

## **PART I**

### **PRELIMINARY**

#### **OBJECTS FOR WHICH THE ASSOCIATION IS ESTABLISHED ARE:**

- (a) - to preserve and promote the Italian and Abruzzese culture and tradition as an component of the multicultural Australia;
- (b) - to promote social and educational assistance within the Abruzzese community in N.S.W.
- (c) - to implement and maintain relations with the Abruzzi Region in Italy;
- (cl) - to assist morally, and where possible, financially the people in needs.

#### **DEFINITIONS**

1. (l) In these Rules: "ORDINARY MEMBER means a member of the committee who is not an officer-bearer of the Association, as referred to in Rule I4 (2);

"SECRETARY" means:

- (a) - the person holding office under these rules as a Secretary of the association; or:
- (b) if no such person holds that office - the public officer of the association;

"SPECIAL GENERAL MEETING" means a general meeting of the association other than an annual general meeting;

"THE ACT" means the Association Incorporation Act 1984;

"THE REGULATION" means the Association Incorporation Regulation 1994;

(2) In these Rules:

- (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, if the function is a duty, a reference to the performance of the duty;

(3) The provision of the interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply ii' these rules were an instrument made under the Act.

## **PART 2**

### **MEMBERSHIP**

#### **MEMBERSHIP QUALIFICATIONS**

2. A person is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15 (1) (ti), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
- (b) the person is a natural person:
  - (i) who has been nominated for membership of the association as provided by rule 3, and:
  - (ii) who has been approved for membership of the association by the committee of the association;
- (m) Have paid the prescribed annual fee.

### *NOMINATION FOR MEMBERSHIP*

3. (1) A nomination of a person for membership of the association

(a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules; and

(b) must be lodged with the secretary of the association

(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination. .

(3) If the committee determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, 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 these rules by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the nominee of the amounts referred to in Clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

### **CESSATION OF MEMBERSHIP**

4. A person ceases to be a member of the association if the person:

(a) dies; or

(b) resign membership; or

(c) is expelled from the association; or

(d) fail to pay the prescribed annual fee on or before the end of the financial year. if any fees shall remain unpaid for a period of .fourteen- (-1.4) days after it becomes due, the member concerned shall be notified by the secretary in writing of the default and if the sum due still remain unpaid for a further period of 3 months.-after the issue of the default notice, the committee may, by resolution, remove the name of such member from the register. The provision of Section I 1 shall not apply to any such resolution.

### **MEMBERSHIP ENTITLEMENTS**

#### **NOT TRANSFERABLE**

5. 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 on cessation of the person's membership.

#### **RESIGNATION OF MEMBERSHIP**

6. (1) a member of the association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the association who has paid all amounts payable by the member to the association in respect of the members membership may resign from membership of the

association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold a membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member. .

#### **REGISTER OF MEMBERS**

The Public Officer of the association must establish and maintain a register of Members specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept at the principal place of administration of the association and must be open for inspection at any reasonable hour.

#### **FEES AND SUBSCRIPTIONS**

8. {1} A member of the association shall pay to the association an annual membership fee of \$ 10.00 or, where some other amount is determined by the committee, or that other amount.

(a) except as provided by paragraph {b} before 31st December in each calendar year;

(b) where the member becomes a member on or after 1st January in any calendar year - upon becoming a member before 1st of January in each succeeding calendar year.

#### **MEMBERS' LIABILITIES**

9. The liability of a member of the association to contribute towards the payment of 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 rule 8.

#### **RESOLUTION OF INTERNAL DISPUTES**

10. Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

#### **DISCIPLINING OF MEMBERS**

11. (1) A complaint may be made by any member of the association that some other member of the association:

(a) has persistently refused or neglected to comply with a provision or provisions of these rules; or

(L1) has persistently and wilfully acted in manner prejudicial to the interests of the association.

(2) On receiving such a complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned; and

(b) must give the member at least 14 days from the time the notice is served within which to make submission to the committee in connection with the complaint; and

(c) must take into consideration any submission made by the member in connection with the complaint. \_

(3) The committee may, by resolution, expel the member from the association or suspended the member from membership of the association if, after considering the complaint and any submission made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

(4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons five by the committee for having taken that action and of the member's right of appeal under rule 12.

(5) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitle to appeal against the resolution concerned; or

(b) if within that period the member exercise the right of appeal, unless and until the association confirms the resolution under rule 13 (4) whichever is the later.

#### RIGHT OF APPEAL OF DISCIPLINE MEMBER

12. (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice of that effect.

(2) the notice may, but need riot, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

{3} On receipt of a notice from a member under clause ('1), the secretary m ust notify the committee which is to convene a general meeting of the association to be held within 28 days alter the date on which the secretary received the notice.

(4) At a general meeting of the association convened under clause (3):

(a) no business other than the question of the appeal is to be transacted; and -

(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(0) the members present are to vote by secret ballot on the question of whether the resolution

should be confirmed or revoked.

(5) If at general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART 3**

#### **The COMMITTEE - POWERS OF THE COMMITTEE**

13. The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association; and
- (b) may exercise all such functions as may be exercised by the association, other than those function that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear the committee to be necessary or desirable for the proper management of the affairs of the association.

#### **CONSTITUTION AND MEMBERSHIP**

14. (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

- (a) the office-bearers of the association; and
- (b) 5 ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 15.

(2) The office—bearers of the association are to be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer;
- (d) the vice treasurer
- (e) the secretary and
- (t) the vice secretary.

(3) Each member of the committee shall, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the members election, but is eligible for reelection.

(4) in event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **ELECTION OF MEMBERS**

15 (l) Nomination of candidates for election as office-bearers of the association or as ordinary members of the committee:

(a) must be made in Writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and  
(b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) if insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant position remaining on the committee are taken to be casual vacancies.

(4) if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot shall be conducted by the Secretary or other person authorised by the committee, assisted by two (2) scrutineers to be appointed at the meeting.

#### SECRETARY

16 (1) The secretary of the association must, as soon as practicable, after being appointed as secretary, lodge notice with the association of his or her address.

(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. The vice secretary who shall cooperate with the secretary.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by a chairperson of the next succeeding meeting.

#### TREASURER

11(1) It is the duty of the treasurer of the association to ensure:

(a) that all money due to the association is collected and received and that all payments authorised by the association are made; and

(b) that 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.

(2) The vice treasurer who shall cooperate with the treasurer.

(b) ceases to be a member of the association; or

(c) becomes an insolvent under administration within the meaning of the Corporation Law; or

(d) resigns office by notice in writing given to the secretary; or

(e) is removed from office under Rule '19; or

(f) becomes a mentally incapacitated person; or

(g) is absent without the consent of the committee for three (3) consecutive monthly meetings without apologies.

## REMOVAL OF MEMBER

19. The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member term and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president [ not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representation to each member of the association, or if the representation are not so sent, the member is entitled to require that the representation be read out at the meeting, at which the resolution is considered.

## MEETINGS AND QUORUM

20. (1) The committee must meet at least 3 times in each period of 12 months at such place \_ and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) 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.

(4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the committee constitute a quorum for the transaction office business Of a meeting of the committee.

(6) No business is to be transacted by the committee unless a quorum is present within Half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day of the following, week.

(7) 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.

(8) At a meeting of the committee:

(a) the president, or in the president absence, the vice-president is to preside; or

(b) if the president and the vice-president 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 is to preside.

(9) if the president and the vice-president 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 is to preside.

#### DELEGATION BY COMMITTEE TO SUB-COMMITTEE

21. (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) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation; or

(b) a function which is duty imposed on the committee by the Act or by any other law.

(2) A function of the exercise of which has been delegated to a sub-committee under these rules may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this rules, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) Any sub-committee may meet ad adjourn as it thinks proper.

#### VOTING AND DECISIONS

22. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(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 entitle to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to Rule 20, the committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, 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.

### **PART 4**

#### GENERAL MEETINGS

##### ANNUAL GENERAL MEETINGS - HOLDING OF

23. (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene an annual general meeting of its members.

- (2) The association must 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 6 months after the expiration of the first financial year of the association.
- (3) Clause 1 and 2 have effect subject to any extension or permission granted by the Commissioner under Section (26)(3).

#### ANNUAL GENERAL MEETINGS — CALLING OF AND BUSINESS AT

24. (1) The annual general meeting of the association is, subject to the Act and to Rule 23, to be convened on such date and at such "place and time as the committee thinks fit.
- (2) 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 special 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 office-bearers of the association and ordinary members of the committee;
  - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

#### SPECIAL GENERAL MEETING - CALLING OF

25. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in Writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must 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.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which the 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 date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

#### NOTICE

26. (1) Except if the nature of the business proposed to be dealt with at a general meeting

requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the members address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the provided in clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of annual general meeting, business which may be transacted under Rule 24 (2).

(4) 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 general meeting after receipt of the notice from the member.

#### PROCEDURE

27. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitle under these ruies to vote is present during the time the meeting is considering that item.

(2) Five members present in person (being members entitle under these rules to vote at a general meeting] constitute a quorum for the transaction of the business of a general meeting.

(3) If within half 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, is to be dissolved; and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or comunicated by written notice to members given before the clay to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within haif an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

#### PRESIDING MEMBER

28. (1) The president, or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

(2) If the president and the vice president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

#### ADJOURNMENT

29. (1) The chairperson at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, update the meeting from time to

time and place to place, but no business is to be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place..

(2) If a general meeting is adjourned for 14 days or more, the secretary must 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.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of business to be transacted at an adjourned meeting is not required to be given.

#### MAKING OF DECISION

30. (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is

demand, 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 proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by £1 proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken:

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting, as the chairperson directs. and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

#### SPECIAL RESOLUTION

31. A resolution of the association is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of Such. member of the association as, being entitled under these rules, so to do, vote in person or a proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in that manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

#### VOTING

32. (1) On any question arising at a general meeting of the association a member has one vote only.

(2) All votes shall be given personally.

(3) In the case of equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

{4} A member or a proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

#### APPOINTMENT OF PROXIES

33. No proxies shall be admitted.

#### PART 5

#### MISCELLANEOUS

#### INSURANCE

34. (1) The association must effect and maintain insurance under section 44 of the Act. (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

#### FUNDS - SOURCE

35. (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(2) All money received by the association must be deposited as soon as practicable, without deduction to the credit of the association's bank account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### FUNDS - MANAGEMENT

36. Subject to any resolution passed by the association in 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.

(2) All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

#### ALTERATION OF OBJECT AND RULES

37. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

#### COMMON SEAL

38. (1) The common seal of the association must be kept in the custody of the public officer.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

#### CUSTODY OF BOOKS

39. Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

#### INSPECTION OF BOOKS

40. The records, books and other documents of the association must be open to inspection,

free of charge, by a member of the association, at any reasonable hour.

#### SERVICE OF NOTICE .

41. (1) For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.

(2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### PART 5

##### FINANCIAL YEAR

42. The financial year of the association shall commence on the first day of January and end on the last day of December in each year.