

# **Australia China Friendship Society of Western Australia (Inc)**

## **CONSTITUTION**

### **1. NAME**

1.1 The name of the organisation shall be the AUSTRALIA-CHINA FRIENDSHIP SOCIETY OF WESTERN AUSTRALIA (INC) hereafter referred to as the “Society”.

### **2. OBJECTS**

The Objects of the Society shall be:

- 2.1 To promote friendship and understanding between the peoples of Australia and the People’s Republic of China;
- 2.2 To support and assist visitors from the People’s Republic of China;
- 2.3 To provide assistance to educational and social welfare projects in the People’s Republic of China

### **3. POWERS**

3.1 The Society shall have power to do all such things as are necessary incidental or conducive to the attainment of the Objects.

### **4. MEMBERSHIP**

#### **4.1 FULL MEMBERS**

4.1.1 Any person who agrees with the objects of the Society and pays the annual membership fee shall be eligible for full membership of the Society and shall be considered a member upon acceptance by the Committee.

#### **4.2 HONORARY LIFE MEMBERS**

4.2.1 Any person who has rendered outstanding service to the cause of Australia-China friendship through activity in the Society may, upon the recommendation of the Committee and with the approval of the members at the Annual General Meeting, be elected as an Honorary Life Member. Such members shall continue to have all other rights of membership.

#### **4.3 CORPORATE MEMBERS**

4.3.1 Any organisation or business may become a corporate member of the Society on such terms and conditions as may be agreed from time to time between the organisation and the Committee. Corporate members shall be entitled to

representation at general meetings of the Society by a previously nominated person and entitled to exercise one vote only on any motion or in any election. Only one corporate member may hold a position on the Committee during a term of office, that is, from one Annual General Meeting to the next.

- 4.3.2 The Committee of the Society, voting on a two thirds majority, has without explanation or appeal, the right to refuse any application for Corporate Membership.

#### 4.4 ASSOCIATE MEMBERS

- 4.4.1 **The Society may accept as associate member any association, business or individual who agrees with the objects** of the Society on such terms and conditions as may be agreed from time to time. Associate members shall be entitled to representation at general meetings of the Society by a previously nominated person but shall not be entitled to exercise a vote on any motion or in any election.

#### 4.5 MEMBERSHIP REGISTER

- 4.5.1 The Secretary shall establish and maintain a register containing the names, addresses, and other relevant details of all members.

#### 4.6 MEMERSHIP FEES

- 4.6.1 The annual membership fees shall be determined by the Committee and shall apply from the commencement of the next financial year.
- 4.6.2 Notice of intention to propose any change in an annual membership fee and details of the proposed change shall be communicated in print no later than 30 days prior to the committee meeting at which it is to be considered.

#### 4.7 MEMBERSHIP YEAR

- 4.7.1 The membership year shall run from January 1 to December 31. Any application for membership on or after July 1 in any year shall pay one half of the appropriate annual fee.
- 4.7.2 All memberships become due and payable on January 1 each year, and continuing members are given the right to pay until the Annual General Meeting in that year.

#### 4.8 ACCESS TO RECORDS

- 4.8.1 Any financial member of the Society shall have the right to inspect all minutes and financial records of the Society by arrangement with the relevant officer.

## **5. COMMITTEE**

### **5.1 POWERS**

- 5.1.1 The business of the Society shall be conducted by a Committee elected by and from the members and responsible to them.
- 5.1.2 The Committee shall have power to manage, administer, supervise, and direct the work of the Society in accordance with this Constitution and the wishes of members as determined by decisions of annual and special general meetings.

### **5.2 MEMBERSHIP**

- 5.2.1 The Committee shall consist of:
  - The President;
  - Two Vice-presidents;
  - The Secretary;
  - The Treasurer;
  - All of whom shall constitute an executive committee;
- 5.2.2 UP to eight (8) Committee members including the National Delegate(s); and
- 5.2.3 The Immediate Past President for the first year after his/her retirement from the position of President.

### **5.3 VACANCIES**

- 5.3.1 Vacancies on the Committee shall be filled by co-option. When any vacancy occurs, notice of the vacancy shall be notified to the members who will be invited to nominate for the vacant position. If more than one nomination is received, the Committee shall conduct an election among those members present at the meeting where the matter is to be decided.
- 5.3.2 Where the offices of President, Vice-president, Secretary or Treasurer fall vacant, they shall be filled as far as possible from within the Committee.

### **5.4 EXECUTIVE COMMITTEE**

- 5.4.1 The Executive Committee shall meet as required to assist the implementation of decisions of the Committee and to deal with urgent business. A report of its activities shall be made at each full meeting of the Committee.

### **5.5 SUB-COMMITTEES**

- 5.5.1 The Committee may appoint sub-committees for any purpose. Convenors of sub-committees shall present regular reports to meetings of the Committee.

## **6. OFFICERS**

The Officers of the Society shall have the following duties:

### **6.1 PRESIDENT**

- 6.1.1 Has ultimate authority for carrying out all decisions of the Committee and for ensuring compliance with the Constitution;
- 6.1.2 Signs or delegates the signature of all instruments, documents and correspondence on behalf of the Society;
- 6.1.3 Presides at Committee, annual and special general meetings and other official meetings of the Branch;
- 6.1.4 Represents or delegates representation of the Society before other bodies;
- 6.1.5 Acts as chief spokesperson for the Society;
- 6.1.6 Carries out other duties as determined by the Committee.

### **6.2 VICE PRESIDENTS**

- 6.2.1 Assist the President in the above duties;
- 6.2.2 Substitute for the President as required;
- 6.2.3 Carry out other duties as determined by the Committee;

### **6.3 SECRETARY**

- 6.3.1 Establishes and maintains the register of members and a register of affiliations;
- 6.3.2 Manages correspondence and maintains general correspondence files;
- 6.3.3 Arranges meetings of the Committee, general and other meetings, and together with the President arranges the agenda for meetings;
- 6.3.4 Keeps and publishes minutes of meetings;
- 6.3.5 Carries out other duties as determined by the Committee;
- 6.3.6 In liaison with the Treasurer, ensures the safe custody of records, books, documents and securities of the Association;
- 6.3.7 Arranges for perusal of the minutes of the association on request by members or at General Meetings.

### **6.4 TREASURER**

- 6.4.1 Receives all fees and monies, makes all disbursements and issues receipts;
- 6.4.2 Establishes and maintains the financial records of the Society and its subsidiary enterprises together with a register of assets;
- 6.4.3 Presents itemised income and expenditures statements to the Committee;

6.4.4 Establishes and maintains such accounts as are determined by the Committee;

6.4.5 Carries out other duties as determined by the Committee.

## **6.5 NATIONAL REPRESENTATION**

6.5.1 ACFS WA is a member of the National ACFS Ltd and has agreed to pay the annual affiliation fee for ACFS Ltd, as agreed by all stakeholders.

6.4.6 On a 2-yearly basis, prior to the appropriate AGM of the national ACFS LTD, the ACFS WA will nominate one member for election at the ACFS Ltd AGM, as a Director of the ACFS Ltd Board for a period of 2 years.

6.5.3 On an annual basis prior to the annual AGM of the national AGM Ltd, the ACFS WA will choose two members to be delegates at the ACFS Ltd AGM.

## **7 RESIGNATION OR REMOVAL FROM OFFICE**

7.1 A Committee member may resign by giving two weeks' notice in writing.

7.2 A Committee member who fails to attend three consecutive meetings of the Committee without apology or reasonable excuse shall be deemed to have resigned.

7.3 A Committee member may otherwise be removed from office by a two-thirds majority vote at a special general meeting.

## **8 MEETINGS**

### **8.1 GENERAL MEETINGS**

8.1.1 The Honorary Secretary shall convene any General Meeting required under this Constitution by giving twenty-one (21) days written notice of such meeting to all members.

8.1.2 A General Meeting shall be held on the petition of thirty percent (30%) of the number of Members on the Register of Members, or twenty (20) such Members, whichever is the lesser. The President must be the recipient of such petition and shall instruct the Honorary Secretary to issue, within seven (7) days of receipt of the petition, a notice to all Members, convening such a meeting which shall be held in not less than fourteen (14) days nor more than twenty-one (21) days from the date of issue of such notice.

8.1.3 A General Meeting of the Members of the Society may also be held at the direction of the Committee by giving fourteen (14) days written notice of such Meeting.

8.1.4 At all General Meetings only the business for which the meeting has been convened shall be discussed and no other business whatsoever.

8.1.5 Only financial members shall be entitled to vote, and arrangements shall be made for members to pay subscriptions at the entrance to the meeting where membership status shall be checked.

8.1.6 At all General meetings a number equivalent to one third the number of Members entitled to vote, or twenty (20) such Members, whichever is the lesser, shall constitute a Quorum.

If, at the end of 30 minutes after the time given in the notice of the Meeting, there is no Quorum, the Meeting shall stand adjourned for one week. If, at such Meeting, there is no Quorum those Members present shall be deemed competent to discharge the business of the Meeting.

- 8.1.7 All voting at a General Meeting shall be by show of hands unless the Constitution demands otherwise or if a minimum of one third (1/3) of Members present at the meeting request a ballot.
- 8.1.8 Any resolution at a General Meeting requiring an amendment to the constitution or the dissolution of the society shall require the approval of a majority of seventy-five (75) percent of the members present. Other resolutions will only require a simple majority of the members present.
- 8.1.9 The Chairperson may adjourn any meeting to another time if required.
- 8.1.10 In the event of the President or the Vice-President not being available the meeting shall elect a Chairperson.
- 8.1.11 In all matters the Chairperson shall have a casting vote as well as an original vote.

## 8.2 ANNUAL GENERAL MEETING

- 8.2.1 The Annual General Meeting shall be held each year not later than April 30. The date shall be determined and published not later than February 15th in any year and members invited to submit items for the agenda. A minimum of seven (7) days' notice shall be given to members of the date, place, time and agenda of the Annual General Meeting;
- 8.2.2 The Honorary Secretary shall convene any General Meeting required under this Constitution by giving at least twenty-one (21) days written notice of such meeting to all Members;
- 8.2.3 Notice from Members of motions to be considered at the Annual General Meeting shall be submitted in writing to the Honorary Secretary not later than ten (10) days prior to the date of the Annual General Meeting each year.
- 8.2.4 The business of the Annual General Meeting shall be:
  - 8.2.4.1 Confirmation of the Minutes of the previous Annual General Meeting, and consideration of business arising from those Minutes;
  - 8.2.4.2 Consideration of reports by the President and the Secretary
  - 8.2.4.3 Consideration of the Treasurer's Report which shall contain a duly audited statement of receipts and expenditures and a balance sheet showing all assets and liabilities of the Society; such shall be available to all members for inspection;

- 8.2.4.4 Consideration of reports by the delegate(s) to associations with which the society is affiliated;
- 8.2.4.5 Amendments to the Constitution;
- 8.2.4.6 Motions for which due notice has been given;
- 8.2.4.7 Other business submitted by the Committee or by members of which notice has been given in writing and which has been placed on the agenda;
- 8.2.4.8 Election of Officers and Committee;
- 8.2.4.9 Appointment of Auditors who shall not be members of the Committee;
- 8.2.4.10 Any other business permitted by the chair, but any resolution arising from such business shall be considered, if passed, as a recommendation to the Committee only.

### **8.3 COMMITTEE MEETINGS**

- 8.3.1 Committee meetings shall be held on a regular monthly basis, and at other times as required. The date, place and time of the regular meetings shall be made known to members of the Branch, and shall, unless the Committee decides by a two-thirds majority vote to discuss a matter in closed session, be open to the members.
- 8.3.2 The quorum for Committee shall be half the number of the members plus one.
- 8.3.3 If after thirty minutes from the time set for the commencement of the meeting no quorum is present, the meeting shall be adjourned to the same place and time one week later. If a quorum is not then present, those members in attendance shall transact the business of the Committee, provided that all Committee member have been notified of the adjourned meeting.

### **8.4 TIED VOTES**

- 8.4.1 If at any meeting of the Society there shall be an equality of votes for and against any resolution, the matter shall be determined in the negative, and no chairperson shall exercise a casting vote.

## **9 ELECTIONS AND VOTING**

- 9.1 Nominations for any office or committee position shall be in writing.
- 9.2 Any financial member may nominate any financial member for any office. A nomination shall be seconded by another financial member and signed by the nominee.
- 9.3 Whenever an election is required, a returning officer who is not a candidate in the election shall be appointed to conduct the election.

- 9.4 All elections will be by secret ballot, and where an election is required, the method of voting and of counting the ballot shall first be determined by the meeting at which the election takes place.
- 9.5 Except as otherwise provided in this Constitution, all decisions shall be taken by simple majority vote.

## **10 VISITORS**

- 10.1 Persons not members of the Society may, upon the nomination of any member and with the approval of the meeting concerned, attend any meeting. Visitors shall be observers only, unless invited by the President to speak. They shall not be entitled to vote on any matter.

## **11 FINANCIAL PROCEDURES**

### **11.1 ACCOUNTS**

- 11.1.1 Income and expenditure shall be fully tabulated according to accepted bookkeeping procedures;
- 11.1.2 The Branch's fiscal year shall be from January 1 to December 31 in any year.
- 11.1.3 All cheques and withdrawal vouchers shall be signed by two (2) Committee members from among those appointed for this purpose by the Committee at its first meeting after the Annual General Meeting.
- 11.1.4 Maximum provisions may be made by the Committee for petty cash and automatically replenished.
- 11.1.5 All other payments shall be authorised by the Committee, either under general terms of written instructions to the Treasurer specifying the types of routine payments which shall be made, or by a specific resolution of the Committee.

### **11.2 LIMITATIONS**

- 11.2.1 The Society shall undertake no major financial obligations for which it does not provide or has not obtained adequate financial cover beforehand.

### **11.3 USE OF INCOME AND PROPERTY**

- 11.3.1 The income and property of the Society shall be applied solely towards the promotion of the Objects. No portion of the income of the Society shall be paid or transferred or distributed directly or indirectly to the members of the Branch, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Society or to any other person other than a member in return for service rendered to the Society.



## **12 CONTROL AND APPEALS**

### **12.1 DISCIPLINARY MEASURES**

12.1.1 Disciplinary measures may only be taken by the Committee in the following circumstances;

12.1.1.1 If a member's annual membership fee has remained outstanding for more than three months;

12.1.1.2 If a member's action or behaviour is deemed by a two-third majority of the Committee to prejudice the interests of the Society;

12.1.1.3 If a Committee member has abused his/her position for personal gain.

### **12.2 PENALTIES**

12.2.1 In the event of a member becoming un-financial, i.e. annual membership fees being more than three months in arrears, the name of the member shall be removed from the membership register;

12.2.2 In other cases, as laid down in clauses 12.1.1.2 and 12.1.1.3 above, the Committee may take such action as it deems suitable. Any penalty up to and including expulsion from the Society shall be decided by two-thirds majority of the members of the Committee present and voting at the meeting considering the matter, and the member informed of the decision in writing within seven (7) days.

### **12.3 APPEALS**

12.3.1 A member against whom action has been taken under clauses 12.1.1.2 and 12.1.1.3 above shall have the right to appeal to a general meeting of the Society. This may be either the annual general meeting or a special general meeting called to consider the appeal.

12.3.2 A member wishing to appeal against a disciplinary measure of the Committee against him or her must give written notice of intention to appeal within thirty (30) days of the date of the notice of the action being taken by the Committee.

12.3.3 At the general meeting considering the appeal, the President or a Committee member appointed for the purpose by the Committee shall make a statement setting out the reasons for the disciplinary measure. The person against whom the action has been taken shall make a statement setting out an explanation and reasons why the decision of the Committee should be set aside or varied.

12.3.4 The Chairperson shall then invite questions from the members present to either speaker.

12.3.5 A motion to reverse or vary the Committee's decision may then be put to the meeting without further debate, and if carried by a two-thirds majority vote of those present and voting, the member's appeal shall be considered to have succeeded.

#### **12.4 RESOLUTION OF DISPUTES PERTAINING TO THE RULES**

12.4.1 Where there is a dispute pertaining to the Rules, the first step would be mediation between the concerned parties and the Executive committee.

12.4.2 If it is not resolved, the matter will be referred to the State Administrative Tribunal for mediation, and to give orders- directing the rules to be followed and enforcing the Rights and Obligations of associations and Members.

### **13 ALTERATION OF THE CONSTITUTION**

13.1 Any member may propose to the Committee in writing an amendment to the Constitution. If approved by a two-thirds majority of the Committee, the proposed amendment shall be submitted to a general meeting for ratification after which it shall, if approved by a majority of seventy-five (75) percent take immediate effect. Amendments to the Constitution submitted for ratification shall not be amended in substance by the general meeting.

### **14 COMMON SEAL**

14.1 The Common Seal of the Society engraved with the name of the Society shall be kept in the care of the President. The Seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee and in the presence of the President and two other members of the Committee, both of whom shall subscribe their name as witnesses.

### **15 AFFILIATIONS**

15.1 The Society may affiliate with any other organisation on such terms and conditions as may be mutually arrived at and approved by a two-thirds majority of the Committee.

### **16 DISSOLUTION**

16.1 The Society shall be deemed capable of confirming its existence so long as:

- a) There are at least six (6) Members to form the Committee by the rules provided;
- b) The Society is solvent.

Should at any time one of the above conditions not apply, then the Society shall request the Commissioner to cancel the incorporation as required by the Act.

16.2 The Society may be dissolved or wound up by a special resolution at any General meeting called for that purpose.

16.3 If upon the voluntary dissolution or winding up of the Society there remains after the satisfaction of all its debts and liabilities, and property or funds whatsoever, the same must not be paid or distributed amongst its members. The surplus property or funds shall be given or transferred to another association incorporated under the Act which has similar objects, and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by a resolution of the members.