

CONSTITUTION OF THE ASSOCIATION FOR LEARNING MANDARIN IN AUSTRALIA INCORPORATED

1. The name of the incorporated association shall be the ASSOCIATION FOR LEARNING MANDARIN IN AUSTRALIA INCORPORATED hereinafter referred to as “the Association”.

OBJECT

2. The objects for which the Association is established are:
 - a) To further the use and learning of the Chinese language in Australia.
 - b) To set up and operate bilingual Chinese and English educational and child-care facilities.
 - c) To promote awareness and understanding of Chinese culture and heritage in Australian society.

POWERS

3. The powers of the Association are:
 - a) To take over the funds and other assets and the liabilities of the unincorporated association known as the “Chinese-Australian Schools Association”.
 - b) To sign, draw, accept, endorse, execute, negotiate, transfer and deal howsoever in cheques bills of exchange promissory notes bonds debenture bills of Trading warrants coupons or other negotiable instruments or transferable securities of whatever nature of kind for and on behalf of the Association but not restricted by the foregoing generalities.
 - c) To borrow or raise money by way of bank overdraft or as otherwise deemed necessary and secure payment thereof in such manner as the Association may deem proper in dealing with or negotiation of negotiable instruments or by the issue of debentures bonds mortgages or any other securities or charges on all property rights or interests or any part of the Association without any security on such terms and conditions as the Association deems fit.
 - d) To sell, improve, manage, develop, exchange lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
 - e) To acquire freehold or leasehold land or properties in the Australian Capital Territory or elsewhere whether as sole owner or co-owner with any company or individual and to utilise same whether by sale, lease, sub-lease or by the

creation of tenancies for the benefit of the Association upon such terms as it thinks fit.

- f) To borrow or raise moneys from any source and mortgage any of the property or investments of the Association upon such terms as the Association shall think fit.
- g) To employ persons on such terms and conditions as the Association in its discretion deems necessary and conducive to the furtherance of the objectives of the Association.
- h) The doing of all such other lawful things as are incidental or conducive to the attainment of the objectives and exercise of the powers of the Association.

MEMBERSHIP

- 4. Any person interested in the object of the Association shall be eligible for membership of the Association.
- 5.
 - a) An employee of the Association shall not hold any position on the Management Committee
 - b) An employee of the Association shall not have the right to vote at any meeting of the Association.
- 6. Applications for membership shall be in writing in accordance with the prescribed form, and shall be accompanied by a membership fee as determined each year at the Annual General Meeting.
- 7. Each application to which paragraph six refers shall be endorsed with the nomination of the applicant and seconded by a member of the Association.
- 8. At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the application.
- 9. A person applying for membership of the Association shall be deemed to become a member of the Association following acceptance of the application by a majority of the votes of the members of the Committee present at the meeting at which the application is being considered.
- 10. Any person wishing to renew membership shall pay the prescribed fee on or before 31 December of the year in which their current membership expires. The membership fee shall cover the period from 1st January to 31st December in a calendar year or for such period as determined by the committee. .
- 11. A properly constituted Annual General Meeting or Special General Meeting may appoint any person as an honorary member or honorary life member of the Association in recognition of services rendered in promoting the interests and objects of the Association. An honorary life member shall be entitled to all the privileges of a member under this Constitution including the right to vote and stand for election.

12. Any member or members of the Committee may resign from the Association and such resignation must be in writing and forwarded to the Secretary of the Association.
13. Upon any person ceasing to be a member of the Association for any reason whatsoever he/she shall not be entitled to the return of his/her membership fee or any portion thereof.

Members' liabilities

- a) The liability of a member to contribute towards 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 unpaid by the member in accordance with clause (10).
14. The Committee may refuse an application for membership or the renewal of membership if it is of opinion that the applicants conduct is discreditable or injurious to the interests or objects of the Association.
15. The Committee may expel from the Association or otherwise punish or penalise any member whose conduct, in the opinion of the Committee, is discreditable or injurious to the character of interest of the Association.
16. Before any member is expelled or otherwise punished or penalised, his/her conduct shall be enquired into by the Committee and the member shall be given the opportunity to defend himself/herself and to justify or explain his/her conduct. Provided that a Committee quorum is established when the matter is enquired into, and a majority of the Committee quorum is of the opinion that the member has been guilty of such conduct or action as aforesaid, then the Committee may expel or suspend him/her from membership or otherwise punish or penalise him/her.
17. Should any member fail to appear at any enquiry conducted under Clause 15 hereof, or any adjournment thereof, the Committee may proceed in that member's absence to conduct the said enquiry and to make its findings as hereforbefore empowered.
18. All members of the Association shall be subject to the provisions of this Constitution and the regulations made thereunder.

REGISTER OF MEMBERS

19. The Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.

ANNUAL GENERAL MEETING

20. The Annual General Meeting of the members shall be held no later than the end of October each year, and the members shall be given notice at least fourteen days before such meeting. Such notice shall be deemed to be given if placed for publication in the public notices column of the "CANBERRA TIMES".

21.
 - a) The President of the Association shall be the Chairperson at all General Meetings, including the AGM. Should the President not be present then the Vice President shall act as Chairperson, and if the Vice President is not present the members shall elect a member to take the Chair.
 - b) At the Annual General Meeting each member shall be entitled to one vote.
 - c) Any matter requiring a decision at the Annual General Meeting shall be decided by motion and each motion shall have a proposer and a seconder. A motion shall be declared carried if it received the approval of a simple majority of those present and entitled to vote. In the event of an equal number of votes for and against a motion the Chairperson may exercise a casting vote.
 - d) The Committee may draw up standing orders that deal with the conduct of debate and procedure generally at the Annual General Meeting
22. The Business of the Annual General Meeting shall be:
 - a) To receive and adopt the minutes of the previous Annual General Meeting.
 - b) To receive and adopt reports from the Committee in respect of the running of business for the preceding year ended 30 June last.
 - c) To receive and adopt an audited financial statement and balance sheet for the preceded financial year ended 30 June last.
 - d) To elect officers of the Association.
 - e) To discuss and resolve other business of which due notice has been given.
23. Any member wishing to discuss an item of business at the Annual General Meeting shall submit notice of such business to the Secretary seven days prior to the Annual General Meeting and such business shall be included by the Secretary on the agenda.
24.
 - a) Nomination for all positions to be filled at the Annual General Meeting shall close 7 days prior to the Annual General Meeting provided that if insufficient nominations to fill the position or positions are received by the President may at the Annual General Meeting re-open nominations for such time or taken as he thinks fit to allow further nominations from those eligible.
 - b) The Committee shall consider the eligibility of all nominations and shall reject any nomination that is not in accordance with this Constitution or regulations.
 - c) The Committee shall have the power to nominate a person to any position as it sees fit at any time prior to the Annual General Meeting.
25. The order of business of the Annual General Meeting shall take the following format without exception:
 - a) Opening address by the President, including the report of the Committee.
 - b) Receive and adopt or amend as adopted the minutes of the previous AGM.

- c) Receive the Presidents Report of the activities of the Committee.
- d) Financial Statement and Balance Sheet to be tabled and annual report of the Treasurer.
- e) Elections of the following officers, forming the Committee of the Association:
 - I. President
 - II. Vice President
 - III. Secretary
 - IV. Treasurer
 - V. Such other officers elected or appointed by a general meeting of the Association.
- f) General business of which due and proper notice has been given.

SPECIAL GENERAL MEETING

- 26. a) A Special General Meeting of members shall be called at the request of the President, Vice President, or the Secretary, or any 2 members of the Committee, or at the written request of 4 members of the Association. Such Meeting shall be held within 30 days of such request and all members shall be notified in writing no less than 7 days before such meeting. Such request shall indicate the nature of the business that the signatories thereto wish discussed thereat.
- b) Only those matters of which notice has been given under (a) herein may be discussed at a Special General Meeting.
- c) A Special General Meeting may only be called for the following reasons:
 - I. to amend the Constitution or the regulations thereunder;
 - II. to discuss any unforeseen matter affecting the general running of the Association which requires immediate attention.
- d) Procedure for the calling and running of a Special General Meeting shall be the same as that for the Annual General Meeting.

AUDITORS, SOLICITOR

- 27. A duly qualified Accountant shall be appointed at a Committee Meeting, from a panel of Accountants selected at a General Meeting (Annual or Special), to audit the accounts of the Association.

ADMINISTRATION - COMMITTEE

- 28. The day-to-day affairs of the Association shall be determined by the Committee.
- 29. At all meetings the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner. The Chairperson's decision on points of order shall be final.
- 30. The Chairperson shall have a casting vote in addition to his/her deliberative vote.

31. The following quorums apply:-
 - a) General Meetings:

The President or the Vice President; and the Secretary or the Treasurer; and 4 members of the Association.
 - b) Committee: 3.
32. If at any General Meeting other than the Annual General Meeting, there be no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding 14 days. If there is no quorum within 30 minutes of the time appointed for such adjourned meeting then the meeting shall lapse altogether. If at the Annual General Meeting there be no quorum within 30 minutes of the time appointed for the meeting, then the meeting may proceed despite the absence of quorum.
33. Only members present in person shall be entitled to vote.
34. The Committee shall carry out the administration and business of the Association as specified in this Constitution and Regulations. Action taken by the Committee under this clause shall not be subject to ratification by General Meetings.
35. The Committee in the absence of any constitutional clause or regulation to the contrary may make any decision on policy necessary for the continuance of the administration of the Association and subject to the decisions made at General Meetings exercise all the powers of the Association and to do all such acts and things as may be done by the Association.
36. The Committee may delegate any power or powers given to it under this Constitution according to the Regulations.
37. The Public Officer of the Association shall be appointed and shall carry out such duties as are specified in this Constitution and Regulations.
38. Copyright of all documents used by the Association thereof shall belong to and be vested in the Association.
39.
 - a) The Committee may at any time appoint such sub-committees as it may think fit and shall prescribe the powers and functions thereof.
 - b) The Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association but a person so co-opted is not entitled to vote.
40. Should any vacancy occur in the Committee of the Association other than in the normal course of elections, the Committee shall fill such vacancy from the members of the Association and such member duly elected shall hold office for the unexpired portion of his/her predecessor's term.

41. The Committee shall meet at no less than 6 times each year to conduct the business of the Association. The President, Vice President, or Secretary or TWO members of the Committee shall have the power to call a meeting of the Committee.
42. The President of the Association shall be the Chairperson of all Committee meetings. Should the President not be present then the Vice President shall act as Chairperson, if the Vice President is not present the Committee shall elect one of its members to take the chair.
43. The Chairperson at all Committee meetings shall have a casting vote in addition to a deliberative vote.
44. All members of the Committee shall be entitled to notice of meeting but the accidental omission to give any member, or the non-receipt by any member of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.
45. All acts or decisions done or made by any meeting of the Committee or any member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.
46. If the number of Committee members becomes less than the quorum, the remaining Committee members may meet to co-opt additional members to the Committee.

ELECTION OF THE COMMITTEE

47. The election for the members of the Committee shall be by ballot of the members present and voting thereon, held at the Annual General Meeting. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.
48. In the event of no nominations being received nominations may be called from the floor or appointed by the Committee.

Committee members - term of office

- a) The members of the Committee shall hold office from the conclusion of the Annual General Meeting at which they are elected to the conclusion of the next Annual General Meeting and are eligible for re-election at that Meeting.
- b) A vacancy in the office of a member of the Committee occurs if the member dies, ceases to be a member of the Association, resigns the office, becomes an insolvent under administration for the purposes of the Corporations Law, suffers from mental incapacity, is disqualified from office under the Associations Incorporation Act 1991, or is absent without the consent of the Committee from three consecutive meetings of the Committee

- c) If a vacancy in the office of a member of the Committee occurs, the Committee may fill the vacancy by appointing a member of the Association who shall hold office until the conclusion of the next Annual General Meeting.

FINANCE

49. The financial year shall be from 1st July to 30th June in any year.

Source of Funds

50. The funds of the Association may be derived only from membership fees, donations and such other sources as the Committee determines and only in accordance with the Associations Incorporation Act 1991.
51. The income and property of the Association however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.
52. True accounts shall be kept for:-
- a) of all sums of money received and expended by the Association and the matter in respect of which receipt of expenditure takes place; and
 - b) of the property, credits and liabilities of the Association.

And subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.

53. The Treasurer shall receive or cause to be received all moneys paid to the Association, pay or cause to be paid into the bank accounts of the Association, keep or cause to be kept the accounts of the Association and prepare the annual statement of accounts and balance sheet for submission to audit, and to the Annual General Meeting.
54. The Committee shall cause to be opened with such bank as the Committee selects a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer or other authorised persons as soon as possible after receipt thereof.
55. a) Once at least in each financial year of the Association, the accounts of the Association, shall be examined by the auditor.
- b) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
56. All cheques must be signed by any two persons authorised by the Committee.

TRUSTEES

57. a) Unless otherwise determined the members of the Committee of the Association for the time being shall be deemed to be the Trustees of the Association to hold any property real or personal belong to the Association.
- b) The duties and authority of the trustees shall be determined under regulations by the Committee to ensure the legal requirements and protect the legal interests of the Association.

REGULATIONS

58. The Committee shall make regulations not inconsistent with this Constitution covering, but without limiting the powers herein before contained, the following:
- a) Membership and Life membership,
- b) The imposition and quantum of membership fees,
- c) Service of notices,
- d) The appointment powers and duties of the Committee, and sub-committees and officers responsible to the Committee including employees of the Association,
- e) The disciplining of persons who have violated this Constitution or the Regulations made hereunder,
- f) The making of statements on behalf of the Association,
- g) Duties of specific members of the Committee.
59. Such regulations and any amendments thereto shall be subject to approval by 50% of the persons present and entitled to vote at an Annual General Meeting or any Special General Meeting called for that purpose.

BY LAWS

60. The Committee may from time to time make amend or repeal any by laws, not inconsistent with these rules for the internal management of the Association and any by law may be set aside by general meeting of members.

DOCUMENTS

61. The Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

Inspection of books

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

ALTERATION OF CONSTITUTION

62. The Constitution may only be altered by a special resolution. A resolution is special if it is passed by at least 75% of the members present at a General Meeting and at least 21 days notice of the Meeting and the intention to propose the resolution as a special resolution has been given to members of the Association.

COMMON SEAL

63. The Seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the words "COMMON SEAL". The Committee shall provide for the safe custody of the Common Seal.
64. The Common Seal of the Association shall not be affixed to any company except by the authority of the Committee and the affixing thereof will be attested by the signatures of two members of the Committee.

DISTRIBUTION OF SURPLUS ASSETS

65. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be given or distributed amongst the members of the Association but shall be given or transferred to some other Association which has been ruled by the Commissioner Taxation to be covered by item C3A in the First Schedule to the Sales Tax (Exemptions and Classifications) Act.

INTERPRETATION OF CONSTITUTION

66. Where this Constitution does not deal with a matter provided for in the model rules referred to in Section 15 Associations Incorporation Act 1991, it is to be read as if that matter has been provided for by virtue of the fact that it has not been dealt with.