

CONSTITUTION AND RULES

OF

AUSTRALIA VIETNAM FRIENDSHIP SOCIETY

1. NAME

The name of the association is the AUSTRALIA VIETNAM FRIENDSHIP SOCIETY Incorporated, referred to herein as "the Association".

2. DEFINITIONS

"Committee" means the elected National Committee of the Association;

"Conference" means a National Conference of the Association convened in accordance with these rules;

"Member" means a member of the Association.

The "Act" means the Association's Incorporation Act, 1985.

3. OBJECTS AND PURPOSES

- a) To develop understanding between the Vietnamese and Australian people through the improved understanding of mutual culture, education, religion, health, care for the disadvantaged, reconciliation, human rights, security and public policy;
- b) To establish cultural, educational, religious and other charitable people to people contacts between people of the Socialist Republic of Vietnam and Australia;
- c) To promote Australian and Vietnamese industry and commerce generally for the benefit of the community or public as a whole, but excluding the promotion of any individual businesses;
- d) To seek development aid for the Socialist Republic of Vietnam from Australia and other appropriate sources;
- e) To initiate such charitable activities as shall from time to time be deemed desirable, provided that such activities shall not be contrary to these rules;

- f) To raise funds to achieve these objects and purposes, to the extent they are charitable.

4. POWERS

- a) To hold, purchase, take or lease, sell, exchange, mortgage, lease any real property or interest therein to achieve the objects of the Association.
- b) To construct or alter any buildings used by the Association;
- c) To appoint or remove such paid workers, either permanent or temporary as may be deemed necessary or desirable for the purpose of the Association and to determine their duties, terms of employment and to fix salaries or other remuneration;
- d) To solicit, receive and accept donations, subscriptions, endowments, gifts, grants and loans of money or any other property.
- e) To take all the powers allowed an Association incorporated under the Association's Incorporation Act, 1985;
- f) To do all such other lawful things incidental or conducive to the attainment of the objects of the Association.

5. NOT-FOR-PROFIT

The assets and income of the organisation shall be applied solely in furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

6. WINDING-UP

In the event of the organisation being dissolved, the amount which remains after a such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation which has similar objects and which is approved by the Commissioner of Taxation for the purposes of subsection 78 (4) of the Income Tax Assessment Act 1936.

7. AMALGAMATION

Where it furthers the objects of the organisation to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its(their) assets and income to members; and must be approved by the Commissioner of Taxation for the purposes of subsection 78(4) of the Income Tax Assessment Act 1936.

8. MEMBERSHIP

- (a) There shall be two classes of membership of the Association:-
 - (i) individual membership;
 - (ii) organisation membership;
- (b) Any person or organisation who agrees with the objects and purposes of the Association and applies for membership of the Association, shall be proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconded, and shall be in such form as the National Committee shall prescribe from time to time. Upon the acceptance of the application by the National Committee, and upon payment of the first annual subscription, the applicant shall be either an individual or organisational member of the Association.
- (c) A register of members shall be kept.

9. MEMBERSHIP FEES

- (a) The membership fees for each class of membership shall be such sum as the members shall determine from time to time in National Conference.;
- (b) The membership fees for each class of membership shall be payable annually on 1 July or at such other times as the National Committee shall determine from time to time;
- (c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the

Association, provided always that the National Committee shall reinstate such a person's membership on such terms as it thinks fit.

10. RESIGNATION

A member may resign from membership of the Association by given written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

11. EXPULSION OF A MEMBER

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the National Committee may resolve to expel a member upon a charge of conduct detrimental to the interests of the Association;
- b) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the National Committee at which the matter will be determined;
- c) The determination of the National Committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to sub-rule (d) cease to be a member fourteen days after the National Committee has communicated its determination to that member;
- d) It shall be open to a member to appeal to the Association in National Conference against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within fourteen days after the determination of the National Committee has been communicated to that member;
- e) In the event of an appeal under sub-rule (d) the appellant's membership of the Association shall not be terminated unless the determination of the National Committee to expel the member is upheld by the members of the Association in National Conference after the appellant has been heard, and, in such event, membership will be terminated at the date of the National Conference at which the determination of the National Committee is upheld.

12. THE COMMITTEE

- a) The affairs of the Association shall be managed and controlled exclusively by a National Committee which in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in National Conference;
- b) The National Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees;
- c) The National Committee shall consist of a National President, National Vice-President, National Secretary and National Treasurer, and a minimum of two and a maximum of six ordinary committee members all of whom shall be members of the Association;
- d) The first National Committee of the Association shall be appointed from the promoters of the Association, or consist of such persons as hold office prior to incorporation. The first National Committee shall hold office until the first annual National Conference after incorporation at which time all members of the National Committee shall retire from the National Committee but shall be eligible for reappointment. At each subsequent National Conference all members of the National Committee shall retire and shall be eligible for reappointment on an annual basis;
- e) The National Committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until the next annual National Conference of the Association and shall be eligible for reappointment;
- f) A retiring National Committee member shall be eligible to stand for re-election without nomination but no person not being a retiring National Committee member shall be eligible to stand for election unless a member of the Association has nominated him at least twenty-one days before the meeting by delivering the nomination of that person to the National Secretary of the

Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election;

- g) Notice of all persons seeking election to the National Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- h) If only the required number of persons is nominated to fill existing vacancies, the National Secretary shall report accordingly to the National Conference, and the National President shall declare such persons duly elected as National Committee members.

13. DISQUALIFICATION OF NATIONAL COMMITTEE MEMBERS

The office of National Committee member shall become vacant if a National Committee member is:

- a) Disqualified by the Act;
- b) Expelled under these rules;
- c) Permanently incapacitated by ill health;
- d) Absent without apology from more than three consecutive committee meetings, or more than three committee meetings in a financial year;
- e) No longer the duly appointed representative of an organisation member.

14. PROCEEDINGS OF NATIONAL COMMITTEE

- a) The National Committee shall meet together for the dispatch of business at least three times per year;
- b) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the National President shall have a casting vote in addition to a deliberative vote;
- c) The quorum shall be a simple majority of the National Committee members;
- d) A member of the National Committee having a pecuniary interest in a contract with the Association must disclose that interest to the National Committee as required by the Act, and shall not vote with respect to that contract.

15. FINANCIAL YEAR

The first financial year of the Association shall be the period ending on 30th June 2011 and thereafter ending a period of twelve months in each year.

16. BORROWING POWERS

- a) The Association may borrow money from banks or other financial institutions upon such terms and conditions as the National Committee sees fit, and may secure the repayment thereof by charging the property of the Association;
- b) Subject to section 53 of the Act the association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the National Committee from time to time.

17. RULES

- a) Subject to approval by a resolution of the members of the Association, these rules may be altered (including an alteration to a name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act;
- b) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

18. THE SEAL

- a) The Association shall have a common seal upon which its corporate name shall appear in legible characters;
- b) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the National President and the National Secretary;
- c) The seal shall be kept in the custody of the National Secretary.

19. MEETINGS

- a) The National Committee may call a special National Conference of the Association at any time, and shall call an Annual National Conference in accordance with the Act;
- b) The first Annual National Conference shall be held within eighteen months after the incorporation of the Association, and thereafter within five months after the end of its financial year;
- c) Upon a requisition in writing of not less than five of the total number of members of the Association, the National Committee shall within two months of the receipt of the requisition, convene a special National Conference for the purpose of the meeting;
- d) Every requisition for a special National Conference shall be signed by the members making the same and shall state the purpose of the meeting;
- e) If a special general meeting is not convened within two month as required by sub-rule (c), the requisitions may convene a special National Conference. Such a meeting shall be convened in the same manner as a meeting convened by the National Committee, and for this purpose, the National Committee shall ensure that the requisitions are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association;
- f) Subject to sub-rule (g) at least fourteen days notice of any National Conference shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual National Conference, the order of the business at the meeting shall be the consideration of the accounts and reports of the National Committee and the auditors, the appointment of auditors and National Committee members (if required) and any other business requiring consideration of the Association in National Conference;
- g) Notice of meeting at which a special resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting;

- h) A notice may be given by the Association to any member by serving the member with the notice personally, by post, or by electronic means to the address appearing in the register of members;
- i) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail, or if by email, to the email address appearing in the register.

20. PROCEEDINGS AT MEETINGS

- a) Five members present personally or by proxy shall constitute a quorum at any National Conference;
- b) If within thirty minutes after the time appointed for the meeting, a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting, the members present shall form a quorum.
- c) The National President of the Committee or if there shall be no President, then the National Vice President of the Committee or in their absence, or in their declining to take, or retiring from the chair, one of the National Committee members chosen by meeting shall preside as President at every National Conference of the Association;
- d) If there is no such National President or National Vice President present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson;
- e) The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;

- f) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original National Conference of members;
- g) At any National Conference, a resolution put to a vote shall be decided on a show of hands, and a declaration by the National Conference of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number of proportions of the votes recorded in favour of, or against, the resolution;
- h) If a poll is demanded by the National President of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the National President directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required;
- i) A poll demanded on the election of a National President of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

21. MINUTES

- a) Proper minutes of all proceedings of meetings of the Association and of meetings of the National Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose;
- b) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting;
- c) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments at a meeting shall be deemed to be valid.

22. VOTING RIGHTS

- a) Subject to these rules, each member present in person or by proxy shall be entitled to one vote;
- b) A member being an organisation shall be entitled to appoint one person to represent the membership of that organisation at a particular meeting or at all meetings of the Association. Such a person shall be entitled to one vote as of he were an ordinary member.

23. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy, and to attend and vote at any meeting of the Association.

24. ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

25. WINDING-UP

The Association may be wound-up in the manner provided for in the Act.

26. APPLICATION OF SURPLUS ASSETS

If, after the winding-up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be disbursed in accordance with the winding-up clause.