor may be a member of the Association but cannot be a member or related to a member of the Committee.
- E. The Auditor shall be responsible for reporting on any lapses or limitations particularly in the areas of privacy, security, noise and environmental laws and issues related to taxes, accounting and statutory financial compliance to ensure the Association is compliant with all statutory requirements. If the Auditor deems necessary, he or she can seek advice from market recognised experts before reporting such lapses after getting approval from the Committee or Public Officer for the expenses necessary for doing so.
- F. The Auditor should report on risks of the Association getting refused renewal of incorporation as per latest laws of the land prevalent in NSW and Australia.
- G. The Auditor at the end of his or her term, may recommend to the members at the AGM that an accounting firm be appointed from the next term stating the reasons for the recommendation supported by data describing the complexity of the audit requirements due to the volume of transactions or the size of the funds handled by the Association or for compliance reasons, which will be deliberated up on and voted up on at the AGM.

10. ELECTION AND VOTING PROCEDURES

The Returning Officer is responsible for conducting and supervising the election of Office Bearers, Committee members and CCDPC members, and all types of voting at AGM and SGM.



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

A. Election of officials & Terms

- I. Office Bearers and Committee members shall be elected by the members voting in-person or by proxy or by electronic ballot at the AGM for one year as per clause 10C.
- II. The Auditor shall be elected by the members voting in-person or by proxy or by electronic ballot at the AGM for one (1) year as per clause 10C.
- III. A number of CCDPC members as required that year including the Chair of the CCDPC if required, shall be elected by the members voting in-person or by proxy or by electronic ballot at the AGM for three (3) years as per clause 10C.
- IV. The Public Officer if required that year shall be elected by the members voting in-person or by proxy or by electronic ballot at the AGM for three (3) years as per clause 10C.
- V. A Returning Officer shall be elected by the members voting in-person or by proxy or by electronic ballot at the AGM for one (1) year as per clause 10C.

B. Nominations and Eligibility

- I. The Committee shall notify the Returning Officer of the date when the ensuing AGM or SGM or election will be held as soon as such details are confirmed but not later than thirty seven (37) days prior to the date of the AGM. The Committee shall also provide the Returning Officer with a copy of the complete Register of Members with each member's contact details, as and when the AGM or SGM or election is called or notice thereof is served. The Returning Officer will invite either directly or through the Committee, nomination for election to the Committee or to other electable roles or positions as required and as per rules in this constitution giving at least thirty (30) days' notice to members.
- II. For election to the Committee, nominations are to be submitted by members only in groups, for and on behalf of candidates wishing to be elected to fill all positions of Office Bearers and members of the Committee, and such group nominations are to reach the Returning Officer at least ten (10) days prior to the relevant election date. The nomination papers of each group of candidates shall be for specified positions in the Committee and general members and must be signed by the candidate concerned and supported by a proposer and a seconder.
- III. The conditions of eligibility for nomination are the following:
 - a) Only members of the Association who have completed two (2) continuous years of fully paid membership and have familiarised themselves with the current constitution shall be eligible to be a candidate for the position of a Committee member.
 - b) Only members of the Association who have completed two (2) continuous years of fully paid membership at the date of nomination and have familiarised



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

- themselves with the current constitution are eligible as a valid proposer or seconder.
- c) Only members of the Association who have completed three (3) continuous years of fully paid membership, have a good understanding of the current constitution and have attended at least two (2) current AGMs or SGMs, shall be eligible to be a candidate for the positions of the Office Bearers of the Committee namely, President, Secretary and Treasurer.
 - d) Any member who had resigned from a previous Committee or as an official of the Association such as Returning officer or Public Officer or Auditor, 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 or any other official position.
 - e) Only members of the Association who have completed two (2) continuous years of fully paid membership at the date of nomination are eligible for election to specified positions of Returning Officer and Auditor, whose nominations are to be submitted individually by members and supported by an eligible proposer and seconder.
 - f) Only members who have completed at the date of nomination, a continuing period of fifteen (15) years as member of the Association, have paid their membership fees and have served at least a full term as a member or Office Bearer in the Committee in the past, shall be eligible for nomination to the position of the Public Officer. Nomination for the position of the Public Officer has to be submitted individually by members and supported by an eligible proposer and seconder. The nomination has to be supported by twenty-five (25) members of the Association amongst whom there are at least three former Presidents of the Association, who served in office for at least one full term.

C. Conduct of the Election

- I. If the Returning Officer receives valid nominations under clause 10B seeking to be elected to the Committee from just one group of candidates or only one group of candidates remains in the fray to contest the Election even though more than one group submitted valid nominations, the Returning Officer shall announce at the AGM that a new Committee has been formed and no ballot will be necessary - the Committee thereby being elected unopposed.
- II. If the Returning Officer receives valid nominations under clause 10B from more than one group of candidates and more than one group of candidates remains in the fray to contest the Election, each seeking to be elected to the Committee, the Returning Officer shall conduct a ballot to be held at the AGM.
- III. The Returning Officer must conduct the election in accordance with rules and provisions contained in this document. The Returning officer will clearly spell out



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

- how the election will be conducted, and which will be the official ballot boxes. The decision of the Returning Officer shall be final and binding.
- IV. If no valid group nomination is received for all Committee positions, or only a partial nomination is received or not enough valid nominations are at hand 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 10B.
- V. If no Committee is elected at the AGM, the Chairperson shall adjourn the AGM to a later date not exceeding thirty (30) days. The outgoing Committee shall continue to run the affairs of the Association until a new Committee is elected. All members of the Association will work to gather sufficient number of able, willing and eligible members to come forward and be elected to the new Committee and positions of other Office Bearers.
- VI. Only Financial Members as at the date the notice of the AGM or SGM is called:
- a) shall be entitled to attend the AGM or SGM;
 - b) shall be eligible to vote in any ballot in-person or by proxy or by electronic ballot; and
 - c) can cast only one vote for each position, subject or item being polled.
- VII. Counting and Tallying of Votes
- a) Each member present at the AGM or SGM casts his or her vote on an official ballot paper and inserts the paper into the official ballot boxes.
 - b) All votes cast by proxy or by postal or by electronic ballot must be inserted into the official ballot boxes under the supervision of the Returning Officer.
 - c) All votes cast in-person or by proxy or by postal or by electronic ballot shall be counted and tallied together from the official ballot boxes under the supervision of the Returning officer.
 - d) A simple majority of votes received will determine the winning candidates or which side is the winner in any ballot.
- VIII. Proxy voting (voting in absentia) is permitted at AGM and SGM only under stringent sequence controls and internal checks regime.
- a) Members will be allowed to vote by proxy after filling in a proxy form issued by the Returning Officer and sending it in by a due date mentioned on the form. Proxy forms received after the return deadline shall be invalid.
 - b) The member nominated for proxy voting has to be present in person at the meeting.
 - c) For proxy voting pre-sequenced and sequence controlled proxy ballot papers without the name of the voter will be issued by the Returning Officer. Only such officially issued ballot papers may be filled in and duly submitted by the respective members at the meeting in person.



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

- d) All returned proxy ballot papers must be tracked, logged, verified (as valid referring to the sequence controls) and duly inserted into official ballot boxes with utmost diligence. These will be counted and tallied along with in-person ballot papers.
- IX. Electronic ballot should be conducted strictly aligned to the Association Incorporation Regulation 2016.
- a) The Returning Officer may decide to allow voting by electronic ballots when he or she is convinced that adequate hardware infrastructure, electronic communication, voting software accessible over the internet and security controls are in place for by electronic ballot.
 - b) Eligible voters will be issued with individual login and password, by the Returning Officer or by a person authorised by him or her to access voting software accessible over the internet to cast their votes.
 - c) The votes cast by the due date, if not invalidated as being informal or hacked, will be printed and inserted into the official ballot boxes with utmost diligence. These will be counted and tallied along with in-person ballot papers.
 - d) Electronic ballot papers received after the deadline shall be excluded from the official count.
- X. A member's vote will be deemed invalid if the member votes more than once using one or more methods of voting (in-person, proxy and electronic).

11. SERVING 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 email or via any media publications such as Association newsletter and or announcements on Association's website or mobile app.

12. AMENDING THIS CONSTITUTION

The statement of any clause of this constitution may be altered, rescinded or added to, only by a resolution adopted in a properly constituted SGM by two-thirds (2/3rd) majority.

13. DISSOLUTION

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



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

14. SCHEDULES

Schedule 3 - Conduct of postal or electronic ballots

(as per Associations Incorporation Regulation 2016)

1 Ballots

- (1) The committee must:
 - (a) cause the details of the matter on which the ballot is to be held to be set out in a statement, and
 - (b) fix the dates for:
 - (i) forwarding of postal ballot papers, or the giving of access to electronic ballot papers, to members, and
 - (ii) the closing of the ballot, and
 - (c) appoint a returning officer for the ballot.
- (2) Every ballot must be conducted by the returning officer appointed by the committee.

2 Returning officers

- (1) A member of the association or a person who is not a member of the association may be appointed as a returning officer.
- (2) Despite subclause (1), a committee member of the association may not be appointed as a returning officer.
- (3) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

3 Preparation of voting roll

- (1) The returning officer must prepare a roll of the full names and addresses of the members of the association who are eligible to vote.
- (2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.

4 Electronic voting

- (1) This clause applies to a ballot for determination of a matter by the association that is to be conducted by means of electronic voting.
- (2) Electronic voting is to be by means of email or other electronic means determined by the committee.
- (3) Without limiting subclause (2), the other electronic means of voting may include requiring voters to access a voting website and to vote in accordance with directions contained on that website.
- (4) The returning officer must ensure that the form for the electronic ballot paper contains: (a) instructions for completing the voting paper, and



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

- (a) the question to be determined, and
 - (b) the means of indicating the voter's choice on the question to be determined.
- (5) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
- (a) access to an electronic ballot paper, or to a voting website or electronic application containing an electronic ballot paper, that complies with this clause, and
 - (b) access to information about:
 - (i) how the ballot paper must be completed, and
 - (ii) the closing date of the ballot, and
 - (iii) if voting is by email—the address where the ballot paper is to be returned, and
 - (iv) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the returning officer.
- (6) Each person entitled to vote must vote in accordance with the instructions contained in the information.
- (7) If the ballot is a secret ballot, the returning officer must ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot paper.
- (8) An electronic ballot paper must be sent to the returning officer no later than the close of the ballot.
- (9) The returning officer must ensure that all electronic ballot papers are stored securely until the counting of the votes begins.

5 Postal voting

- (1) This clause applies to a ballot for the determination of a matter by the association that is to be conducted by means of postal voting.
- (2) The returning officer must prepare ballot papers that contain: (a) instructions for completing the voting paper, and
- (a) the question to be determined, and
 - (b) a box opposite and to the left of each question.
- (3) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
- (a) a ballot paper prepared in accordance with this clause, and (b) a notice describing:
 - (i) how the ballot paper must be completed, and
 - (ii) the closing date of the ballot, and
 - (iii) the address where the ballot paper is to be returned, and
 - (c) a returning envelope addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the member and, if the ballot is a secret ballot, an envelope marked "Voting Paper".
- (4) Each person entitled to vote must vote by marking the ballot paper in accordance with the instructions contained in the notice.
- (5) If the ballot is a secret ballot, a voter must, after completing the ballot paper:
- (a) enclose and seal the ballot paper in the envelope marked "Voting Paper", and



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

- (b) enclose and seal that envelope in the returning envelope addressed to the returning officer, and
 - (c) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (6) If the ballot is not a secret ballot, a voter must, after completing the ballot paper:
- (a) enclose and seal the ballot paper in the returning envelope addressed to the returning officer, and
 - (b) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (7) On receipt of a returning envelope, the returning officer must:
- (a) compare the information on each returning envelope with the information on the voting roll to confirm that the vote was cast by a person entitled to vote in the ballot, and
 - (b) ensure that the ballot papers are securely stored until the counting of the votes begins.
- https: or www.legislation.nsw.gov.au or # or view or regulation or 2016 or 538 or historical 2017- 07- 01 or whole 28 or 353 or 14 or 2019 Associations Incorporation Regulation 2016 - NSW Legislation
- (8) A voter may give a returning envelope to the returning officer by post or personal delivery.

6 Informal votes

- (1) A ballot paper of a voter who votes by means of electronic voting or postal voting is informal if the voter has failed to record a vote in accordance with the information provided by the returning officer.
- (2) Despite subclause (1), if, in the opinion of the returning officer, a voter's intention is clearly indicated on a ballot paper for a postal vote, the ballot paper is not informal merely because it contains an unnecessary mark.
- (3) If voting is carried out by electronic voting using a voting website or other electronic application (but not if voting is by email), the website or application is to provide a warning message to a person casting an informal vote that the proposed vote is informal.

7 Ascertaining result of ballot

- (1) As soon as practicable after the close of the ballot for a postal vote, the returning officer must:
 - (a) in the case of a secret ballot, open the envelopes marked "Voting Paper" and remove the ballot papers, and
 - (b) in the case of any ballot, reject as informal any ballot papers that do not comply with the requirements of this Regulation, and
 - (c) ascertain the result of the ballot by counting the votes not rejected.
- (2) As soon as practicable after the close of a ballot conducted by electronic voting, the returning officer must:



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



(Anindita Mitra)
President

Dated: 14 December 2019

- (a) review all information and reports about the electronic ballot, and
- (b) reject as informal any votes that do not comply with the requirements of this Regulation, and
- (c) ascertain the results of the electronic ballot.

8 Statement by returning officer

- (1) The returning officer must make out and sign a statement of the result of the ballot.
- (2) On the declaration of the returning officer of the result of the ballot, the committee must cause an entry to be made in the minute book showing the result of the ballot.
- (3) The returning officer must forward a copy of the statement to the chairperson of the committee who must announce the result of the ballot at the next general meeting.

9 Notification of result of ballot for special resolutions

In the case of a special resolution, the association must cause the result of the ballot to be notified in writing to its members as soon as practicable after the ballot.

10 Retention of ballot papers

- (1) The returning officer must retain:
 - (a) all ballot papers, and
 - (b) all rejected returning envelopes relating to postal voting, and
 - (c) all records relating to electronic voting (whether formal or otherwise), and (d) all rolls, used in connection with the conduct of the ballot, in accordance with this clause.
- (2) The returning officer must retain those items in secure storage for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the committee to retain those items for a longer period.



(Sovon Thakur)
Public Officer

Dated: 14 December 2019



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