



**THE CONSTITUTION OF THE  
SRI LANKA ASSOCIATION OF NSW INC**

ADOPTED ON 22 NOVEMBER 2015

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## **PART I**

### **1 NAME**

- 1.1 THE NAME OF THE ASSOCIATION SHALL READ AS “THE SRI LANKA ASSOCIATION OF NEW SOUTH WALES INC”.

### **2 THE OBJECTS**

- 2.1 To provide a common meeting ground for persons of Sri Lankan origin and to integrate with the Australian community on a multi-racial basis.
- 2.2 To promote and perpetuate the cultural heritage of Sri Lanka amongst members of the Association and the Australian community.
- 2.3 To propose measures and take action with regard to the interests and welfare of the Sri Lankan community and make representations to State and Commonwealth Governments and other organisations on relevant matters.
- 2.4 To organise the raising of funds and such other things and resources for donations to charities in Sri Lanka or Australia.
- 2.5 To contact new migrants of Sri Lankan origin arriving in New South Wales as permanent residents and assist such persons towards settling.
- 2.6 To work towards the advancement of Sri Lankans and Australians of Sri Lankan descent in New South Wales and in that regard to work alone, or in Association with any other organisation.
- 2.7 To participate as a body in matters of special interest to the Sri Lankan community in New South Wales and Australia
- 2.8 To work towards the reform of immigration laws particularly as they affect persons of Sri Lankan origin.
- 2.9 To establish a trust fund or funds to assist persons of Sri Lankan origin in Australia or in Sri Lanka in need generally and to establish solely or in Association with any other organisation a nursing home/hostel/retirement home, together with ancillary facilities or religious centres.
- 2.10 To promote social cohesion and harmony among the Sri Lankan community within the framework of a united and democratic Sri Lanka and work towards the perception of the integrity of Sri Lanka as a nation.
- 2.11 To recognize and support the existence and welfare of the Democratic Socialist Republic of Sri Lanka as a single sovereign nation state.

### 3 INTERPRETATION

3.1 In these Clauses, except insofar as the context or subject matter otherwise indicates or requires:

- a) “**Act**” means the *Associations Incorporation Act* 2009 No 7.
- b) “**Committee Member**” means a member of the governing Committee of the Association (i.e. either an Office Bearer or an Ordinary Committee Member).
- c) “**Committee**” means the governing Committee of the Association comprising Office Bearers and Ordinary Committee Members.
- d) “**Director General**” means the Director General or other chief executive officer howsoever referenced of the Department of Fair Trading or the Government Agency or Authority responsible for enforcement of this Act.
- e) “**Family Member**” means any member of a couple each of whom is admitted as a member of the Association.
- f) “**Financial Year**” refers to the period commencing 1 October of every year from 2016 onwards (inclusive of 2016) until 30 September of the following year subject to any reasonable transitional provisions under Clause 47.
- g) “**Life Member**” means a person who is approved as such member unanimously by the Committee upon the payment of the prescribed fee.
- h) “**New Migrant Member**” means any person who has applied for and been granted “New Migrant Membership” within 12 months of being granted Permanent Residency in the Commonwealth of Australia.
- i) “**Office Bearer**” means a member of the Committee specifically serving in any of the roles outlined in Clause 15.2.
- j) “**Ordinary Committee Member**” means a member of the Committee who is not an Office Bearer of the Association, as referred to in Clause 15.1(b)
- k) “**Regulations**” means the *Associations Incorporation Regulation* 2010
- l) “**Senior Member**” means a person over the age of 65 years who has applied for and been granted Senior Membership without cost or fee. Holders of Senior Membership do not have a right to vote regarding any matter.
- m) “**Student Family Member**” means a person and their spouse, at least one of whom is engaged in full time study and where neither is gainfully employed.

3.2 In these Clauses:

- a) A reference to a function includes a reference to a power, authority and duty; and
- b) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

3.3 The provisions of the Interpretations Act 1987, apply to and in respect of these Clauses, in the same manner as those provisions would so apply if these Clauses were an instrument made under the Act.

## **PART II - MEMBERS**

### **4 MEMBERSHIP QUALIFICATIONS**

- 4.1 A person is qualified to be a member of the Association if the person is a person eligible under the Act and is either a Citizen or Permanent Resident of the Commonwealth of Australia; and
- 4.2 The person is a natural person who:
- (a) has been nominated for membership of the Association as provided by Clause 5 below; and
  - (b) is a person of good fame and character; and
  - (c) has been approved for membership of the Association by the Committee of the Association.
- 4.3 No corporate body (of any form under law) may be admitted as a Member of the Association.
- 4.4 A corporate body may not be granted any form of affiliation with the Association without the approval of the Membership of the Association in a General Meeting by way of a special resolution.

### **5 NOMINATION FOR MEMBERSHIP**

- 5.1 A nomination of a person for membership of the Association:
- (a) shall be made by a member of the Association in writing in the form set out in Appendix 1 to these Clauses; and
  - (b) shall be lodged with the Secretary of the Association
- 5.2 As soon as practicable after receiving a nomination for membership, the Secretary may, upon review of the nomination and determination of its compliance with the requirements of this constitution (whereby such determination may be reviewed and revised by a majority vote of the Committee), refer the nomination to the Committee which shall determine entirely at its discretion at a duly convened Committee Meeting whether to approve or to reject the nomination.
- 5.3 Where the Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that nomination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under this Constitution by a member as annual subscription or other subscription.
- 5.4 The Secretary shall, on payment by the nominee of the relevant membership fee, within the period referred to in Clause 5.3, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association, and the name being so entered, the nominee becomes a member of the Association.
- 5.5 The Committee shall, in addition to ordinary membership, be able to grant affiliated membership to any organisation professing more or less the same objects as the Association. Such membership shall be granted on a reciprocal basis.
- 5.6 Where the application for membership has annexed thereto money as payment for subscription, the Secretary pending the consideration of the application shall hold such money. Upon approval of the application by the Committee, such money shall be applied towards the membership subscription.

## **6 CESSATION OF MEMBERSHIP**

- 6.1 A person ceases to be a member of the Association if the person:
- (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the Association; and/or
  - (d) does not renew their Membership within a period of 3 months after it becomes due and payable.

## **7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

- 7.1 A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person's membership.

## **8 RESIGNATION OF MEMBERSHIP**

- 8.1 A member of the Association may resign at any time effective immediately (with no obligation for the Association to refund any Membership fees already paid).
- 8.2 Where a member of the Association ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **9 REGISTER OF MEMBERS**

- 9.1 The Public Officer of the Association shall establish and maintain a register of members of the Association, specifying the name and postal address of each person who is a member of the Association, together with the date on which the person became a member. If a member lodges a written request with the Public Officer that any information contained on the register about the member (other than the member's name) not be available for inspection, then that information must not be made available for inspection.
- 9.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, subject to the requirements of any Australian law, free of charge, by any member of the Association at any reasonable hour.
- 9.3 A member must not use or sell or enter into any commercial arrangement regarding the information about any person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the operation of the association; or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **10 FEE, SUBSCRIPTIONS, ETC.**

- 10.1 All categories of membership are entitled to vote at any General Meeting or in any election (subject to all other provisions governing entitlement and eligibility to vote) except for Members who have been granted Seniors Membership.
- 10.2 A member of the Association shall, upon admission to membership, pay to the Association a membership subscription of the following applicable rate:
- (a) Life Membership (i.e. per individual) - One hundred and fifty dollars (\$150.00) (this fee will apply to all new Life Members admitted following the enactment of this Constitution irrespective of and without prejudice to any practice / fee levied prior to the enactment of this Constitution);
  - (b) Annual Family Membership (i.e. per couple) - Twenty dollars (\$20.00);
  - (c) Annual Single Membership – Ten Dollars (\$10.00);
  - (d) Annual Student membership – Seven dollars and fifty cents (\$7.50);
  - (e) Annual student Family membership – Ten dollars (\$10.00) per student family;
  - (f) Senior’s Membership – for applicants over the age of 65 – no cost and no voting rights; and
  - (g) New Migrant’s Membership - for applicants who have become Permanent Residents of Australia within the previous 12 months – no cost and no voting rights.
- 10.3 Annual membership fee for any given financial year becomes due and payable on the first day of that financial year.
- 10.4 A membership fee paid at any time during a financial year will be deemed to only apply to that particular financial year until the end of the said financial year.
- 10.5 No member will be entitled to vote at an Annual General Meeting or a Special General meeting unless such person has been a financial member for at least a continuous period of 3 months prior to the date of the Annual General Meeting.
- 10.6 A member who has not renewed their membership for the relevant financial year will not be entitled to vote unless such member is financial (i.e. has validly renewed their membership for the relevant financial year by payment of the relevant fee) - provided that a member who becomes financial after notice of any general meeting has been issued is deemed to have waived their right to notice of such general meeting and any attendant rights.
- 10.7 A member who becomes financial after ballot papers are posted to the members (in the event of a postal ballot) shall not be entitled to vote at a general meeting.
- 10.8 A member who fails to pay their fee within a period of 3 months after it becomes due and payable will cease to be member of the Association. Such person is entitled to re-apply for membership.
- 10.9 No fee shall be payable by a person eligible for membership and over 65 years of age applying for Senior’s Membership nor a by a person who has become a Permanent Resident within the previous 12 months applying for New Migrant’s Membership. These members shall enjoy all rights and benefits of membership except the right to vote. This provision does not preclude any such person from applying for (and being granted) membership under another category which retains the right to vote.

## **11 MEMBERS LIABILITIES**

- 11.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of their membership of the Association pursuant to Clause 10.

## **12 DISCIPLINING MEMBERS**

- 12.1 Where the Committee is of the opinion that a member of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these Clauses; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the Association; or
  - (c) has contravened any provision of the Associations Incorporation Act 2009 (NSW);
- the Committee may, by resolution either expel the member from the Association or suspend the member from membership of the Association for a specified period.
- 12.2 A resolution of the Committee under Clause 12.1 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Clause 12.3, confirms the resolution in accordance with this Clause.
- 12.3 Where the Committee passes a resolution under Clause 12.1 hereof, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (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 service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - I. attend and speak at the meeting; and
    - II. submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- 12.4 At a meeting of the Committee held as referred to in Clause 12.2 hereof, the Committee shall:
- (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representation submitted to the Committee by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- 12.5 Where the Committee confirms a resolution under Clause 12.4 hereof, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Clause 13.



- 12.6 A resolution confirmed by the Committee under Clause 12.4 hereof does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right to appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to Clause 13.

### **13 RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 13.1 A member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under Clause 12.4, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- 13.2 Upon receipt of a notice from a member under Clause 13.1 hereof, the Secretary shall notify the Committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 13.3 At a general meeting of the Association convened under Clause 13.2 hereof:
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed

## **PART III – THE COMMITTEE**

### **14 POWERS ETC. OF COMMITTEE**

14.1 The Committee shall be called the Committee of the Association and, subject to the Act, the Regulations and these Clauses and to any resolution passed by the Association in general meeting:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Clauses to be exercised by a general meeting of members of the Association;
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association;
- (d) may publish journals, magazines, bulletins, newsletters and souvenirs including a newsletter, which shall be called the “THORATHURU”, shall be published periodically but not less than two issues in a financial year at intervals determined by the Committee. Publication may be in either or both electronic or printed formats. The Committee shall be responsible for the maintenance of a regularly updated presence of the Association in any relevant electronic medium at its discretion (e.g. website, social media etc.);
- (e) shall not disburse any funds exceeding a sum of \$2,000 (other than funds necessary to defray the expenses of the Association including for example approved insurance, hall hire, catering and other expenses of a similar nature incurred in the ordinary operation of the Association including its functions, projects and events approved by the committee without the approval of the Membership of the Association in a General Meeting;
- (f) shall not donate or pledge to donate any funds exceeding a sum of \$2,000 for any purpose whatsoever without the approval of the Membership of the Association in a General Meeting;
- (g) shall not bind the Association to any contract or agreement regarding the provision of goods/or services valued at over \$1,500 without the consent of a majority of the Committee where the existence of a majority is determined by reference to a poll (by show of hands or by secret ballot or via electronic means of communication amongst Committee Members as determined at the discretion of the Secretary) to be conducted by the Secretary at a Committee Meeting;
- (h) shall not convene any function or event nor commence any project without the Committee’s prior approval (by simple majority) of a Budget for such function, event or project;
- (i) notwithstanding any Clause the Committee may not donate, gift, utilise, withdraw or otherwise spend or use as collateral, the funds held by the Association in fixed deposits without the approval, by way of a special resolution, of three quarters of the members of the Association present in a general meeting;
- (j) notwithstanding any other Clause the Committee shall authorise the payment of State or Federal Government taxes and bank charges due on the interest or principal component of the said fixed deposits;

- (k) in the event that the members do not approve the proposed expenditure in terms of either Clause 14.1(e) or Clause 14.1(f), no further special resolution shall be proposed within the same financial year;
- (l) the committee shall ensure that proper records are kept and maintained of the minutes of all meetings, properties and stock of the Association and list of members and shall duly hand them over to the incoming office bearers after such annual general meeting;
- (m) shall have the power and authority to co-opt consenting members from amongst the membership of the Association to assist the Committee in carrying out its affairs in accordance with the objects of the Association;
- (n) shall not conduct the operations or affairs of the Association for the direct or indirect pecuniary gain of any Members of the Association in accordance with the requirements of Section 40 of the Act as defined in Section 5 of the Act;
- (o) shall not determine any matter or effect any business of the Association in a manner influenced or affected directly or indirectly by a conflict of interest as prohibited by the Act and shall disclose all relevant conflicts of interest as required by the Act;
- (p) shall not dishonestly utilize position or information for the purpose of obtaining any gain or financial advantage for themselves or any other person;
- (q) shall not consciously engage in or support in any way any fraudulent activity whatsoever.

## **15 CONSTITUTION AND MEMBERSHIP**

15.1 Subject to the case of the first members of the Committee as determined by the Act, the Committee shall comprise:

- (a) the seven Office Bearers of the Association; and
- (b) eight Ordinary Committee Members;

each of whom shall be elected at the annual general meeting of the Association in accordance with **this** Constitution and collectively referenced as Committee members.

15.2 The Office Bearers of the Association shall be:

- (a) the President;
- (b) two Vice Presidents;
- (c) the Treasurer;
- (d) two Secretaries
- (e) one of the Secretaries shall be appointed as the Public Officer; and
- (f) the Editor.

15.3 Each Committee member shall, subject to these Clauses, hold office until the conclusion of the annual general meeting following the date of the member's election.

15.4 Any Committee member is eligible for re-election.

- 15.5 A person seeking to nominate for the position of President shall have served at least one term as a Committee member.
- 15.6 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may at its discretion appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Clauses, until the conclusion of the annual general meeting next following the date of the appointment.

**16 ELECTION OF COMMITTEE MEMBERS**

16.1 Nominations of candidates for election as Office Bearers of the Association or as Ordinary Committee Members:

- (a) shall be made in writing, signed by two members of the Association entitled to vote at a general meeting and accompanied by the written consent of the candidate, entitled to vote at a general meeting (in conformance with Appendix 3); and
- (b) shall be delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

16.2 At the expiration of the time for receiving nominations the Secretary shall open the nominations in the presence of two office bearers and prepare a list containing names of all persons nominated for the respective positions and all persons eligible for election.

16.3 If the number of nominations received is equal to or less than the number of vacancies to be filled such nominees shall be deemed to be elected to the respective positions. The remaining vacancies shall be deemed to be casual vacancies.

16.4 If the number of nominations received before the close of nominations is more than the vacancies to be filled at the election, the election shall be conducted in accordance with either Clause 16.4 (a) or Clause 16.4 (b) to be determined entirely at the discretion of the Secretary;

- (a) Within 5 days after the close of nominations, the Secretary shall send to each member:
  - A. a ballot paper including a statement of the number of positions to be filled at the elections;
  - B. the names of the already nominated candidates in alphabetical order in respect of each position;
  - C. Two (2) envelopes consisting of:
    - i. an outer envelope marked “voting paper” and addressed to the Secretary, and
    - ii. an inner envelope incorporating on its outside a detachable leaf of paper with the provision for the voter to write the voter’s name and address and signature, which shall be in or to the effect of the following form:

Name: \_\_\_\_\_  
(in block letters)

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

- D. A member wishing to vote shall:
  - i. mark the voting paper by marking a cross opposite the names of the preferred candidates seeking to be elected to the respective positions;
  - ii. place the voting paper inside and seal the inner envelope;
  - iii. legibly write their name, address and sign their name on the leaf of paper attached to the outside of the inner envelope;
  - iv. place the inner envelope with the leaf of paper attached without any other matter in the outer envelope;
  - v. seal the envelope; and
  - vi. send the envelope to the Secretary.
- E. All formal voting papers received no later than 48 hours prior to the general meeting shall be counted in the presence and under the supervision of a panel of three Returning Officers (comprising the Members of the Board of Trustees except for the President of the Association and a third Member of the Association to be appointed by the Secretary) at the Annual General Meeting.
- F. After the ballot is closed the Secretary and the Returning Officers shall:
  - i. take steps to satisfy themselves regarding the integrity of the ballot;
  - ii. eliminate any invalid or informal votes; and
  - iii. count the ballot at the Annual General Meeting.
- G. A voting paper shall be declared informal if it:
  - i. does indicate a vote for more than the exact number of candidates to be elected to the respective positions;
  - ii. is contained in an inner envelope which is not completed; or
  - iii. is ambiguous or otherwise not in accordance with these articles.
- H. If there is a doubt regarding the operation of Clause 16.4(a) G in relation to the voting papers, the matter shall be referred to the Returning Officers for a determination and that determination shall be final.
- I. If two or more candidates have the same number of votes the Trustees, in the presence of the other candidates, shall exercise Casting Votes (i.e. an additional vote by each of the Trustees) to determine the successful candidate.
- J. the voting papers shall be held by the secretary for 2 months after the election is declared and then destroyed.
- K. the non-receipt of a voting paper by any member shall not invalidate the ballot;

OR

- (b) the Board of Trustees of the Association (except for the President of the Association) and a third person appointed from amongst the Membership of the Association by the Secretary shall together comprise a panel of Returning Officers and shall conduct a secret ballot for election of Committee Members at the Annual General Meeting itself. Returning Officers shall conduct the secret ballot and determine the result of the election in a reasonable, equitable, impartial and accountable manner and are entitled to reimbursement by the Association for any costs incurred in the discharge of their duties.
- 16.5 A nomination of a candidate for election under this Clause is not valid if that candidate has been validly nominated (with their consent) for election to another office at the same election.

## **17 SECRETARY**

- 17.1 The Secretary of the Association shall, as soon as practicable after being appointed, lodge notice with the Association of their relevant contact details.
- 17.2 It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office bearers and members of the Committee;
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
  - (c) all proceedings at Committee meetings and general meetings.
- 17.3 Minutes of proceedings at a meeting shall be co-signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **18 TREASURER**

- 18.1 It is the duty of the treasurer of the Association to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
  - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association;
  - (c) the petty cash in their hands shall not exceed \$500 at any given time;
  - (d) the disposal of funds shall only be done in accordance with decisions of the Committee subject to the Constitution of the Association and such decisions shall be recorded in the minutes of the proceedings of such meetings;
  - (e) all payments in excess of \$500 shall be transacted by either electronic means or cheque duly endorsed "Not Negotiable";
  - (f) financial statements will be presented as and when required by the Committee and at the end of the year the audited statement of accounts and the balance sheet will be submitted for prior circulation before it is presented for adoption at the Annual General Meeting; and

- (g) an Asset Register is maintained in order to record all items of capital expenditure which shall be depreciated annually and shown as assets of the Association.

## **19 EDITOR**

- 19.1 The Editor may, with the concurrence of the Committee, exercise the powers vested in the Committee by Clause 14.1(d).
- 19.2 The Editor shall with the concurrence of the Committee be responsible for oversight of the publications of the Association.

## **20 CASUAL VACANCIES**

- 20.1 For the purpose of these Clauses, a casual vacancy in the office of a member of the Committee occurs if the member:
  - (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
  - (d) resigns office by notice in writing given to the Secretary;
  - (e) is removed from office under Clause 21.
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (g) is absent without the consent of the Committee from all meetings of the Committee held during the period of 6 months; and
  - (h) in circumstances described in Clause 16.3.

## **21 REMOVAL OF A COMMITTEE MEMBER**

- 21.1 The Association in a general meeting may by resolution remove any Committee member from the office of the member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 21.2 Where a member of the Committee to whom a proposed resolution referred to in Clause 21.1 relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolutions is considered.

## **22 MEETINGS AND QUORUM**

- 22.1 The Committee shall convene at least four times in each Financial Year in such a manner as the Committee may determine.
- 22.2 Meetings of the Committee may be only be convened by the President or the Secretary of the Association or in the absence of either the President or the Secretary with the concurrence of all other Members of the Committee.

- 22.3 Oral or written notice of a meeting of the Committee shall be provided by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- 22.4 Notice of a meeting given under Clause 22.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to be urgent business.
- 22.5 The quorum of the Committee shall be one-third of the members of the Committee or not less than five members of the Committee, whichever is greater.
- 22.6 No business shall be transacted by the Committee 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- 22.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 22.8 At a meeting of the Committee:
- (a) the President, or in the President's absence, the Vice-Presidents; and in their absence the Secretary shall preside; or
  - (b) if the President and the Vice-Presidents and Secretary are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.
  - (c) in the absence of the Secretary, the Public Officer or any other Committee Member delegated by a majority of the Committee Members present will record the Minutes of the Meeting.

## **23 DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- 23.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit and chaired by a Member of the Committee), the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 23.2 A function of the exercise of which has been delegated to a sub-committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation for the duration of the term of the Committee that has appointed / renewed the subcommittee only and does not continue into subsequent terms in the absence of the express renewal of the term of the sub-committee by the Committee at a duly convened a Committee Meeting.
- 23.3 A delegation under this Clause may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.



- 23.4 Notwithstanding any delegation under this Clause, the Committee may continue to exercise any function delegated.
- 23.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- 23.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation at any time under this Clause.
- 23.7 A sub-committee may meet and adjourn as it thinks proper.

## **24 VOTING AND DECISIONS**

- 24.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- 24.2 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.3 The Committee may act notwithstanding any vacancy on the Committee.
- 24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **PART IV – GENERAL MEETING**

### **25 ANNUAL GENERAL MEETING – HOLDING OF**

- 25.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within 45 days following the expiration of each financial year of the Association on 30 September, convene an annual general meeting of its members.
- 25.2 The Association shall hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 2 months after the expiration of the first financial year of the Association.
- 25.3 Clause 25.2 has effect subject to any extension or permission granted by the Director General under the Act.

### **26 ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT**

- 26.1 The Annual General Meeting of the Association shall, subject to the Act and to Clause 25, convene on such date and at such place and time as the Committee thinks fit.
- 26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
  - (c) to hear any general business arising at the meeting as determined by the Chair of the Meeting;
  - (d) to elect office bearers of the Association and ordinary members of the Committee;
  - (e) to elect an honorary auditor; and
  - (f) to receive and consider the statement which is required to be submitted to members pursuant to the Act.

26.3 An Annual General Meeting shall be specified as such in the notice convening it.

26.4 Before the conclusion of the Annual General Meeting the outgoing office bearers shall handover to the succeeding office bearers all books, registers, documents, keys, and access codes (either tangible or intangible) and such other items maintained by the Association in the ordinary course of business.

### **27 SPECIAL GENERAL MEETING – CALLING OF**

- 27.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 27.2 The Committee shall, on the requisition in writing of not less than 15 financial members, convene a special general meeting of the Association.

- 27.3 A requisition of members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.4 If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that same date.
- 27.5 A special general meeting convened by a member or members as referred to in Clause 27.4 shall be convened as nearly as practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs reasonable expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

## **28 NOTICE**

- 28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, notify - either by prepaid post (either separately or as part of a publication of the newsletter "Thorathuru") or by email and by a Notice appearing on the web site of the Association - each Member of the Association as recorded in the register of Members of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting
- 28.2 Where the nature of the business proposed to be dealt with at the general meeting requires a special resolution of the Association, the Secretary shall, at least 28 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause 28.1 specifying in addition to the matter required under Clause 28.1, the intention to propose the resolution as a special resolution.
- 28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted pursuant to Clause 26.2.
- 28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29 PROCEDURE**

- 29.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Clauses to vote is present during the time the meeting is considering that item.
- 29.2 Fifty (50) members present in person (being members entitled under these Clauses to vote at a general meeting) or not less than one-third of such members as are entitled to vote at a general meeting - whichever is the lesser - shall constitute a quorum for the transaction of the business of a general meeting.

- 29.3 If within 45 minutes of the appointed time for the commencement of the general meeting a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved and in any other case shall stand adjourned to the same day and time in the fortnight succeeding or such other date, time and venue nominated by the presiding officer, but no later than four weeks from the date of such meeting.
- 29.4 If at the adjourned meeting a quorum is not present within 45 minutes after the time appointed for the commencement of the meeting, the members present, being not less than 30, shall constitute a quorum.

### **30 PRESIDING MEMBER**

- 30.1 The President, or in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.
- 30.2 Notwithstanding the previous Clause, the members present at the General Meeting may at their discretion select any one of those Members present (by way of a poll determined by show of hands) to preside as chairperson at the meeting.
- 30.3 Subject to these Clauses, the chairperson's ruling on all matters relating to the order of business and the procedure and conduct of a general meeting is final.

### **31 ADJOURNMENT**

- 31.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 Where a general meeting is adjourned for 28 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting, or by the publication in the newsletter distributed at least two weeks before the meeting is to be held.
- 31.3 Except as provided in Clause 31.1 and Clause 31.2 hereof, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32 MAKING OF DECISIONS**

- 32.1 A question arising at a general meeting other than the election of Committee members and Auditor, and the vote on a special resolution, shall be determined by a show of hands of the members present. A declaration by the chairperson that a resolution has on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 32.2 A poll shall be taken in accordance with the Constitution to determine the following business arising at a general meeting;
- (a) the election of Office bearers and Ordinary members of the Association;
  - (b) the election of any Trustees;
  - (c) the election of the Auditor; and
  - (d) a vote on a special resolution.

### **33 SPECIAL RESOLUTION**

- 33.1 A resolution of the Association is a special resolution if:
- (a) it is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under the Clauses so to do, voting in accordance with the requirements of this Constitution at a general meeting of which not less than 28 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Clauses.
  - (b) Where it is made to appear to the Director General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in the manner specified by the Director General.

### **34 VOTING**

- 34.1 Upon any question arising at a general meeting of the Association each member has one vote only.
- 34.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.3 A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid for the current financial year. No person referred in Clause 10 hereof who has not paid a membership fee as provided in Clause 10 shall have a vote.
- 34.4 A person who is under the age of 18 years is not entitled to vote.
- 34.5 Postal Ballots may be held where:
- (a) in accordance with Clause 16; and
  - (b) any such postal ballot is conducted in accordance with the Act and any relevant Regulations.

### **35 RETURNING OFFICERS**

- 35.1 After expiration of the time for receiving nominations for elections to the Committee and Auditor, and if the number of nominations received exceed the number of vacancies to be filled, the committee shall appoint three suitable persons as Returning Officers to conduct the ballot.
- 35.2 The Returning Officers shall be appointed consistent with Clause 16.4(a) E.
- 35.3 The Returning Officers shall be responsible for the proper and fair conduct of the ballot and for such purpose shall have access to all records and other documentation relevant to the conduct of the ballot, in the possession of the Committee.
- 35.4 After the ballot is closed the Returning Officers shall supervise the count of such votes at the Annual General Meeting and subject to these Clauses, determine the candidates who receive the highest number of votes in respect of each position. The candidates so determined as receiving the highest number of votes, shall be declared elected to the respective positions by the chairperson.

## **PART V – MISCELLANEOUS**

### **36 INSURANCE**

- 36.1 The Association shall effect and maintain insurance in accordance with the Act.
- 36.2 In addition to the insurance required under Clause 36.1 hereof, the Association may effect and maintain other insurance.

### **37 FUNDS – SOURCE**

- 37.1 The funds of the Association shall be derived from annual or other subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 37.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account and is to be regarded as the property of the Association and not held on trust for any other party except in the event of a unanimous resolution by the Committee to designate such funds as being held on trust
- 37.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt except for money received on ticketed Events - as the ticket itself may be considered as a receipt, unless the buyer of the ticket requests an official receipt.

### **38 FUNDS MANAGEMENT**

- 38.1 Subject to any resolution passed by the Association in general meeting and to any other relevant provisions of this Constitution, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and either of two members of the Committee being members authorised to do so by the Committee.
- 38.3 If the Treasurer is unavailable, incapable or unwilling to exercise the powers conferred by Clause 38.2, the Committee by an emergency meeting of the said committee may appoint another committee member to exercise the powers of the Treasurer.

### **39 ALTERATIONS OF OBJECTS AND CLAUSES**

- 39.1 These Clauses of Association may be altered, rescinded or added to only by a Special Resolution of the Association.

### **40 INSIGNIA**

- 40.1 The insignia of the Association shall be in the shape of a shield as indicated in Appendix 2, shall have a lion with a sword as in the national flag of Sri Lanka and a Waratah flower below with the words "THE SRI LANKA ASSOCIATION OF NEW SOUTH WALES INC" on the top and the year 1973 on the bottom.

### **41 CUSTODY OF BOOKS**

- 41.1 Except as otherwise provided by these Clauses, the Public Officer shall keep in their custody or under their control all records, books and other documents relating to the Association (including a copy of the financial records, books of accounts and the Asset Register maintained by the Treasurer and copies of any other relevant documents maintained by any other Committee Member).

## **42 INSPECTION OF BOOKS**

- 42.1 The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

## **43 SERVICE OF NOTICES**

- 43.1 For the purpose of these Clauses, a notice hereof, may be served by or on behalf of the Association upon any member either personally or by sending it by either or both pre-paid post or electronic mail to the member at the member's address (either physical or electronic) shown in the register of members.

- 43.2 In the event that a document is sent to a person by properly addressing, pre-paying and posting to a person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Clauses to have been delivered in the ordinary course of the post.

## **44 BOARD OF TRUSTEES**

- 44.1 At the Annual General Meeting, the Membership of the Association shall appoint an auditor.

- 44.2 In addition to the Committee elected at the Annual General Meeting, the Association shall appoint a Board of Trustees whose functions shall be:

(a) to sign all documentation necessary for purchase, lease, sale, exchange, hire or otherwise to acquire or dispose of any right, title and interest in any real property for and on behalf of the Association as determined by the Association; and

(b) in the event of the winding up of the Association or the cancellation of incorporation of the Association, to dispose of the assets in terms of the Act.

- 44.3 The Board of Trustees shall consist of :

(a) the President of the Association elected for the year; and

(b) two members elected at an annual general meeting.

- 44.4 All documentation under this Clause hereof shall be signed by all members of the Board of Trustees.

## **45 SURPLUS PROPERTY**

- 45.1 In a winding up of the Association, the surplus property of the Association is to be distributed in accordance with a special resolution of the Association.

- 45.2 Any distribution of surplus property:

(a) must be approved by the Director General;

(b) is not to be made to a member or former member of the Association, or to any person to be held in trust for any member or former member of the Association, unless the member or former member is an Association (whether incorporated or unincorporated) that, at the time of the distribution, has Clauses preventing the distribution of property to its members; and

(c) is subject to any trust affecting that property or any part of it.

45.3 Surplus property or any part of it that consist of property supplied by a government department or public authority, including any unexpected portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

**46 COMPLIANCE WITH CHARITABLE FUNDRAISING ACT 1991 No 69**

46.1 In the event the Director General cancels the incorporation of the Association the surplus property of the Association shall be distributed in terms of the Charitable Fundraising Act 1991 No 69.

**47 FINANCIAL YEAR**

47.1 The Financial Year of the Association is:

47.2 the period of time commencing on the date of registration of this constitution and ending on 30 September within the year following the date on which the Constitution is registered;

47.3 each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 October and ending on 30 September the following calendar year ; and

47.4 for the purposes of transition from the financial year of the Association specified in the previous Constitution, the governing Committee of the Association may specify any reasonable transitional measures for accounting in accordance with the law and any relevant accounting standards applicable in Australia.



# APPENDIX 1

## Clause 5 (a)

### Application for membership

#### SRI LANKA ASSOCIATION OF NEW SOUTH WALES INC.

(Name of applicant) \_\_\_\_\_

of \_\_\_\_\_  
(Address)

Tel. \_\_\_\_\_ E mail \_\_\_\_\_

hereby apply to become a \_\_\_\_\_  
(Category of membership)

of the above named association.

In the event of my admission as a member, I \_\_\_\_\_

agree to be bound by the Clauses of the Association for the time being in force.

I, \_\_\_\_\_, member of the Association, Nominate the applicant, who is personally known to me, for membership of the Association.

\_\_\_\_\_  
Signature of the proposer

\_\_\_\_\_  
Date

The following information to be provided by those applying for Family Membership or Student Family Membership:

1. Name of Spouse: \_\_\_\_\_

I have enclosed a cheque/cash in the sum of \$\_\_\_\_\_ being membership fee.

(Please draw the cheque in favour of the Sri Lanka Association of NSW Inc., GPO Box 3120, SYDNEY NSW 2001).

Membership fees: Single \$10.00; Family (couple) \$20.00; Student \$7.50;  
Student Family \$10.00; Life (individual or per couple) \$150.00

## APPENDIX 2

INSIGNIA OF THE SRI LANKA ASSOCIATION OF NSW, INC.

(CLAUSE 40)



**APPENDIX 3**

Clause 16.1 (a)

**Application for Committee Membership of the  
Sri Lanka Association of NSW Inc.**

GPO Box 3120, Sydney NSW 2001

Applicant	<p>I .....</p> <p>of address.....</p> <p>Email.....</p> <p>Phone.....</p> <p>I hereby declare that I am a current member of The Sri Lanka Association of NSW and apply to become an Ordinary Committee Member OR Office Bearer (namely this office .....) of the above association. In the event of my admission, I agree to be bound by the Constitution of the Association for the time being in force.</p> <p>Signature of the applicant:.....</p>
----- Proposed by	<p>Date applied:.....</p> <p>I .....a member of the association, nominate the applicant, who is personally known to me, for the position noted above (either an Ordinary Committee Member OR an Office Bearer).</p> <p>Signature of the person proposing:.....</p>
----- Seconded By	<p>Date:.....</p> <p>I ..... a member of the association, second the above proposal. The applicant, is personally known to me.</p> <p>Signature of the person seconding:.....</p>
----- Office use only	<p>Date:.....</p> <p>Date and time of receipt:.....</p> <p>Signature of the Secretary:.....</p>