

THE CATHAY COMMUNITY ASSOCIATION INC.

RULES

1. NAME

The name of the incorporated association is The Cathay Community Association Inc. (in these Rules called the "**Association**").

2. OBJECTS

The objects of the Association are to provide recreational, social and educational facilities, vocational and technical training, welfare and social services, and like services and facilities for the benefit and advancement of its members and the general community, specifically the Chinese community.

3. POWERS

The powers of the Association are:

- (a) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of these Rules;
- (b) in furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (c) to purchase, take on lease or in exchange, hire and otherwise acquire any land, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (d) to enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights privileges and concessions;
- (e) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workman and other persons as may be necessary or convenient for the purposes of the Association;
- (f) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in place or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (g) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (h) to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (i) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

- (j) in furtherance of the objects of the association to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (k) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (l) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (m) in furtherance of the objects of the Association 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;
- (n) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (o) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association, but subject always to the proviso in Rule 3(c);
- (p) to take such types by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (q) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (r) in furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association;
- (s) in furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (t) in furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (u) to make donations for patriotic, charitable or community purposes;
- (v) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (w) in furtherance of the objects of the Association to raise funds;
- (x) do anything whatsoever that a person not under any disability could do and which is lawful for a body corporate to do so; and
- (y) to do all such other things, necessary or convenient, as are incidental or conducive to the carrying out of its affairs or attainment of the objects and the exercise of the powers of the Association, provided that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Association would make it a trade union within the meaning of the *Trade Unions Act*.

4. CLASSES OF MEMBERS

4.1. The membership of the Association shall consist of the following classes of members:

(a) Ordinary Members

Ordinary Members shall have full rights and privileges of the Association, including the right to a voice and a vote at a general meeting or special general meeting of the Association and be eligible to become a member of the Management Committee of the Association.

(b) Associate Members

Associate Members shall have full rights and privileges of the Association, as with Ordinary Members, save the right to a voice and a vote at a general meeting or special general meeting, cannot nominate or second another person's application for membership and shall not be eligible to become a member of the Management Committee of the Association.

(c) Life Members

Life Members shall have full rights and privileges of the Association, as with Ordinary Members, save that Life Members shall pay a one-off membership fee as determined in accordance with these Rules

(d) Patrons

The Management Committee of the Association shall have the power to invite and appoint any person(s) they consider appropriate to the honour of being Patron(s) of the Association. Such appointments shall be subject to the approval by a majority of not less than two-thirds of the votes cast by the Management Committee of the Association at a committee meeting and shall not extend beyond the term of the appointing committee. No Patrons shall take part in the management of the Association or have the right to vote at any meeting of the Association.

4.2. The number of members in each class shall be unlimited.

4.3. Persons who have ceased to be Ordinary Members, Associate Members, Life Members or Patrons, in all respect, are not to be Members of the Association.

5. MEMBERSHIP

5.1. Every applicant for any class of membership of the Association must be:

- (a) over 18 years of age;
- (b) proposed by an Ordinary Member or Life Member of the Association (the "**proposer**"); and
- (c) seconded by another Ordinary Member or Life Member of the Association (the "**second**").

5.2. An application for membership must be:

- (a) in writing; and
- (b) signed by the applicant and the applicant's proposer and seconder; and
- (c) in such form as the Management Committee from time to time prescribes.

6. MEMBERSHIP FEES

The membership fee for each class of membership, other than a Patron shall be such sum, and payable in such manner, as the Management Committee may from time to time so determine.

7. ADMISSION AND REJECTION OF MEMBERS

- 7.1. At the next meeting of the Management Committee after receipt of any application and the fee applicable for the corresponding class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 7.2. Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 7.3. Any applicant who fails to receive a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall not be accepted as a member to the class of membership applied for.
- 7.4. Upon the acceptance or rejection of an application for any class of membership, the Secretary shall, as soon as practicable, give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP

- 8.1. A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice when it shall take effect on that later date.
- 8.2. Notwithstanding Rule 8.2, the resigning member shall remain liable for any membership fees and all arrears due and unpaid at the date of his resignation and for all other moneys due by that resigning member to the Association.
- 8.3. If a member:
 - (a) is convicted of an indictable offence;
 - (b) fails to comply with the provisions of these Rules; or
 - (c) conducts himself or herself in a manner considered to be injurious or prejudicial to the character and interests of the Association,

the Management Committee shall consider whether his or her membership or delegation shall be terminated.

- 8.4. In the case of an Ordinary Member or Life Member, the member concerned shall be given full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate his or her membership for reasons prescribed in Rule 8.3, the Management Committee shall instruct the Secretary to advise the member in writing accordingly.
- 8.5. In the case of an Ordinary Member or Associate Member, whose membership fees is in arrears for a period of two months or more, his or her membership shall be deemed to have been terminated on the date which is one year after the commencement of their last membership year, and the Secretary shall advise the member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1. A person whose application for membership has been rejected may within one month of receiving written notification thereof, lodge with the Secretary written notice of his or her intention to appeal against the decision of the Management Committee.
- 9.2. A member, other than an Associate Member or Patron, whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his or her intention to appeal against the decision of the Management Committee.
- 9.3. Notwithstanding Rules 9.1 and 9.2, a member, other than a Life Member or Patron, whose membership has been terminated by reason of Rule 8.5 is not entitled to appeal against the termination. His or her only recourse is to submit a further application for membership under Rule 5.

- 9.4. Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him or her of such notice, a general meeting to determine the appeal. At such a meeting, the applicant shall be given the opportunity to fully present his or her case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of all Ordinary Members and Life Members, except for the members whose membership is in determination, present at such meeting.
- 9.5. Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed under Rule 9.1 or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid as part of that member's application being the subject of the appeal.

10. REGISTER OF MEMBERS

- 10.1. The Management Committee shall keep a register of members to be kept in which shall be entered the names and postal addresses of all members admitted to membership of the Association and the date of their admission.
- 10.2. Particulars shall also be entered into the register of deaths, resignations, termination and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 10.3. The register shall be open for inspection at all reasonable times by any member who has previously applied to the Secretary for such inspection.

11. SECRETARY

- 11.1. If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure that a secretary is appointed or elected for the Association within 1 month of the vacancy. For clarity, in the case of a vacancy in the office of Secretary, and until such time as the appointment or election of the secretary under this Rule 11.1, the Treasurer shall be the interim officer as secretary for the Association.
- 11.2. The Secretary must be an individual residing in Queensland, or in another State within the Commonwealth of Australia but not more than 150 km from the Queensland border, who is an Ordinary Member or Life Member of the Association elected by the members at a general meeting as Secretary.
- 11.3. The Management Committee may resolve at a meeting of the Management Committee, by a vote of two-thirds majority of the members of the Management Committee, to remove the Association's Secretary. Notwithstanding his or her removal as the Association's Secretary under this Rule, the person shall remain a member of the Management Committee.
- 11.4. The office of Secretary shall become vacant if the person holding that office:
- (a) dies;
 - (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
 - (c) becomes a patient within the meaning of the *Mental Health Act 1974*; or
 - (d) is:
 - (i) convicted of an offence under the *Associations Incorporation Act 1981*; or
 - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine.
 - (iii) resigns office by writing under the person's hand addressed to the Management Committee of the Association;
 - (iv) ceases to be resident in Queensland, or in another State but not more than 150km from the Queensland border.

12. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 12.1. The Management Committee of the Association consists of a President, Treasurer, Secretary and any other member of the Association as the Ordinary or Life Members shall elect or appoint at a General Meeting, up to a maximum of 6 other members.
- 12.2. The Association may from time to time by ordinary resolution passed at a general meeting to increase or reduce the number of members of the Management Committee.
- 12.3. A person is not eligible for to be a member of the Association's Management Committee if:
- (a) the person has been convicted:
 - (i) on indictment; or
 - (ii) summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired;
 - (b) under the *Bankruptcy Act 1966* or the law of an external territory or another country, the person is an undischarged bankrupt; or
 - (c) the person has executed a deed of arrangement under the *Bankruptcy Act 1966*, Part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
 - (d) the person's creditors have accepted a composition under the *Bankruptcy Act 1966*, Part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition;
 - (e) is a patient within the meaning of the *Mental Health Act 1974*.
- 12.4. In this Rule 12:
"rehabilitation period" has the meaning given in the *Criminal Law (Rehabilitation Offenders) Act 1986*.
- 12.5. A member of the Management Committee must have been a member of the Association for at least two years.
- 12.6. The President, the Treasurer and the Secretary must have been a member of the Management Committee for at least one year.

13. ELECTING THE MANAGEMENT COMMITTEE

- 13.1. A member of the Management Committee may only be elected in accordance with this Rule 14, provided that the President, Treasurer and Secretary shall be elected in accordance with Rule 13.2:
- (a) Any 2 voting members may nominate another voting member (the "**candidate**") to serve as a member of the Management Committee;
 - (b) The nomination must be:
 - (i) in writing;
 - (ii) signed by the candidate and the 2 voting members who nominated him or her; and
 - (iii) given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held;
 - (c) Each voting member present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies;
 - (d) If, at the start of the general meeting, there are not enough candidates nominated, nomination may be taken from the floor of the meeting;

- (e) A list of candidates' name in alphabetical order, with the name of the voting members who nominated each candidate, must be posted in a conspicuous place in the office or the usual place of meeting of the Association for at least 7 days immediately preceding the Annual General Meeting; and
- (f) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each voting member present at the Annual General Meeting shall be entitled to vote for any member of such candidates not exceeding the number of vacancies.

13.2. The President, Treasurer and Secretary must only be elected in accordance with this Rule 13.2:

- (a) The President, Treasurer and Secretary must have been elected as members of the Management Committee in accordance with Rule 13.1; and
- (b) Immediately following the Annual General Meeting, the members of the Management Committee will meet to elect from their number the President, Treasurer and Secretary.

14. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

14.1. Any member of the Management Committee may resign from the membership of the Management Committee at any time by giving written notice to the Secretary, but such resignation shall take effect:

- (a) on the day and at the time the notice is received by the Secretary; or
- (b) if a later day is stated in the notice – the later day.

14.2. A member of the Management Committee will automatically have his or her membership of the Management Committee terminated, if he or she:

- (a) satisfies any of the criteria set out in Rule 12.3;
- (b) has been absent without permission of the Management Committee from 3 meetings of the Management Committee held since the last Annual General Meeting;
- (c) holds any office of profit under the Association;
- (d) ceases to be a member of the Association; or
- (e) dies.

14.3. A member of the Management Committee may be removed from office at a General Meeting of the Association if a majority of the voting members present at the meeting vote in favour of removing the member. Before a vote of the voting members is taken about removing the member from office, the member whose membership of the Management Committee is sought to be removed must be given a full and fair opportunity to show cause why he or she should not be removed from the Management Committee.

14.4. A member has no right of appeal against the member's removal from the Management Committee under this Rule 14.

15. VACANCIES OF MANAGEMENT COMMITTEE

15.1. If a vacancy happens on the Management Committee by reason of a member's resignation, removal or death, the continuing members of the Management Committee may appoint another voting member of the Association of at least 2 years standing to fill the vacancy until the next Annual General Meeting.

15.2. The continuing members of the Management Committee may act despite a vacancy on the Management Committee.

15.3. However, if the number of members of the Management Committee is less than the number fixed under these rules as a quorum of the Management Committee, the continuing members may act only to:

- (a) increase the number of Management Committee members to the number required for a quorum; or
- (b) call a general meeting of the Association.

16. FUNCTIONS OF A MANAGEMENT COMMITTEE

- 16.1. Except as otherwise provided by these Rules and subject to resolutions of the voting members of the Association carried at any General Meeting, the Management Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Articles and any matter relating to the Association on which these Articles are silent.
- 16.2. The Management Committee may exercise all the powers of the Association, including but not limited to:
- (a) borrow or raise or secure the payment of money in such manner as the voting members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligations of the Association, and to provide and pay off any such securities; and
 - (c) invest in such manner as the voting members of the Association may from time to time determine.

17. MEETINGS OF MANAGEMENT COMMITTEE

- 17.1. The Management Committee shall meet at least once every 3 months to exercise its functions.
- 17.2. A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 17.3. At a Management Committee meeting, more than 50% of the members elected or appointed to the Management Committee as at the close of the last General Meeting of the members shall constitute a quorum.
- 17.4. Subject as previously provided in this Article, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of vote, the question shall be deemed to be decided in the negative.
- 17.5. A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which one is interested, or any matter arising thereof, and if one does so vote the vote shall not be counted.
- 17.6. Not less than 7 days' notice shall be given by the Secretary to the members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 17.7. The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within 30 minutes after the time appointed for holding the meeting the members may choose one of their number to be Chairman of the meeting.
- 17.8. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

18. SUBCOMMITTEES AND ADVISORY BOARDS

- 18.1. The Management Committee may delegate any of its powers to a subcommittee consisting of:
- (a) 1 or more members of the Management Committee; and
 - (b) such members of the Association as the Management Committee thinks fit.
- 18.2. Any subcommittee so formed under Rule 18.1 may only exercise the delegated powers in the way the Management Committee decides.
- 18.3. A subcommittee must be chaired by a member of the Management Committee. If no such member is present within 30 minutes after the time appointed for holding the meeting, the members present may choose one of the members to chair the meeting.
- 18.4. A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 18.5. The Management Committee may appoint one or more advisory boards consisting of such member or members as the Management Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Management Committee and subject thereto shall have power to co-opt any member or members of the Association and all members of such advisory boards shall have one vote.

19. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 19.1. An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 19.2. Subsection (1) applies even if the act was performed when –
- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the management committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

20. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 20.1. A written resolution signed or accepted by each member of the Management Committee for the time being entitled to receive notice of a Management Committee meeting is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- 20.2. A resolution mentioned in Rule 20.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

21. ANNUAL GENERAL MEETINGS

Annual General Meeting must be held –

- (a) at least once each year; and
- (b) within 6 months after the end of the Association's previous financial year.

22. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- 22.1. The following business must be conducted at each annual general meeting:

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year⁹;
- (b) receiving the auditor's report on the financial affairs of the Association for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the management committee;
- (e) appointing an auditor.

22.2. Except for the purposes of Rules 21 and 22 herein, any reference in these rules to a "general meeting" shall be deemed to include an "annual general meeting".

23. NOTICE OF GENERAL MEETING

23.1. The Secretary may call a General Meeting of the Association.

23.2. The Secretary must give at least 14 days' notice of the meeting to each Association member.

23.3. The management committee may decide the way in which the notice must be given.

23.4. However, notice of the following meetings must be given in writing:

- (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the Management Committee; or
- (b) a meeting called to hear and decide a proposed special resolution of the Association.

23.5. A notice of a General Meeting must state the business to be conducted at the meeting.

24. SPECIAL GENERAL MEETING

24.1. The Secretary may call a special general meeting by giving each member notice of the meeting within 14 days after:

- (a) being directed to call the meeting by the Management Committee; or
- (b) being given a written request signed by-
 - (i) at least 33% of the members of the Association presently on the Management Committee; or
 - (ii) at least the number of voting members of the Association equal to double the number of members of the Association presently on the Management Committee plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the Management Committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.

24.2. A request mentioned in Rule 24.1(b) must state:

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

24.3. Except for the purposes of this rule 24, any reference in these rules to a "general meeting" shall be deemed to include a "special general meeting".

⁹ This statement is required to be prepared under the Associations Incorporation Act 1981, Section 59 (Audit and Statement).
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25. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 25.1. At a General Meeting the number of members of the Management Committee plus 1 shall become a quorum.
- 25.2. No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.
- 25.3. If a quorum is not present within 30 minutes after the time fixed for a General Meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- 25.4. If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Management Committee or the Association, the meeting is to be adjourned to –
- (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the Management Committee.
- 25.5. If at an adjourned meeting, a quorum under Rule 25.1 is not present within 30 minutes after the time fixed for the meeting, the voting members present being not less than 5, form a quorum.
- 25.6. The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 25.7. If a meeting is adjourned under Rule 25.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 25.8. The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 25.9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 25.10. In this rule –
- “**member**” includes a person attending as a proxy or representing a voting member.

26. PROCEDURE AT GENERAL MEETING

- 26.1. Subject to these rules, at each General Meeting:
- (a) the President or, if there is no president or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Secretary is to preside as chairperson; and
 - (b) if the Secretary is absent or unwilling to act as chairperson, the voting members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way; and
 - (d) each question, matter or resolution must be decided by a majority of votes of the voting members present; and
 - (e) each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
 - (f) a voting member is not entitled to vote at a General Meeting if the member’s annual subscription is in arrears by more than one month at the date of the meeting; and
 - (g) voting may be by a show of hands, unless at least 3 voting members present in person or by proxy, or the chairperson, demand a secret ballot; and
 - (h) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and

- (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- (j) a member may vote in person or by proxy or by attorney and:
 - (i) on a show of hands, each person present who is a voting member or a representative of a voting member has 1 vote; and
 - (ii) in a secret ballot, each voting member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- (k) an instrument appointing a proxy must be in writing and signed by the appointor or the appointor's attorney properly authorised in writing; and
- (l) a proxy may be a member of the Association or another person;
- (m) a proxy may only act as proxy for one person, except where the proxy is the President or Secretary, in which case the proxy may act as proxy for any number of persons.
- (n) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (o) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

The Cathay Community Association ("the Association")

I,.....of, being a member of the Association, appointof as my proxy to vote for me on my behalf at the (annual) general meeting of the

Association, to be held on theday of, and at any adjournment of the meeting.

*My proxy is authorised to vote in *favour of/*against the following resolution(s):*

Signed this.....day of

**Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate); and*

- (p) Each instrument appointing a proxy must be given to the Secretary at least 48 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (q) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting and General Meeting are entered into a minute book; and
- (r) The Secretary must ensure the minute book for each General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.

26.2. To ensure the accuracy of the minutes recorded under Rule 26.1(r):

- (a) the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy; and
- (b) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and
- (c) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.

27. BY LAWS

- 27.1. The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 27.2. A by-law may be set aside by a vote of members at a general meeting of the Association.

28. ALTERATION OF RULES

- 28.1. Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
- 28.2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

29. COMMON SEAL

- 29.1. The Management Committee must ensure the Association has a common seal.
- 29.2. The common seal must be:
- (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- 29.3. Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
- (a) the Secretary solely; or
 - (b) the President and another member of the Management Committee; or
 - (c) someone appointed by the Management Committee.

30. AUDITOR

- 30.1. An Auditor for the purposes of these rules must be either:
- (a) registered as an Auditor under the Corporations Law; or
 - (b) a member of CPA Australia or the Institute of Chartered Accountants in Australia.
- 30.2. An Auditor for the purposes of these rules must not be:
- (a) a member of the Management Committee;
 - (b) an employee of the Association; or
 - (c) a partner, employee or employer of a member of the Management Committee.

31. FUNDS AND ACCOUNTS

- 31.1. The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 31.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 31.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 31.4. All cheques must be signed by, and all electronic payments or transfers must be authorised by any 2 of the following:

- (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) another member of the Management Committee for the purpose.
- 31.5. Cheques other than cheques for wages, allowance or petty cash recoupment, must be crossed "not negotiable".
- 31.6. A petty cash account must be kept in accordance with best industry practice, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 31.7. All expenditure must be approved or ratified at a Management Committee meeting.
- 31.8. The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- (a) the income and expenditure for the financial year just ended;
 - (b) the Association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- 31.9. An Auditor must examine the statement prepared under Rule 31.8 and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 31.10. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers

32. DOCUMENTS

- 32.1. The Management Committee must ensure the safe custody of all books, documents, instruments of title and securities of the Association.
- 32.2. All records and accounts shall be open for inspection by the members, subject to any reasonable restrictions as to the time and manner of inspection which may be imposed by the Management Committee.

33. FINANCIAL YEAR

The financial year of the Association closes on 30 June in each year.

34. DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 2 such institution or institutions to be determined by the members of the Association.