



Goan Overseas Association NSW Incorporated

**CONSTITUTION OF THE
GOAN OVERSEAS ASSOCIATION NSW INCORPORATED
Incorporation No. INC9881975**

**As amended 24 March 2019
Effective date: 8 May 2019**

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1. Name

The name of the Association is:
GOAN OVERSEAS ASSOCIATION NSW INCORPORATED

2. Registered Address

The registered address of the Association will be determined at any time by reference to the annual lodgement of Association's return with the Department of Fair Trading.

3. Incorporation

The Association is incorporated under the *Associations Incorporation Act 1981* (NSW), and is currently administered under the '*Associations Incorporation Act 2009* (NSW)' and '*Associations Incorporation Regulation 2010*'.

4. Definitions

In these Rules, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 2009* (NSW).

"Annual General Meeting" or "AGM" means the annual general meeting of the Association held in accordance with clause 44.

"Association" means the Goan Overseas Association NSW Incorporated.

"Board of Trustees" means the Board of Trustees of the Association

"Committee" means the Executive Committee of the Association.

"Committee member" means a member of the Executive Committee of the Association

"Constitution" means this constitution of the Association.

"Executive member" means an office bearer of the Executive Committee of the Association.

"Extraordinary General Meeting" means a general meeting of the members.

"Financial year" means 12 months commencing on 1 January each year and ending on 31 December the following year.

Transitional provision: the 2017/2018 Financial Year begins on 1 July 2017 and concludes on 31 December 2018.

"G.O.A" means the Goan Overseas Association NSW Incorporated.

"General Meeting" means a general meeting of members.

"Member" means a member of the Association.

"Ordinary Committee Member" means a member of the Executive Committee who is not an office-bearer of the Executive Committee of the Association.

"Objects" means the object/s of the Association prescribed under section 8.

"Secretary" means the secretary of the Executive Committee of the Association.

"The Regulations" means the *Associations Incorporation Regulation 2010*.

"Trustee" means a member of the Board of Trustees of the Association

5. Interpretation

5.1 Where there is a reference to the "giving of notice" notice must be given in writing to a person and delivered by hand, post or courier to the address of the person as it appears in the register of members, or email as the person's address appears in the register of members with the provision of the Member's consent to receive notice by email.

For the purpose of this Constitution, notice is taken unless the contrary is proved, to have been given:

- a) In the case of notice given personally, on the date on which it received by the addressee;
- b) In the case of notice sent by post or courier, on the date it would have been delivered in the ordinary course of a post or courier service; and
- c) In the case of email, on the day and time that the email left the sender's outbox.

5.2 A reference to any one gender includes a reference to the opposite gender as well.

5.3 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution or the Objects of the Association.

5.4 A reference to a function includes a reference to a power, authority or duty.

5.5 A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

6. Colours

The colours of the Association are Green and Gold.

7. Mission Statement

- 7.1 The mission statement of the Association is to:
“Engender the Goan Spirit, share our love of Goa and all things Goan, and endeavour to help those in need, financially, or socially within our community or in Goa.”
- 7.2 The mission statement must be consistent with the Objects of the Association.
- 7.3 The Association acknowledges that the Aboriginal and Torres Strait Islanders are Australia’s first peoples and are the traditional owners and custodians of the land on which the Association operates.

8. Objects of the Association

The objects of the Association are to:

- a) engender a friendly spirit of understanding and co-operation between the Association, its members and the people of Australia.
- b) promote and encourage social, educational, cultural and sporting activities amongst the members of the Association.
- c) assist members or charities either financially, materially or otherwise at the discretion of the Committee, and subject to this Constitution.
- d) develop and maintain relationships with other associations or organisations whose objects are similar to those of the Association.
- e) advance the interests of the Goan Community.
- f) advocate for the needs and interests of Members who have recently migrated to Australia.
- g) promote and preserve Goan culture, tradition, folklore and folk music.
- h) provide hospitality and membership privileges to visiting members of other Goan associations.
- i) Promote and engender the participation of Goan youth in the life, culture and administration of the Association.

9. Membership

- 9.1 A person is eligible to be a member of the Association if:
- a) The person is a natural person; and

- b) The person has been nominated and approved for membership of the Association in accordance with clauses 11.1 and 11.2.

9.2 A person's ethnicity is not relevant to their eligibility or approval for membership.

10. Categories of Membership

10.1 The membership of the Association shall consist of the following categories:

- a) **Ordinary Single Members**, an individual person who is entitled to vote at general meetings and, subject to clauses 27.4 and 27.5, be elected to the Committee;
- b) **Ordinary Family Members**, which subject to the submission of a family membership application and payment of the family membership fee, includes:
 - i) The spouse of an Ordinary Single Member; and
 - ii) The single children of the Ordinary Single member under the age of 25.

Each individual Ordinary Family Member over the age of 18 is entitled to one vote each at general meetings and, subject to clauses 27.4 and 27.5, be elected to the Committee.

- c) **Life Membership**: Any person who has been a member of the Association for not less than 5 years and who has rendered outstanding service to the Association may be considered for Life Membership.
 - i) Nominations for Life Membership must be made in writing to the Committee;
 - ii) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Committee must be carried by a simple majority; and

A Life member has all the entitlements of an Ordinary Single Member, but is exempt from paying the annual membership fee.

- d) **Honorary Members**: Any person who, in the opinion of the Executive Committee:
 - i) Is of significant standing in the community; and
 - ii) May materially advance, promote, or serve the interests of the Association; may
 - iii) By resolution of the Committee, be appointed an Honorary Member and shall continue to be so enrolled until membership is terminated by the Committee.

As soon as practicable after the Committee nominates a person as an Honorary Member, the person must be informed of their nomination in writing. The person must accept or refuse their nomination.

Honorary members shall be exempt from paying membership fees but are not permitted to vote at general meetings or stand for election to the Committee.

- 10.2 New categories of Membership may be established by the Committee. Any new category of membership established by the Committee cannot be granted voting rights without the approval of the Association at a General Meeting.

11. Application for Membership

- 11.1 An application for membership must be:

- a) made in the prescribed form (Appendix A) and be submitted to the Secretary;
- b) proposed and seconded by a current Member of at least two consecutive years standing; and
- c) submitted with payment of the relevant annual membership fee.

- 11.2 As soon as practicable after receiving an application for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or reject the application. The Committee may take into account any relevant matter, including the interests and reputation of the Association, in determining the application.

- 11.3 As soon as practicable after the Committee determines the application the Secretary must:

- a) notify the applicant, in writing, that the Committee approved or refused the application (whichever is applicable); and
- b) if the application is successful, as soon as practicable, cause the applicant's name to be entered into the Association's register of members.

- 11.4 If an applicant's application for membership is refused by the Committee, then the Secretary must refund the membership fee paid by the applicant under clause 11.1(c).

- 11.5 The Committee is not bound to provide reasons for the determination of any membership application.

12. Register of Members

- 12.1 The Association must establish and maintain a register of Members specifying the name and postal address of each person who is a Member together with the date on which the person became a Member.

- 12.2 The register of Members may, at the discretion of the Committee be made available for inspection, free of charge, to any Member at any reasonable hour.
- 12.3 A Member may, at the discretion of the Committee obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.
- 12.4 If a Member requests that any information contained on the register about the Member (other than the member's name) not be available for inspection, that information must not be available for inspection.
- 12.5 A Member must not use information about a 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 or a notice in respect of a meeting or event relating to the Association or other material relating to the Association; or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation

13. Fees and Subscriptions

- 13.1 A person must, on making an application to join the Association, pay to the Association the relevant annual membership fee.
- 13.2 A Member must, subject to their category of membership, pay to the Association an annual membership fee on or before 31 December each year.
- 13.3 The Committee, on the recommendation of the Treasurer must determine the amount of the annual membership fee each year.
- 13.4 A Member who has failed to pay the annual membership fee on or before 31 December in a given year will not be permitted to vote at general meetings or hold membership of the Committee until the annual membership fee is paid.
- 13.5 The annual membership fees are subject to the following exemptions and/or limitations:
 - a) Any existing Member who reaches the age of seventy-five years will be exempt from paying the annual membership fee for themselves and will continue to maintain their existing category of membership provided they have been financial members for at least 3 continuous years immediately prior to turning seventy-five.
 - b) Existing members who reach the age of seventy-five years but have not been members for at least 3 continuous years immediately prior to turning seventy five will be eligible for the exemption from paying the annual membership upon completion of three continuous years of membership

- c) New members over the age of seventy-five years are eligible for the exemption of paying the annual membership fee after three continuous years of paid membership
- d) Any person who has migrated to Australia will not be required to pay the annual membership fee for their first year of membership if the person joins the Association within two years of the date of their migration.
- e) The Committee may, at its discretion, waive a Member's annual membership fee if the Member is suffering financial hardship. If the Committee makes a decision in accordance with this provision, it must record its decision in writing.
- f) If a Member joins the Association in the second half of the financial year (July – December), the full annual membership fee is payable and the membership is valid till the end of the next financial year.
- g) If a Member joins the Association in the first half (January – June) of the financial year, the full annual membership fee is payable and the membership is valid till the end (31st December) of the current financial year.
- h) The Committee may offer discounts on the annual membership fee where the annual membership fee is paid more than two years in advance. The quantum of the discount is to be determined by the Committee.

14. Members' liabilities

The liability of a Member 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 membership of the Association as required by clause 13.

15. Effect of membership

A Member is deemed to acknowledge and agree that they will comply with and observe this Constitution and any determination, resolution, or policy which may be made by the Association or its Committee.

A member of the Association, when carrying out duties for the Association is obligated to disclose in writing to the secretary any conflict of interest where the said member is presented with a dilemma in deciding in their own best interests and a decision in the best interests of the Association.

16. Cessation of membership

16.1 A person ceases to be a Member if the person:

- a) Dies;

- b) Resigns their membership;
- c) Is expelled from the Association;
- d) Fails to pay the annual membership fee under clause 13.2 within 90 days of the fee falling due; or
- e) Where the person is a Family Member and no longer meets the criteria for Family Membership and has not been granted Membership of the Association in some other category within 1 year of their ceasing to be a Family Member.

16.2 A Member who ceases to be a Member, for whatever reason, shall forfeit all rights, entitlements, powers and authorities that they held in connection with their membership. Any Association documents, records, or other property in the possession or control of that Member are to be returned immediately.

17. Resignation of a Member

- 17.1 Any Member may resign from membership of the Association by giving two weeks written notice to the Secretary. The Member's resignation will have effect two weeks from the date the Secretary receives written notice of the Member's resignation.
- 17.2 Any Member who resigns or is expelled from membership shall not be entitled to a refund of their subscription.
- 17.3 If a Member ceases to be a member of the Association under clause 16.1, the Secretary must make an entry in the Register of Members recording the date on which the Member resigned their membership.

18. Death of spouse who is a party to a Family Membership

- 18.1 In the event of the death of a spouse who is a party to a Family Membership, and if there are no children who are parties to the Family Membership, the surviving partner will be transferred to a Single Ordinary Membership.
- 18.2 In the event of the death of a spouse who is a party to a Family Membership, and where there are six or more months of the membership remaining, a refund of the difference between single and family membership is payable to the surviving spouse.

19. Disputes between Members

A dispute between a Member and another Member (in their capacity as Members), or a dispute between a Member or Members and the Association may be resolved by:

- a) Convening a mediation between the relevant Members who are to nominate the President, Vice President, or a Trustee to preside as a mediator; or

- b) Referral to a community justice centre for mediation under the *Community Justice Centres Act 1983* (NSW).

20. Discipline of Members

20.1 A complaint may be made to the Committee by any person that a Member has

- a) refused or neglected to comply with a provision or provisions of this Constitution;
- b) wilfully or recklessly acted in a manner prejudicial to the interests of the Association; or
- c) brought the Association into disrepute.

20.2 The Committee may refuse to consider a complaint if it considers the complaint to be trivial or vexatious in nature.

20.3 If the Committee decides to consider the complaint the Committee must:

- a) within 21 days of receiving the complaint, cause written notice of the complaint to be served on the Member concerned;
- b) give the Member at least 21 days from the time a notice is served within which to make submissions to the Committee in connection with the notice;
- c) take into consideration any submissions made by the Member in connection with the complaint; and
- d) make a determination about the complaint as soon as reasonably practicable.

20.4 In the course of considering a complaint the Committee:

- a) May seek evidence about the complaint from any witnesses to the complaint or events that occurred in connection with the complaint;
- b) Must provide copies of any evidence it collects for its consideration to the parties to the complaint and afford them a reasonable opportunity to make submissions about that evidence; and
- c) Must take all reasonable steps to protect the confidentiality of the complaint and the parties to the complaint.

20.5 The Committee may by resolution dismiss the complaint if, after considering the complaint and any submissions made in connection with the complaint, that the facts alleged in the complaint have not been established to the reasonable satisfaction of the Committee. The Committee must, within 7 days of dismissing a complaint, provide written notice of the dismissal to the parties.

20.6 The Committee may, by resolution:

- a) expel the Member from the Association and prohibit the Member from applying to be readmitted to the Association for a specified period of time;
- b) suspend the Member from membership of the Association for a specified period of time;
- c) prohibit or suspend the Member from participating in activities of the Association or from holding a position in the Association; or
- d) reprimand the Member

if, after considering the complaint and any submissions made in connection with the complaint, the Committee considers that the facts alleged in the complaint have been established to the reasonable satisfaction of the Committee and the disciplinary action to be undertaken is warranted in all the circumstances.

20.7 If the Committee resolves to discipline a Member under clause 20.6 the Secretary must, within 7 days of a such resolution being made, cause written notice of the resolution to be given to the Member, along with the reasons given by the Committee for having taken that action and the Member's right of appeal under clause 24.

20.8 An expulsion or suspension does not take effect:

- a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- b) If within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 20.6, whichever is later.

21. Disclosure of interest in the handling of a complaint by the Committee

Section 31 of the Act applies to the receipt, consideration and determination of a complaint by the Committee.

22. Procedure when a Committee member is the subject of a complaint

22.1 If the person about whom a complaint is made under clause 20.1 is a Committee member, the Committee must:

- a) not take any part in the consideration or determination of the complaint; and
- b) as soon as practicable, refer the complaint to the Board of Trustees.

22.2 When the Board of Trustees receives a complaint referred to it under section 20(1), the Board of Trustees is bound and empowered to consider the complaint in the same manner as the Committee under clause 20.

- 22.3 The Board of Trustees may, if it has a reasonable basis for so doing, pass a resolution empowering it to conduct an investigation into the conduct of a Committee member in the same manner as the Committee may consider a complaint under section 20.

23. Disclosure of interest in the handling of a complaint by the Board of Trustees

23.1 If

- a) a Trustee has a direct or indirect interest in the consideration of a complaint to be considered or about to be considered by the Board of Trustees; and
- b) the interest appears to raise a conflict with the proper performance of the Trustee's duties in relation to the consideration of the complaint,

The Board of Trustees Member must, as soon as possible after the relevant facts have come to the Board of Trustees' member's knowledge, disclose the nature of the interest at a Board of Trustees' meeting.

- 23.2 After a Trustee has disclosed the nature of an interest in respect of the consideration of a complaint, the Trustee must not, unless the Board of Trustees otherwise determines:

- a) Be present during any deliberation of the Board of Trustees with respect to the complaint; or
- b) Take part in any decision of the Board of Trustees with respect to the complaint.

24. Right of appeal of a disciplined Member

- 24.1 A Member may appeal to the Association in a General Meeting against a resolution of the Committee or the Board of Trustees made under clause 20.6 within 7 days after the notice of the resolution is served on the Member by lodging with the Secretary a written notice to that effect.

- 24.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

- 24.3 On receipt of a notice from a Member under clause 24.1, the Secretary must notify the Committee which is to convene a general meeting of the Association within 28 days after the date on which the Secretary received the notice.

- 24.4 At a general meeting of the Association convened under clause 24.3:

- a) No business other than the question of the appeal is to be considered; and
- b) The Committee and the member must be given a reasonable opportunity to state their respective cases orally or in writing, or both; and
- c) The Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

24.5 The appeal is to be determined by a simple majority of votes cast by the Members.

25. Re-Admission of Members

25.1 Any Member who resigned from their membership of the Association or whose membership has lapsed due to non-payment of the annual membership fee and who later seeks re-admission to the Association as a Member may be readmitted at the discretion of the Executive Committee and on payment of the joining fee and annual membership fee. The Committee may waive the joining fee at its discretion.

25.2 Any expelled Member who seeks readmission to the Association as a Member must do so in writing to the Committee.

25.3 If the Committee receives an application for readmission from an expelled Member, it must refer the application to the next Annual General Meeting to be determined by a simple majority of votes cast by the Members of the Association.

25.4 An expelled Member who is readmitted to the Association must pay a joining fee and annual membership fee upon their readmission.

26. Powers of the Committee

Subject to the Act (and in particular, sections 30A and 30B of the Act), the Regulation, and this Constitution and to any resolution passed by the Association in a General Meeting, the Committee:

- a) Is to 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 this Constitution to be exercised by a general meeting 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; and

27. Composition and membership of the Committee

27.1 The Committee shall consist of:

- a) The office-bearers of the Association, which are:
 - The President
 - The Vice President
 - The Secretary/Public officer
 - The Treasurer
 - The Social Secretary
 - The Sports Secretary

- b) Two ordinary committee members; and
- c) The Youth Leader of the G.O.A NSW Youth Committee

27.2 The minimum number of Committee members is to be 7.

27.3 Each Member of the Committee is, subject to this Constitution, to hold office until the conclusion of the second Annual General Meeting following the date of the member's election, but is eligible for re-election.

27.4 The maximum number of consecutive terms of office that an office-bearer or committee member of the Association may serve is 5.

Transitional Provision: For the purpose of determining a Member's eligibility to serve as an office-bearer or committee member of the Association under clause 27.4, any time that member has served as an office-bearer of the committee prior to 17 September 2017 is not relevant.

27.5 A Member is eligible to stand for election to the Committee (except for the position of President or Vice President) if the Member:

- a) Is over 18;
- b) has been a Member for at least 1 year immediately preceding their nomination;
- c) holds a category of membership that entitles them to stand for election;
- d) unless an exemption applies, has paid their annual membership fee; and
- e) Is not, at the time of their election or for the duration of their term in office, a member of the Board of Trustees.

27.6 A Member is eligible to stand for election as President or Vice President of the Committee if the Member:

- a) Is over 18;
- b) has been a Member for at least a continuous 3 year period immediately preceding their nomination;
- c) holds a category of membership that entitles them to stand for election; and
- d) unless an exemption applies, has paid their annual membership fee; and
- e) Is not, at the time of their election or for the duration of their term in office, a member of the Board of Trustees.

27.7 In respect of the eligibility criteria to stand for election as President or Vice President under cl 27.6 the members at a general meeting may resolve to waive 27.6(b) of the eligibility criteria in relation to the eligibility of a particular member.

28. Election of Committee

Nominations for the position of President of the Association and Leader of the Youth committee are to be submitted in writing to the Secretary one week prior to the date of the Annual General Meeting.

- 28.1 The election of the Committee shall be determined at a General Meeting by the following process and in this order:

Election of the President

- a) The President of the Association is to be elected by voting upon the proposal and secondment of a nominee from the floor;
- b) If there is more than one nomination for the position of President, a vote by secret ballot is to be held.

Election of the Office Bearers

- 28.2 Immediately after the election of the President, the Office Bearers of the Association are to be elected. The prospective Office Bearers are to be nominated by the President en bloc and seconded from the floor en bloc, and such nominees shall then be subject to an election en bloc.

Election of Committee members

- 28.3 Immediately after the election of the Office Bearers, two ordinary committee members are to be elected.
- 28.4 The prospective ordinary committee members are to be proposed and seconded from the Floor and:
- a) such nominees shall be then subject to an election en bloc; or
 - b) if there are more than two nominees for the ordinary committee member positions, a vote by secret ballot is to be held.
- 28.5 The President is not permitted to nominate or second members for election as ordinary committee members.

Election of G.O.A Youth Leader & Youth Committee

- 28.6 Immediately after the election of the ordinary committee members, the Youth Leader of the G.O.A Youth Committee is to be elected by voting upon the proposal and secondment of a nominee from the floor. If there is more than one nomination for the position of Youth Leader of the G.O.A Youth Committee, a vote by secret ballot of Youth members who are between the ages of 18 & 30 years old only is to be held
- 28.7 If insufficient nominations are received to fill the positions on the Committee, any vacant positions remaining on the Committee are taken to be casual vacancies.

29. President

The President is the head of the Association and shall be responsible for the general supervision and management of the Association and shall maintain the prestige and good reputation of the Association and, whenever possible, represent the Association on all occasions.

30. Vice President

The Vice President shall assist the President in the general supervision of the Executive Committee and the Management of the affairs of the Association. In the absence of the President, the Vice President shall assume those duties and responsibilities attached to the position.

31. Secretary

31.1 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

31.2 It is the duty of the Secretary to keep minutes of:

- a) All appointments of Office Bearers, members of the Committee, Trustees and Members;
- b) The names of members of the Committee present at Committee meetings and general meetings; and
- c) All proceedings at Committee meetings and general meetings.

31.3 Minutes of proceedings at a meeting must be signed by the chairperson of the next succeeding meeting.

31.4 The Secretary must:

- a) Conduct correspondence of the Association under the direction of the Committee;
- b) Convene all Committee Meetings and all General Meetings;
- c) Store the records, papers and documents of the Association;
- d) Maintain a register of members;
- e) Prepare a report on the working of the Association for submission to the Annual General Meeting.
- f) Not more than 28 days after the Annual General Meeting has taken place, hand over written minutes of the meeting to the incoming Secretary.
- g) On taking over shall submit to the Executive Committee at its first meeting a 'Taking Over Certificate' as in Appendix B.

32. Treasurer

It is the duty of the Treasurer of the Association:

- a) To ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- b) To ensure that proper accounting practises are adopted and the proper 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) Prepare the annual accounts of the Association at the end of each financial year and cause them to be made available to Members for adoption at the Annual General Meeting.
- d) Submit to the Executive Committee at its first meeting a 'Taking Over Certificate' as in Appendix C.

33. Social Secretary

The Social Secretary shall be responsible, under the direction of the Committee, for all social activities of the Association.

34. Sports Secretary

The Sports Secretary shall be responsible, under the direction of the Committee, for all the sporting activities

35. Youth Leader

The Youth Leader shall be responsible:

- a. To actively create a welcoming, fun, and enthusiastic environment for the youth members to connect with one another and the greater association.
- b. Work with the youth to develop and publish a yearly plan with regular social, educational and other beneficial events to maintain a vibrant youth membership
- c. Contribute to the prestige and good reputation of the Association.

36. Committee meetings and quorum

35.1 The Committee must use its best endeavours to meet once per month.

35.2 The Committee must meet with the Board of Trustees at least once per year

35.3 Additional meetings may be convened by the President or by any member of the Committee.

- 35.4 Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 35.5 Notice of a meeting given under clause 35.4 must specify the general nature of the business to be conducted at the meeting and no business other than that business is to be conducted at the meeting, except business which the Committee members present at the meeting unanimously and reasonably agree to treat as urgent business.
- 35.6 Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 35.7 Subject to this Constitution and the Act, any business considered at a Committee meeting may be determined by a simple majority vote.
- 35.8 In the event of a tied vote the chairperson of the meeting must call a second vote or make a casting vote.
- 35.9 No business is to be conducted 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 is adjourned and is to be rescheduled within 10 days.
- 35.10 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 35.11 At the meeting of the Committee:
- a) The President, or in the President's absence, the Vice-President is to preside; or
 - b) If the President and Vice President are absent, one of the other present members of the Committee may be chosen by the Committee members present to preside.
- 35.12 Subject to a quorum, the Committee may act despite any vacancy on the Committee.
- 35.13 Subject to the Constitution and the Act, any act or thing done, or purporting to have been done, in good faith, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

37. Delegation by Committee to sub-committee

- 37.1 The Committee may, by resolution, delegate to one or more sub-committees (consisting of Members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified by the resolution 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.
- 36.2 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.
- 36.3 A delegation under this clause may be made subject to such conditions or limitation as to the exercise of any function, or as to time or circumstances, as may be specified in the resolution.
- 36.4 Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- 36.5 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.
- 36.6 A sub-committee may meet and adjourn as it thinks proper.
- 36.7 The Committee must, as long as it is reasonably practical to do so, convene a youth committee of the Association under cl 36.1.

38. Casual vacancies

- 37.1 In the event of a casual vacancy occurring in the membership of the Committee or the Board of Trustees, the Committee must, subject to the eligibility criteria prescribed in clauses 27.4, 27.5 or 40.2 respectively, appoint a Member to fill the vacancy, and the Member so appointed is to hold office until the conclusion of the next Annual General Meeting following the date of appointment.
- 37.2 A casual vacancy occurs if a Committee member or Board of Trustees' member:
 - a) Ceases to be a member of the Association under clause 16.2;
 - b) Becomes insolvent within the meaning of the *Corporations Act 2001* (Cth);
 - c) Resigns office by:
 - i. In the case of a Committee member, notice in writing given to the Secretary; or
 - ii. In the case of a Board of Trustees Member, notice in writing given to the Secretary of the Committee and the Chairperson of the Board of Trustees;
 - d) Is removed from office under clause 38;
 - e) Becomes a mentally incapacitated person;

- f) Is absent without the consent of the Committee from three consecutive meetings of the Committee;
- g) Is convicted of an offence involving fraud or dishonesty; or
- h) Is prohibited from being a director of a company under part 2D.6 of the *Corporations Act 2001* (Cth)

39. Removal of Committee members and Trustees

The Association in a general meeting may by resolution remove any member of the Committee or any Trustee from office before the expiration of their Member's term of office and may by resolution and subject to this Constitution appoint another Member to hold office until the expiration of the term of office of the Member so removed.

40. Powers of the Board of Trustees

Subject to the Act, the Regulation, and this Constitution the Board of Trustees:

- a) Is empowered to inform itself of the Committee's management of the Association;
- b) Is to contribute to the development of the vision and long-term planning for the Association;
- c) Is to assist the Committee in raising the profile of the Association within the Goan community in NSW, the broader Australian community and internationally;
- d) Is to consider any complaint made about, or where necessary, conduct an investigation into the conduct of a Committee member;
- e) May, on the passing of a resolution at a meeting of the Board of Trustees, require the Committee to convene an Extraordinary General Meeting of the Association; and

41. Composition of and eligibility for the Board of Trustees

41.1 The Board of Trustees is to consist of :

- a) Not less than three but not more than five Members who are eligible for election; and
- b) The Board of Trustees is to appoint from its own number a Chairperson of the Board of Trustees and a secretary of the Board of Trustees.

41.2 A Member is eligible to be elected as a member of the Board of Trustees if the Member:

- a) Is over 18;
- b) has been a Member for at least a continuous 5-year period immediately preceding their nomination;

- c) Must have previously served as a member of the Association's Committee for a full term or as a member of the Association's Board of Trustees
- d) holds a category of membership that entitles them to stand for election;
- e) unless an exemption applies, has paid their annual membership fee; and
- f) Is not, at the time of their election or for the duration of their term in office, a member of the Committee.

41.3 In respect of the eligibility criteria to stand for election as a member of the Board of Trustees under cl 40.2 the members at a general meeting may resolve to waive cl 40.2(c) of the eligibility criteria in relation to the eligibility of a particular member.

42. Term of office of Trustees

42.1 Each Trustee is, subject to this Constitution, to hold office until the conclusion of the second Annual General Meeting following the date of the Trustee's election.

42.2 A Member may be appointed as Trustee for a maximum of five consecutive terms.

Transitional Provision: For the purpose of determining a Member's eligibility to serve as a Trustee of the Association under clause 41.2, any time that member has served as a Trustee of the Association prior to 18 September 2016 is not relevant.

43. Election of the Board of Trustees

43.1 The election of the Board of Trustees shall be by voting upon the proposal and secondment of nominees en bloc from the floor at a general meeting.

43.2 The members of the Board of Trustees must not be nominated or seconded by Members of the Committee.

43.3 If the number of nominations for positions on the Board of Trustees exceeds the maximum number of Board of Trustees positions allowable under this Constitution, a vote must be held.

43.4 If insufficient nominations are received to fill the positions on the Board of Trustees, any vacant positions remaining on the Board of Trustees are taken to be casual vacancies.

44. Board of Trustees' meetings

44.1 The Board of Trustees must meet:

- a) A minimum of once per year amongst themselves; and
- b) A minimum of once per year with the Committee; and

- c) Otherwise as is reasonably required in order to properly discharge its functions under this Constitution.
- 44.2 Any 2 Trustees constitutes a quorum for the transaction of the business of a meeting of the Board of Trustees.
- 44.3 At a meeting of the Board of Trustees
 - a) the Chairperson is to preside; or
 - b) If the Chairperson is absent, one of the other present Trustees may be chosen by the Board of Trustees to preside.
- 44.4 It is the duty of each Trustee to carry out his or her functions for the benefit, so far as practicable, of the Association and with due care and diligence.
- 44.5 A matter or thing done or omitted to be done by a Trustee or by a person acting under the direction of a Trustee, does not, if the matter or thing was done or omitted to be done in good faith for the purpose of exercising the Trustee's functions under this Act, subject the Trustee or person so acting personally to any action, liability, claim, or demand.
- 44.6 Subject to this section, any meeting of the Board of Trustees is otherwise to be conducted in the same manner prescribed under clause 35 as it applies to the Committee

45. Annual General Meetings

- 45.1 An Annual General Meeting must be held every year within three months of the end of the Association's financial year.
- 45.2 Subject to the requirements of clause 44.1, the Annual General Meeting of the Association is to be convened at such time and place as the Committee thinks fit.
- 45.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - a) To confirm the minutes of the last preceding Annual General Meeting and of any Extraordinary General Meeting held since that meeting;
 - b) To receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - c) To elect the Committee, where an election is required by this Constitution;
 - d) To receive and consider any financial statement or report required to be submitted to members under the Act; and
 - e) To appoint a properly qualified auditor or auditors to audit any financial statement or report of the Association

46. Extraordinary General Meetings

46.1 The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting.

46.2 The Committee must:

- a) on the requisition in writing of at least 5% of the total number of Members; or
- b) on receiving written notice of a resolution requiring the calling of an Extraordinary General Meeting from the Board of Trustees

convene an extraordinary general meeting of the Association.

46.3 A requisition of Members or a resolution from the Board of Trustees calling for an Extraordinary General Meeting must:

- a) state the purpose or purposes of the meeting;
- b) be signed by the Members making the requisition or Trustees making the resolution (whichever is applicable); and
- c) be lodged with the Secretary;

46.4 If the Committee fails to convene an Extraordinary General Meeting to be held within 28 days after the date on which a requisition of Members for the meeting was lodged with the Secretary, any one or more of the Members who made the requisition may convene an Extraordinary General Meeting to be held not later than 90 days after that date.

46.5 An Extraordinary General Meeting held pursuant to a requisition of Members or a Board of Trustees' resolution must be convened as nearly as practicable in the same manner as general meetings that are convened by the Committee.

47. Notice for Annual/Extraordinary General Meetings

47.1 The Secretary must, at least 21 days before the date fixed for the holding of a General Meeting, give notice to each member specifying the date, time, and place of the meeting and the nature of the business proposed to be dealt with at the meeting.

47.2 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

48. Quorum for Annual/Extraordinary General Meetings

48.1 A quorum of not less than 25 members who are eligible to vote in a General Meeting must be present at a General Meeting of the Association before any business can be dealt with.

48.2 If within an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

- a) If convened on the requisition of members or pursuant to a resolution of the Board of Trustees, is to be dissolved; and
- b) In any other case, is to stand adjourned to another time not less than 21 days after the date at which the general meeting was to first take place.

48.3 If within an hour after the appointed time for the commencement of an adjourned general meeting a quorum is not present, the members present are to constitute a quorum.

49. Presiding Member at Annual/Extraordinary General Meetings

49.1 The President, or in the President's absence, the Vice-President is to preside at each general meeting of the Association.

49.2 If the President and Vice President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

50 Returning Officer

The role of the returning officer is to conduct in its entirety, any elections at the Annual/Extraordinary General meeting.

Broadly speaking this role includes:

- Inviting nominations
- Acceptance of nominations and declaring formal acceptance
- Conduct of the elections
- Declaration of the results of the elections

The integrity of an election relies on the ability and complete impartiality of the returning officer

Prior to an Annual or Extra Ordinary General Meeting, the Secretary will arrange for a volunteer, preferably one week prior to meeting/s to perform the role of the returning officer.

The returning officer:

- Should not be a candidate for any position being contested
- Cannot show support or partiality to any candidate or group of candidates
- Cannot have any conflict of interest in the execution of the role

51. Making of decisions

51.1 A question arising at a General Meeting of the Association is, unless otherwise prescribed by this Constitution or the Act, to be determined by either

- a) A show of hands; or
- b) If on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by written ballot – a written ballot.

51.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously, or carried by a majority or lost, and there is an entry to that effect recorded in the minute book of the Association, is evidence of the fact without proof of the number or proportion of votes recorded in favour or against that resolution.

51.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson or as otherwise required by this Constitution or the Act.

52. Voting at General Meetings

52.1 On any question arising at a General Meeting of the Association a Member has one vote only except when also voting on behalf of a proxy.

52.2 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.

52.3 A Member is not entitled to vote at any General Meeting unless all money due and payable by the member to the Association has been paid.

52.4 A Member is not entitled to vote at any General Meeting of the Association if the Member is under 18 years of age.

53. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

54. Alteration of the Constitution

Any change to this Constitution must be made by special resolution and in accordance with section 39 of the Act.

55. Proxy voting

55.1 A Member who is not present at a general meeting but who is, subject to this Constitution, eligible to vote at a General Meeting, may appoint a proxy to vote on their behalf.

55.2 A Member who is appointed as a proxy must be, subject to this Constitution, eligible to vote at a General Meeting.

55.3 A Member who appoints another Member as their proxy must do so in writing before the meeting.

55.4 The proxy holder must provide the proxy appointment form to the Secretary three days before the commencement of the general meeting in order to exercise the proxy.

55.5 A proxy holder must not hold any more than 3 proxies at any General Meeting.

56. Funds

56.1 The funds of the Association are to be derived from entrance fees, annual subscriptions of members, donations, and subject to any resolution passed by the Committee, such other sources as the Committee determines.

56.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit taking institution.

56.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

57. Management of funds

57.1 Subject to any resolution passed by the Association in a General Meeting, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Committee determines.

57.2 Any investment of the Association's funds outside of the customary or ordinary investment practices of the Association over an amount of \$10,000 (and otherwise indexed for inflation) must be approved in a General Meeting of the Association.

57.3 Any expenditure incurred by or on behalf of the Association over the amount of \$3,000 (and otherwise indexed for inflation) must be approved by resolution of the Committee.

57.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two office bearers of the Committee.

57.5 An independent auditor shall be appointed by the General Body at the Annual General Meeting to certify the correctness of the accounts.

57.6 Except as prescribed in this Constitution or the Act:

- a) No portion of income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise to any Member; and
- b) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

57.7 Nothing in clauses 55.1 or 55.5 shall prevent payment in good faith of or to any Member for:

- a) Goods supplied to the Association in the ordinary and usual course of operation;
or
- b) Any out-of-pocket expenses incurred by a Member on behalf of the Association

Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

58. Inspection of books

58.1 Subject to this Constitution, the following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:

- a) Records, books, and other financial documents of the Association;
- b) This constitution; and
- c) Minutes of all Committee meetings and General Meetings.

58.2 A Member of the Association may obtain a copy of any documents referred to in 58.1 on payment of a fee of not more than \$1 for each page copied.

59 Winding up of the Association

59.1 The Association may be wound up in accordance with the Act by a special resolution passed to that effect at an Extraordinary General Meeting or on a certificate of the Secretary.

59.2 An Extraordinary General Meeting convened for the purpose of considering whether to wind up the Association must be convened on not less than 90 days notice.

59.3 If on the dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid or distributed to the Members but shall be given or transferred to another organisation or organisations in Australia having object similar to the object of the Association and which prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Association by this Constitution. Such organisation(s) is to be determined by the Members at a General meeting at or before the time of dissolution, and in default thereof by a Judge of the Supreme Court of New South Wales or other court that may acquire jurisdiction in this matter.

APPENDIX "A"



GOAN OVERSEAS ASSOCIATION NSW INC.

19 Vermont Close, Seven Hills,
NSW 2147, Australia.
www.goansw.org

APPLICATION FOR MEMBERSHIP

The General Secretary,
Goan Overseas Association NSW INC.
19 Vermont Close, Seven Hills,
NSW 2147, Australia.

I wish to become an Ordinary *Single/Family Member of the Goan Overseas Association NSW Inc. and if elected agree to be bound by the Constitution and Rules of the Association.

NAME.....
(Surname) (Christian names)

ADDRESS.....
(Full Residential Address)

EMAIL ADDRESS.....

Date of Birth PHONE NO. (Mobile)..... (H).....

*Married/Single/De Facto If Married, De Facto /Partner's Name.....

Partner's Date of Birth:.....

OTHER INTERESTS. SPORT, ETC.....

DETAILS OF CHILDREN:

<u>NAME</u>	<u>DATE OF BIRTH</u>	<u>SEX</u>
-------------	----------------------	------------

- 1).....
- 2).....
- 3).....
- 4).....

CONTACT NAME AND ADDRESS IN CASE OF EMERGENCY:

.....

Goan Overseas Association NSW Incorporated Constitution

Declaration of good character:

I am of good character. I have never been convicted of a criminal offence or refused or expelled from membership of any other Club or Association. (If you have been convicted of a criminal offence or have been refused or expelled from membership of a club or association please provide details)

.....

Dated..... Signature of Main Applicant.....

Annual Ordinary Single membership \$20.00.

Annual Ordinary Family membership \$25.00.

Family Membership includes children below 25years.

The above named *person/persons *is/are personally known to me and I believe each to be of good character and suitable person to be elected as an Ordinary *Single/Family member of the Goan Overseas Association NSW Inc.

I am a fully paid up member of the Association and has been so for at least two consecutive years.

PROPOSER'S NAME..... SECONDER'S NAME.....

PROPOSER'S SIGNATURE..... SECONDER'S SIGNATURE.....

DATED..... DATED.....

Please Note: All Membership applications are subject to approval at the next available G.O.A Committee meeting. Until approval is given by the Committee, membership is NOT deemed to have occurred.

*Delete as necessary.

For Executive Committee Use Only.

Receipt No. 1st Annual Sub. \$.....

Previous member? Yes/no Application Tabled at Executive Committee Meeting
Dated.....

Executive Committee Decision: Approved/Rejected.

Applicant advised on.....

Membership class: Ordinary Single Ordinary Family

Membership No:.....(main) Membership No:..... (Partner)

Signed:

(GENERAL SECRETARY)

Bank details for fees payment.

Bank Name: St George Bank.

Beneficiary Account Name: GOAN OVERSEAS ASSOCIATION NSW Inc.

BSB#: 112-879

Account Number: 060351161

Page 2 of 2

APPENDIX "B"

GOAN OVERSEAS ASSOCIATION NSW Inc

HANDING/TAKING OVER CERTIFICATE BY THE GENERAL SECRETARY

Part 1

I,, General Secretary for, hereby certify
(name) (year)

that I have today handed over all the correspondence files, General and Executive Committee Minutes Files, Membership and Inventory Roll as well as other relevant records as are applicable to both my term of office and prior to the incoming General Secretary whose signature is appended at Part 2 below. Details of items handed over are listed hereunder: -

Record Description

Period

Minutes Files – General & AGM.....
_ Executive committees.....
Correspondence.....
Membership roll.....
Inventory of moveable Assets.....
Copy of Taking Over Certificate (Previous Year).....

Other (specify).....
.....

Dated.....Signed by Outgoing Gen. Sec.
In the presence of
Signature.....
Date.....

Part 2

I,, General Secretary for....., hereby certify
(name) (year)

that I have today taken over all the above listed items of the Association's records. I also undertake to report to the Executive Committee at the first appropriate meeting the discovery of any missing or incorrect records to enable necessary action to be taken.

Dated.....and Signed By Incoming Gen. Sec.

In the Presence of....., Chairman signed.....

Date.....

APPENDIX "C"

GOAN OVERSEAS ASSOCIATION NSW Inc.

Part 1

I,, TREASURER forhereby certify that I
(name) (year)

have today handed over to the incoming Treasurer, against the signature Part 2 below, all the receipt, Bank and cheque books (used and used) and accounting records together with the supporting documentation as applicable to both my term in Office and prior. Details of items handed over are listed here under (if space insufficient specify details on separate sheet and attach):

	Nos	Period	
		<u>From</u>	<u>To</u>
Receipt Books (used)			
Subscription	
Other	
Receipt Books (Unused)			
Subscription		
Other		
Cheque Books (used)	
Cheque Books (unused)		
Cash Analysis Book used		
Cash Analysis Book in use		
Support Documentation & Function			
Reconciliation Statement File		
Treasurers' Reports & Signed			
Statements of Accounts & Balance Sheets File		
Bank Account Books & Other Investment			
Instruments representing Value as per			
Balance sheets			
Signed Authorities for Transfer of			
Signatories			
Copy of Takeover Certificate (previous Year)			
Other (specify)			
.....			
.....			
.....			
.....			

Goan Overseas Association NSW Incorporated Constitution

Dated Signed by Outgoing
Treasurer.....

in the presence of
Signature
Date

Part 2

I, Treasurer forhereby
(name) (year)
certify that I have today taken over all the above listed items of the Association's accounting responsibilities and records. I undertake to lodge the necessary changes in authorities to the Bank and other organisations as are appropriate and also to report to the Executive Committee at the first appropriate meeting the discovery of any financial discrepancies or of any missing records so as to enable necessary action to be taken.

Dated and Signed by Incoming Treasurer

in the presence of Chairman Signed

Date