

THE FEDERATION OF CHINESE ASSOCIATIONS (VIC) INC. – CONSTITUTION

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1. NAME

The name of the incorporated association is *The Federation of Chinese Associations (Vic) Inc.* or briefly referred to either as “*FCA*” or “*The Federation*”.

2. INTERPRETATION

(1) In these rules, unless the contrary intention appears:

“The Act” means the Associations Incorporation Reform Act 2012; and includes any regulations made under that Act.

“The Association” means THE FEDERATION OF CHINESE ASSOCIATIONS (VIC), INC or briefly referred to as “FCA”.

“Financial Year” means the year ending on 30th June.

“General Meeting” means a general meeting of the members of the Federation convened in accordance with Rule 11 and include an annual general meeting; a special general meeting, and a disciplinary appeal meeting.

“Absolute Majority of the Committee” means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting.)

“Delegates Meeting” means a meeting of representatives from members’ association held in accordance with these Rules.

“The Committee” means the Committee having management of the business of the Federation.

“Committee Meeting” means a meeting of the Committee held in accordance with these Rules.

“Committee member” means a member of the Committee elected or appointed under Rule 26 or Rule 25 or Rule 36.(1)

“Chairperson of a general meeting or committee meeting” means the person chairing the meeting as required under Rule 17 & 31.

“Ordinary member of the Committee means a member of the Committee who is not an officer of the Federation under Rule 24(1).

“Disciplinary Appeal Meeting” means a meeting of the members of the Federation convened under Rule 23.3 of the Act.

“Disciplinary Meeting” means a meeting of the Committee convened for the purposes of

Rule 22 of the Act.;

“Disciplinary subcommittee” means the Subcommittee appointed under Rule 20 of the Act.;

“ Chinese Association” means a duly constituted Association with at least ninety (90%) percent of its membership being of Chinese origin.

“ Other Association” means a duly constituted Association with at least fifty (50%) percent of its membership being of Chinese origin.

“Member” means a full member or associate member of the Federation with membership being construed accordingly.

“Member Entitled to Vote” means a member who under Rule is entitled to vote at a general meeting.

“Notice” means any written notification given by the Federation to any member either personally or by post the member of the Federation. Where a notice is sent by post, service of the notice shall be deemed to be effected at the time at which the letter would be delivered in the ordinary course of the post.

(2) In these Rules, a reference to the Secretary General of the Federation is a reference:-

(a) If a person holds Office under these Rules as Secretary General of the Federation - to that person.

(3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

(4) Any dispute or doubt as to the interpretation of any provision of these rules shall be decided by a vote at Committee Meeting which shall be final and conclusive.

3. ALTERATION OF THE RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Federation must not be altered except in Accordance with the Act or, at an Annual General Meeting by a special resolution passed by the consent of a majority of not less than three-fourths of the members of the Federation as being entitled to vote in person or by proxy provided that twenty-one (21) days’ notice of the proposed amendment has been given to all members.

4. POWERS OF THE FEDERATION

4.1 Subject to the Act and the Statement of Purposes as contained in Appendix III, the

Federation has the following powers to attain its purposes: -

- (1) To purchase, take on lease or in exchange, hire or otherwise secure any real or personal estate.
- (2) To accept any gift of property.
- (3) To construct, maintain and alter any house.
- (4) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or similar enterprise.
- (5) To print and publish any newspaper, periodical, book or leaflet that the Association may think desirable for the promotion of its objectives.
- (6) To invest and deal with money of the Association not immediately required in such Manner as is from time to time thought fit.
- (7) To act as Trustee or accept and hold upon trust real and personal property.
- (8) To subscribe to any local or other charity and to grant donations for any public purposes; to make any payment of moneys of the Federation to any person or for any purposes hereinbefore specifically described where the making of such payment would in the opinion of the Committee tend to further the objectives of the Federation.
- (9) To raise or borrow money upon such terms and in such manner as it thinks fit.
- (10) To secure the repayment of moneys so raised or borrowed or the payment of debt or the payment of a debt or liability of the Federation by giving mortgages, charges or securities upon or over all or any of the property of the Federation.
- (11) To make by-laws not inconsistent with this Constitution prescribing all matters which are necessary or convenient to be prescribed for carrying out or giving effect to this Constitution ; and
- (12) To do all such things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Federation.

5. APPLICATION FOR MEMBERSHIP

5.(1) a **CHINESE** association which:-

- (a) subscribe to the purposes of the Federation as contained in the Statement of Purposes set out in Appendix III;
- (b) consists of not less than fifty (50) financial members;
- (c) is nominated by a FULL MEMBER and approved for membership as provided in these Rules by the Committee; and
- (d) pays the entrance fee and annual subscription payable under these Rules is eligible to be a FULL member of the Federation.

5.(2) Subject to paragraph 5(4)(a), a **Chinese** association which:-

- (a) subscribes to the purposes of the Federation as contained in the Statement of Purposes set out in the **Appendix III**;
- (b) consists of not MORE than fifty (50) but not LESS than thirty (30) financial members;
- (c) is nominated by a FULL member and approved for membership as provided in these Rules by the Committee; and
- (d) pays the entrance fee and annual subscription payable under these Rules is eligible to be an ASSOCIATE Member of the Federation.

5.(3) Subject to paragraph 5(4)(a) , **OTHER** association which:-

- (a) subscribes to the purposes of the Federation as contained in the Statement of Purposes set out in the **Appendix III**
- (b) consists of not LESS than fifty (50) financial members;
- (c) is nominated by a FULL member and approved for membership as provided in these Rules by the Committee; and
- (d) pays the entrance fee and annual subscription payable under these Rules is eligible to be an ASSOCIATE Member of the Federation.

5.(4) (a) Notwithstanding Paragraph 5(2) and 5(3), the number of ASSOCIATE members shall NOT exceed the number of FULL members;

- (b) Each full member is entitled to be represented in the Federation by TWO (2) official delegates with ONE voting right; and
- (c) Each associate member is entitled to be represented in the Federation by ONE (1) delegate with NO voting right;
- (d) An association which is not a member of the Federation at the time of the incorporation of the Federation (or which was such a member at that time but has ceased to be a member) shall not be admitted to membership:-
 - (i) unless it is nominated as provided in sub-rule 5(5);
 - (ii) its admission as a member is approved by the Committee; and
 - (iii) the Constitution of the nominee association is not inconsistent with the Constitution and Statement of Purposes of the Federation

5.(5) A nomination of an association for membership of the Federation:-

- (i) shall be made in writing in the form set out in Appendix 1; and ,
- (ii) shall be lodged with the Secretary General of the Federation.

5.(6) As soon as is practicable after the receipt of a nomination, the Secretary General shall Refer the nomination to the Committee.

5.(7) Upon a nomination being received by the Committee, the Committee shall determine whether to approve or to reject the nomination,

5.(8) Upon a nomination being approved by the Committee, the Secretary General shall,

with as little delay as possible, notify the nominee in writing that it is approved for membership of the Federation and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.

- 5.(9) The Secretary General shall, upon receipt of the amounts referred to in sub-clause 5(8) within the specified period, enter the nominee's name in the Register of Members kept by him/her and, upon the name being so entered, the nominee becomes a member of the Federation.
- 5.(10) A right, privilege, or obligation of an association by reason of its membership of the Federation:-
- (a) is not capable of being transferred or transmitted to another association;
 - (b) terminates upon the cessation of its membership whether by winding upon or resignation or otherwise.

6. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 6.(1) The entrance fee and annual subscription are to be decided at each Annual General Meeting, as recommended by the Committee;
- 6.(2) The annual subscription is payable in advance on or before **31th August every year.**
- 6.(3) Any member who fails to pay any indebtedness due to the Federation within three months after receipt from the Secretary of written notice thereof shall thereon forfeit its good standing and shall so remain until such indebtedness is paid in full.

7. REGISTER OF MEMBERS

- 7.(1) The Secretary General must keep and maintain a Register of Members that includes:
- a) for each current member;
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Committee; and
 - b) for each former member, the date of ceasing to be a member.

- 7.(2) Any member may, at a reasonable time and free of charge, inspect the Register of Members.

[Note: Under Section 59 of the Act, access to the personal information of a person recorded in the Register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a

person obtained from the register of Members]

8. CEASING MEMBERSHIP

- 8.(1) Any member of the Federation who fails to attend THREE (3) consecutive Committee / Delegates Meetings, their membership shall be automatically suspended. Notice will be given to them that their respective membership will be terminated unless they provide good reasons for their absence in the next Committee / Delegates Meeting. Should they then provide reasons for their absence, the Committee will then decide whether their reasons are valid and satisfactory and whether their membership should continue to be suspended, reinstated, or terminated.
- 8.(2) A member of the Federation which has paid all moneys due and payable by it to the Federation may resign from the Federation by first giving ONE (1) month's notice in writing to the Secretary General of its intention to resign; and
- 8.(3) Upon the expiration of the period of notice as referred to in sub- clause 8.(2) -
- (a) the Member ceases to be a member; and
 - (b) the Secretary General must make in the Register of Members an entry recording the date on which the member by whom the notice was given ceased to be a member.

9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 9.(1) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Federation or is no longer regarded by the Committee-as a bona fide member of the Federation, the Committee may, by resolution:-
- (i) reprimand the member; or
 - (ii) suspend that Member from membership of the Federation for a specified period; or,
 - (iii) expel that member from the Federation;
- 9.(2) A resolution of the Committee passed under sub- clause 9.(1) –
- (a) does not take effect unless the Committee at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause 9.(3) confirms or revokes the resolution in accordance with this clause; and
 - (b) does not take effect, where the member exercise a right of appeal to the Federation under this Rule, unless the Federation confirms or revokes the resolution in accordance with this clause.

- 9.(3) Where the Committee passes a resolution under sub-clause 9.(1) and for purposes of giving notice in accordance with sub-clause 9.(2)(a), the Secretary General must, as soon as practicable, cause to be given to the member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
 - © stating the date, place and time of that meeting; and
 - (d) informing the member that it may do one or more of the followings:-
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary General a notice to the effect that it wishes to appeal to the Federation in general meeting against the resolution.

- 9.(4) At a meeting of the Committee to confirm or revoke a resolution passed under sub-clause 9.(2), the Committee must:-
- (a) give to the member an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the member; and,
 - (c) determine by resolution whether to confirm or to revoke the resolution.

- 9.(5) Where the Secretary General receives a notice under sub-clause 9.(3), he shall notify the Committee and the Committee shall convene a general meeting of the Federation to be held within 21 days after the date on which the Secretary receives the notice.

- 9.(6) At a general meeting of the Federation convened under sub-clause 9.(7):-
- (a) no business other than the question of appeal may be conducted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member must be given an opportunity to be heard; and,
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- 9.(7) If at the general meeting:-
- (a) two thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and,
 - (b) in any other case, the resolution is revoked.

10. DISPUTES AND MEDIATION

- 10.(1) The grievance procedure set out here applies to disputes under these Rules between:-
- (a) a member and another member; or
 - (b) a member and the Committee; or
 - (c) a member and the Federation.
- 10.(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the Disciplinary procedure has been completed.
- 10.(3) The parties to the dispute must attempt to resolve the dispute between themselves within 14 days after the dispute coming to the attention of each party;
- 10.(4) If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, then the parties must, within 10 days –
- (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 10.(5) The mediator must be:-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:-
 - (i) if the dispute is between a member and another member, a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or Federation, a person appointed or employed by the Dispute Settlement Centre or Victoria.
- 10.(6) A mediator appointed by the Committee may be a member or former member of the Federation but in any case must not be a person who:-
- (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.
- 10.(7) The mediator to the dispute, in conducting the mediation, must:-
- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
 - (d) The mediator must not determine the dispute.
- 10.(8) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

11. ANNUAL GENERAL MEETINGS

- 11.(1) (a) The Committee must convene an annual general meeting of the Federation on or before 31st of October each year.
- (b) The Committee may determine the date, time and place of the annual general meeting;
- 11.(2) The annual general meeting shall be specified as such in the notice convening it, provided notice shall be given to every Member at least fourteen (14) days prior to the Annual General Meeting;
- 11.(3) The ordinary business of the annual general meeting shall be:-
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any special meeting held since;
- (b) to receive and consider:
- (i) The annual report of the Committee on the activities of the Federation during the preceding financial year; and
- (ii) The financial statements of the Federation for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (c) to elect the members of the Committee where an election is required at that annual general meeting; and
- (d) to confirm or vary the amount (if any) of the annual subscription and joining fee.
- 11.(4) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 11.(5) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

12 . SPECIAL GENERALMEETINGS

- 12.(1) Any general meeting of the Federation other than the annual general meeting or a disciplinary appeal meeting is a Special general meeting;
- 12.(2) The Committee may convene a special general meeting whenever it thinks fit;
- 12.(3) If, but for this sub-clause, more than 15 months have lapsed between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.
- 12.(4) The Committee shall on requisition in writing of not less than 31% of the full and associate members in good standing convene a special meeting of the Federation.

12.(5) The requisition for a special general meeting must:

- (a) state the objects of the meeting; and
- (b) signed by the members making the requisition; and
- (c) be sent to the address of the Secretary General; and
- (d) may consist of several documents in a like form, each signed by one or more of the members making the requisition.

12.(6) Where the Committee receives such a requisition for a special general meeting, the Committee shall call a meeting to be held within twenty- one (21) days of receiving the same.

12.(7) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary General, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

12.(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Federation to the persons incurring the expenses.

13. SPECIAL BUSINESS

13.(1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

14. NOTICE OF GENERAL MEETINGS

14.(1) The Secretary General of the Federation, at least fourteen (14) days, or a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Federation, must cause to be sent to each member of the Federation at its address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting, and minutes of the previous meeting.

14.(2) Notice may be sent:

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

14.(3) No business other than those set out in the notice convening the meeting shall be

conducted at the meeting.

- 14.(4) A member intending to bring any business before a meeting may give notice of that business in writing, or by electronic transmission, to the Secretary General 21 days before the date fixed for the annual general meeting] who must include that business in the notice calling the next general meeting after the receipt of the notice.
- 14.(5) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than **30%** of the total financial membership shall be a quorum.

15. USE OF TECHNOLOGY

- 15.(1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and members present at meeting to clearly and simultaneously communicate with each other;
- 15.(2) For the purposes of this Rule, a member participating in a general meeting as permitted under Sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have vote in person.

16. QUORUM AT GENERAL MEETINGS

- 16.(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 16.(2) **50% + 1person** of total financial membership personally present (being members entitled under these Rules to vote at a general meeting) constitutes a quorum for the conduct of the business of a general meeting.
- 16.(3) If within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present:-
- (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the President at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place; and
- 16.(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than **30%** of the total financial membership shall be a quorum.

17. PRESIDING AT GENERAL MEETINGS

- 17.(1) The President, or in his absence, the Executive Vice President shall preside as Chairperson at each General Meeting of the Federation.
- 17.(2) If the President and Executive Vice President are absent from a general meeting, or are unable to preside, the members present must select one of their member to preside as chairperson at the meeting.

18. ADJOURNMENT OF MEETINGS

- 18.(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 18.(2) No business may be conducted at an adjourned meeting other than the business left unfinished at the meeting that was adjourned.
- 18.(3) If a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting must be given in accordance with Clause 14.
- 18.(4) Except as provided in sub-clause 16, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19. VOTING AT GENERAL MEETINGS

- 19.(1) Upon any question arising at a General Meeting of the Federation, a delegate of the member has one vote only as provided in sub-clause 5.(4)(b).
- 19.(2) All votes must be given personally, or by proxy.
- 19.(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 19.(4) A member or its delegates is not entitled to vote at any General Meeting unless all moneys due and payable by it to the Federation have been paid, including the amount of the annual subscription payable in respect of the current financial year.

20. POLL AT GENERAL MEETINGS

- 20.(1) If at a meeting a poll on any question is demanded by not less than [five(5) members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 20.(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

21. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

- 21.(1) If a question arising at a General Meeting of the Federation is determined on a show of hands:-
- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or carried by a particular majority; or lost;
 - and
 - b) an entry to that effect in the Minute Book of the Federation s evidence of the fact, without proof of the number, or proportion of the votes recorded in favour of, or against, that resolution.
- 21.(2) Unless required otherwise, motions at Council meetings shall be carried by a simple majority votes of delegates present and eligible to vote.

22. PROXIES

- 22.(1) Each member shall be entitled to appoint another member as its proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 22.(2) The notice appointing the proxy must be:-
- (a) for a meeting of the Federation convened under sub-clause 9.(7) in the form set out in Appendix IV; or
 - (b) in any other case, in the form set out in Appendix II.

23. COMMITTEE OF MANAGEMENT

- 23.(1) The affairs of the Federation shall be managed by the Committee of Management constituted as provided in rule 24.
- 23.(2) The Committee :
- (a) shall control and manage the business and affairs of the Federation;
 - (b) may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by general meetings of the members of the Federation; and,
 - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Federation.
- 23.(3) Subject to Section 44 of the Act, the Committee shall consist of:

(a) the officers of the Federation; and

(b) ordinary members of the Committee

each of whom shall be elected at the annual general meeting of the Federation once in every two years provided (Section 49 of the Act):-

- (i) each member is 18 years or over; and
- (ii) is entitled to vote at a general meeting.

24. COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS OFFICER BEARERS

24.(1) The Committee shall consist of these office bearers of the Federation: Officers of the Federation shall be:

- (a) a President;
- (b) an Executive Vice President;
- (c) 6 Vice Presidents (respectively according to order of seniority)
- (d) a Secretary General
- (e) Two Deputy Secretaries General (designated as Chinese and English Secretaries as Deputy Secretaries General respectively);
- (f) a Treasurer
- (g) an Assistant Treasurer
- (h) a Public Relations Officer;
- (i) an assistant Public Relations Officer.

24.(2) 6 --- ordinary Committee member.

24.(3) Each Officer of the Federation shall hold office for a term of two (2) years until the annual general meeting next after the date of his or her election but is eligible for re-election.

24.(4) Each officer shall not be entitled to hold one office for more than three (3) consecutive terms;

24.(5) Each officer shall not hold more than one (1) office at a time.

25. ORDINARY MEMBERS OF THE COMMITTEE

25.(1) Subject to these Rules, each ordinary member of the Committee shall hold office until the annual general meeting next after the date of election of his or her election but is eligible for re-election.

25.(2) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Federation to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his or her

appointment.

- 25.(3) Notwithstanding sub-rule 23.(3)., the Committee **would elect 2 individual persons who are prepared and willing to supervise the work of the Committee without voting rights in ensuring** that the Federation is **attaining** its purposes and **be known as the “Supervising Officers” of the Federation.**

26. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS

26.(1) After the annual report and financial statements of the Federation have been received at the Annual General Meeting, the Chairperson of the meeting must declare all positions on the Committee vacant and to hold elections for these positions in accordance with Rules hereinafter related.

(Reference to Section 50 of the Act)

26.(2) Nominations of candidates for election of officers of the Federation or as ordinary members of the Committee must be:-

- (a) made in writing, signed by two members of the Federation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination as set out in APPENDIX V); and,
- b) delivered to the Secretary of the Federation **by 30th September the year where an election is to be held at that** Annual General Meeting.

26.(3) A candidate may only be nominated for one office besides as an ordinary member of the Committee, prior to the annual general meeting.

26.(4) If insufficient nominations are received to fill all vacancies on the Committee, the candidates so nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

26.(5) 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.

26.(6) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

26.(7) The ballot for the election of officers and/or ordinary members of the Committee must be conducted at the annual general meeting in such and usual and proper manner as the Committee may direct.

26.(8) A nomination of a candidate for election under this rule is not valid if that candidate has been nominated for another office at the same election.

26.(9) **The nominating member and** the nominee from any member must be an active financial member of the Federation **for at least 6 months already in order to be eligible to nominate and stand for any office.**

27. VACANCIES

27.(1) For the purposes of these Rules, the office of an officer of the Federation becomes vacant if the officer:---

- (a) ceases to be a member of the member association of the Federation; or
- (b) becomes an insolvent under administration within the meaning of the Corporations

Law; or
(c) resigns from his office by notice in writing given to the Secretary General.

28. MEETINGS OF THE COMMITTEE AND THE DELEGATES

- 28.(1) The Committee must meet at least four (4) times in each year at such place and such times as the Committee may determine.
- 28.(2) The Delegates Meeting must be conducted at least four (4) times each year at such place and such times as the Committee may determine;
- 28.(3) Normal Committee Meeting (including Delegates Meeting) may be convened by the President or by any members constituting at least one third of the members of the Committee .

29. NOTICE OF COMMITTEE MEETINGS

- 29.(1) Written notice of each Committee meeting must be given to each member of the Committee by email or Fax or delivering it to him/her at a reasonable time before the meeting, or, by sending it by pre- paid post addressed to him/her at his/her usual, or last known place of abode at least 2 business days before the date of the meeting.
- 29.(2) Written notice which is signed by the President, Secretary General or the members constituting one third of the members of the Committee convening a normal meeting must be given to members of the Committee of a normal meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

30. QUORUM FOR COMMITTEE AND DELEGATES MEETINGS

- 30.(1) Quorum for the meeting of the Committee:
 - (a) Any **50% + 1** of the members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee and
 - (b) No business may be conducted unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same time and day in the following week; then the quorum for the adjourned meeting shall be **30%** of the members of the Committee.
 - (c) Subject to sub-rule 30.(1), the Committee may act notwithstanding any vacancy on the Committee.
- 30.(2) Quorum for the Delegates Meeting:
 - (a) Any **50% + 1** of the representatives from members' associations including the office bearers of the Federation present constitutes the required quorum for the conduct of the business of this meeting; and
 - (b) No business may be conducted unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same time and day in the

following week; then the quorum for the adjourned meeting shall be **30%** of the representatives including office bearers of the Federation.

31. PRESIDING AT COMMITTEE AND DELEGATES MEETINGS

31.(1) At meetings of the Committee and the Delegates:-

- (a) the President or, in his absence the Executive Vice- President shall preside; or,
- (b) if the President and the Executive Vice-President are absent or are unable to preside, the members present must choose one of their number to preside.

32. VOTING AT MEETINGS

32.(1) Questions arising at a meeting of the Committee or at a Delegates or at a meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

32.(2) Each member present at a meeting of the Committee, or, at a Delegates meeting or at a meeting of any sub-Committee appointed by the Committee, is entitled to one vote and, in the event of an equality of votes on any question, the presiding member may exercise a second or casting vote.

33. APPOINTMENT OF SUB-COMMITTEES

33.(1) The Committee may at any time appoint any sub-Committee (consisting of members of their own body) they may think fit, and may prescribe the functions of the such sub-committee;

33.(2) The Committee shall have power to co-opt persons to serve on a sub- committee in an advisory capacity, but no such co-opted member shall be entitled to a vote.

33.(3) The President and Secretary General shall be ex-officio members of all sub-committees.

33.(4) The quorum for meetings of a sub-committee shall be one- third of its members.

34. DUTIES OF OFFICE BEARERS

34.(1) General Duties (Section 45 of the Act):

- (a) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these rules and the Act;
- (b) the Committee is collectively responsible for ensuring that the Federation complies with the Act and that individual members of the Committee comply with these Rules;
- (c) Committee members must exercise their powers and discharge their duties with reasonable care and diligence;
- (d) Committee members must exercise their powers and discharge their duties:---

- (i) in good faith in the best interests of the Federation; and
- (ii) for a proper purpose.
- (e) Committee members and former committee members must not make improper use of ---
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position---

so as to gain an advantage for themselves or any other person or to cause detriment to the Federation.

[Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association]

- (f) In addition to any duties imposed by these rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

34.(2) The President shall:-

- (a) ensure the successful functioning of the Federation and the attainment of its objectives;
- (b) strive to continually improve the Federation's status;
- (c) chair all meetings of the Committee and the Delegates as well as the Annual General Meeting and Special General Meeting;
- (d) except when delegated, be the official spokesperson for the Federation; present the annual report at the Annual General Meeting.

34.(3) The Executive Vice-President and Vice Presidents shall:-

- (a) assist the President in ensuring the successful functioning of the Federation and the attainment of its objectives;

34.(4) The Secretary General shall:-

- (a) be responsible for all official correspondence and records of the Federation;
- (b) keep minutes of the resolutions and proceedings of each general meeting, each Delegates meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at each meeting;
- (c) be responsible for sending out notices and arranging Committee Meetings, Delegates Meetings, Annual General Meetings and other meetings so decided by the Committee;
- (d) prepare an Annual Report for the Annual General Meeting;
- (e) be responsible for keeping an up-to-date Constitution of the Federation;
- (f) be responsible for keeping a record of all properties and assets of the Federation; and
- (g) maintain and update the Register of Members regularly in accordance

with Rule 8.

34.(5) The Deputy Secretaries General, shall assist the Secretary General in carrying out all his/her duties expeditiously.

34.(6) The Treasurer shall:-

- (a) collect and receive all moneys due to the Federation and make all payments authorised by the Committee or by a general meeting of the Federation; and;
- (b) keep correct accounts and books showing the financial affairs of the Federation with full details of all receipts and expenditure connected with activities of the Federation; and
- (c) present a Treasurer's Report and Account at the Committee meetings and the Annual General Meeting; and
- (d) incorporate an Audited Balance Sheet and Statement of Accounts in his Report for the financial year ended and present it at the Annual General Meeting; and
- (e) make available for inspection by members the accounts and books referred to in Sub-rule 34.(6)(b).
- (f) The Treasurer must ensure that at least one other committee member has access to the Accounts and financial records of the Federation.
(Section 48(3) of the Act)

34.(7) The Assistant Treasurer shall:-

- (a) assist the Treasurer in carrying out him/her duties responsibly.

34.(8) The Public Relations Officer shall:-

- (a) act as the Federation's Liaison officer in all dealings with the outside bodies in matters not covered by the duties of the President;

34.(9) The Assistant Public Relations Officer shall:-

- (a) assist the Public Relations Officer in carrying out him/her duties accordingly.

35. POWERS AND LIABILITIES OF OFFICERS

35.(1) No member of the Committee shall commit the Federation to any contractual or other liability, or commitment without first obtaining the written approval of the Committee.

35.(2) Notwithstanding the prohibition in sub-rule 35.(1), a Committee member may, where necessary to his/her duties under this Constitution, enter into commitments on behalf of the Federation but only up to such amount or other extent as may be

prescribed by Committee from time to time.

- 35.(3) No member of the Council shall act in any way contrary to any of the purposes stated in the Statement of Purposes.
- 35.(4) No member of the Committee shall conduct any personal affairs in the name of the Federation.
- 35.(5) The Federation shall not be liable for any consequence arising out of any exercise of power, or function contrary to any of the provisions in this Constitution.
- 35.(6) The Federation shall be entitled to claim full indemnity from a Committee member for any loss or other liability incurred by the Federation as a result of any conduct by such member in contravention or abuse or misuse of any of his/her duties, or powers under this Constitution.

36. REMOVAL OF COUNCIL MEMBER

- 36.(1) The Federation may, in general meeting, by special resolution, remove any member of the Council before the expiration of the member's term of office and appoint another member in his or her place to hold office until expiration of the term of the first- mentioned member.
- 36.(2) A member who is the subject of a proposed resolution referred to in sub-rule 36.(1) May make representations in writing to the Secretary General or President of the Federation (not exceeding a reasonable length) and may request that the representations be provided to the members of the Federation.
- 36.(3) The Secretary General or the President may give a copy of the representations to each member of the Federation or, if they are not so given, the member may require that they be read out at the meeting.

37. MINUTES OF MEETINGS

- 37.1 The Secretary General of the Federation as provided under sub-rule 34.(3)(b), must keep minutes of the resolutions and proceedings of each general meeting, and each Council meeting, together with a record of the names of persons present at such meetings.

38. Conflict of Interest

- 38.(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee;
- 38.(2) The member ---
 - (a) must not be present while the matter is being considered at the meeting; and
 - must not vote on the matter.

[NOTE: Under Section 81(3) of the Act, if there are insufficient committee members to form a Quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.]

38.(3) This Rule does not apply to a material personal interest ---

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Federation.

39. LEAVE OF ABSENCE

- 39.(1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months;
- 39.(2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

40. CUSTODY OF RECORDS

- 40.(1) Except as otherwise provided in these Rules, the Secretary General shall keep in his custody or under his control all books, documents and securities of the Federation.

41. FUNDS

- 41.(1) The Treasurer of the Federation as provided under sub-rule 34.(5) must:-
- (a) collect and receive all moneys due to the Federation and make all payments authorized by the Federation; and
 - (b) keep correct accounts and books showing the financial affairs of the Federation with full details of all receipts and expenditure connected with the activities of the Federation.
- 41.(2) The moneys of the Federation may be kept in such bank accounts as the Committee may think fit and account be operated on by cheques or other instruments signed by ANY TWO of the followings:
- (a) The Treasurer or Assistant Treasurer;
 - (b) The Secretary General; AND
 - (c) The President, or Vice-Presidents or
 - (d) the delegates/persons as approved by the Committee.
- 41.(3) The funds of the Federation shall be derived from entrance fees, annual subscriptions, donations, sponsorship/stalls/Government Grants and such other sources as the Committee determines from time to time.
- 41.(4) The assets and income of the Federation shall be applied solely in furtherance of its purposes and no portion shall be distributed directly, or indirectly to its members except as bona fide compensation for services rendered, or expenses

incurred on behalf of the Federation as duly authorized.

- 41.(5) The Treasurer shall be permitted to have a petty cash of not more than two hundred and fifty dollars (\$250.00).

42. SEAL

- 42.(1) The Common Seal of the Association must be kept in the custody of the Secretary General.
- 42.(2) The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures either of two (2) members of the Committee , or of one member of the Committee -of the Federation.

43. NOTICES TO MEMBERS

- 43.(1) Except for the requirement under Rule 15, any notice that is required to be given to a member, by or on behalf of the Federation, under these Rules may be given by:
- (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the Register of Members; or
 - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.
- 43.(2) Where a document is properly addressed re-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 43.(3) Both Chinese and English have equal standing and validity in all the Federation meetings and correspondence.

44. DEALINGS WITH THE LAND OR REAL PROPERTY OF THE FEDERATION

- 44.(1) The Committee shall convene an Extraordinary General Meeting for the following dealings with the land or real property of the Federation:-
- (a) to sell, dispose, mortgage, or subdivide the land;
 - (b) to acquire, purchase, buy additional land or real property.
- 44.(2) The above dealings with the land or real property of the Federation must be passed by a special resolution at an Extraordinary General Meeting by at least three-quarters (3 / 4) of the financial ordinary members present in person and voting in favour of the resolution;
- 44.(3) The net proceeds from any sale or disposal of any land or real property must not be distributed to any members of the Federation at all times. Such net proceeds must be

used by the Federation solely for the purposes set out in the Statement of Purposes.

45. WINDING UP OR CANCELLATION

45.(1) The Federation may be dissolved where:-

- (a) Twenty-eight (28) days notice has been given to all member organizations of the proposal to dissolve the Federation; and,
- (b) special resolution has been passed by a majority of not less than three-fourths of the members of the Federation as being entitled to vote in person or by proxy at a special general meeting called specifically for this purpose.

45.(2) Upon dissolving the Federation, any properties or assets of the Federation left over after all debts and other liabilities of the Federation have been satisfied shall, subject to any trust affecting the assets or any of them, be given to such charitable organizations as may be determined by the Committee or, in the absence of such determination, by the Executive Director of the Victorian Council of Social Services.

46. ANNUAL RETURNS

46.1 The Secretary General shall, within such period as specified in the Act, forward Such reports and certificates to the Registrar of Incorporated Associations as required by the Act.

NOTE: Clauses recommended by Consumer Affairs Victoria in Feb 2016 are still part of this Constitution . So this version needed to be read with such inclusion.