

CONSTITUTION

1. Name

The name of the Association shall be "Australian Malaysian Singaporean Association Inc." (hereinafter called "the Association").

2. Objects

The Association is a non-profit making community organisation with the following objects:

- 2.1. To promote the legitimate interests and welfare of former residents of Malaysia and Singapore and their associates in the development of the community as a whole.
- 2.2. To promote friendly relationship and mutual assistance amongst members of the Association.
- 2.3. To promote understanding and co-operation with other associations with similar objects.
- 2.4. To acquire by purchase or otherwise land, buildings or premises in the interests of members.
- 2.5. To do all such things and perform such acts as the Executive Committee of the Association considers necessary or desirable in the attainment and furtherance of the Objects of the Association.

3. Membership

Membership of the Association shall consist of individuals and corporations who subscribe to the Objects of the Association and who agree to abide by the Rules and Regulations from time to time prescribed by the Association

Membership of the Association shall be classified as follows:

3.1. Ordinary Members

Former residents of Malaysia and Singapore and other approved individuals may apply to become Ordinary members of the Association

3.2. Family Members

Ordinary members may by application be classified as Family members which are to be held jointly by a member and the spouse of such member. For

the purpose of Clause 16, a Family membership shall be deemed to be held by two Ordinary members.

3.3. Youth Members

Children of Ordinary or Family members and other approved individuals under the age of 18 may be admitted as Youth Members of the Association.

3.4. Life Members

Ordinary members on the application and meeting subscriptions determined from time to time by the Executive Committee, may become Life Members. Once admitted, a Life Member shall not be required to meet further subscription to the Association.

3.5. Honorary Members

The Executive Committee by resolution, may invite suitable individuals to become Honorary Members of the Association. Honorary Members shall not be required to meet any subscription to the Association.

3.6. Patrons

Distinguished individuals may be appointed as Patrons to the Association at the recommendation of the Executive Committee and approved at a General Meeting of the members of the Association. A Patron shall cease to hold such position upon resignation or by special resolution of the members in a General Meeting.

3.7. Register of Members

A register shall be kept showing in respect of every member, the full name and address of the member, date of admission and class of membership. In the case of Corporate members, the name and title of a natural person to whom inquiries and correspondence is directed, and the address of the registered office as well as the principal place of business shall also be included.

3.8. Corporate Members

Corporations, whether incorporated or established in Australia or otherwise, may apply to become Corporate Members of the Association

4. Application for Membership

4.1. Application for membership on a prescribed form shall be duly signed and completed by the applicant, together with payment of a membership fee as determined from time to time by the Executive Committee of the Association.

4.2. Individuals and corporations in good standing shall be deemed suitable to apply for membership of the Association.

- 4.3. As soon as practicable after receipt of the written applications, the Executive Committee shall consider and determine either to accept or reject such application without having to assign any reason whatsoever.
- 4.4. Membership subscriptions for all classes of membership unless otherwise specifically exempted shall be payable annually and shall be such rate and at such time as the Executive Committee may from time to time determine.
- 4.5. Membership shall cease upon demise, resignation, expulsion or failure to pay outstanding membership subscription within three months after demand.

5. Member's Liability

Members of the Association shall have no liability to contribute towards the payments of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of an unpaid membership subscriptions.

6. Finance

- 6.1. The financial year of the Association shall commence 1 April and conclude on 31 March of each year.
- 6.2. The Association shall be funded by way of Entrance fees, Membership subscriptions, donations, gifts and from any other legitimate sources. The Association reserves the right to accept or reject any gift or donation.
- 6.3. The Association may establish Bank Accounts.
- 6.4. The President, a Vice President, the Hon. Secretary and the Hon. Treasurer shall be the signatories to any Bank Account established by the Association.
- 6.5. All monies received by the Association shall be banked into the Association's Bank Account promptly and receipts must be issued promptly.
- 6.6. All cheque payments in excess of \$200 shall be signed by any two (2) signatories referred to in Clause 6.4,
- 6.7. All accounts shall be presented for approval by the Executive Committee before payment.

7. Auditor

- 7.1. An Auditor shall be appointed at the Annual General Meeting. The Auditor shall examine all accounts, vouchers, receipts and books, etc. of the Association and furnish a report to members at the Annual General Meeting. Audits are to be conducted at regular intervals at the discretion of the Auditor.

- 7.2. The Auditor shall not be a member of the Committee or related to any member of the Committee.
- 7.3. Notice of Intention to nominate an Auditor to replace the current Auditor shall be received by the Hon. Secretary at least 14 days before the Annual General Meeting. The Hon. Secretary shall send a copy of the nomination to the current Auditor at least 7 days before the Meeting and if the Auditor so wishes, he may be heard at the meeting.
- 7.4. Should the current Auditor submit his resignation or notify the Hon. Secretary in writing of his intention not to seek re-appoint, para. 7.3 shall not apply.
- 7.5. Should the Auditor fail to audit the accounts as required in para. 7.1 herein without reasonable cause, the President shall report to the General Meeting, and the Meeting if sees fit may resolve to remove the Auditor from his office and appoint another with immediate effect.

8. Executive Committee

- 8.1. The Executive Committee ("Committee") of the Association shall consist of
 - i) President
 - ii) Up to 3 Vice Presidents
 - iii) The Hon. Secretary
 - iv) The Hon. Treasurer and
 - v) Up to 8 other Committee members
- 8.2. The Committee shall be elected annually at the Annual General Meeting.
- 8.3. Nominations for election to the Committee shall be in writing duly signed by the nominees, proposers and seconders. All nominations must be received by the Hon. Secretary at least seven days before the date of the Annual General Meeting.
- 8.4. Any member of the Committee absent for three consecutive Committee meetings without leave may be deemed to have vacated his office.
- 8.5. Any casual vacancy occurring amongst the Committee may be filled by the Committee and the person so appointed shall hold office for the unexpired term of such Committee member replaced.
- 8.6. The Committee may appoint or co-opt suitable members or any other individuals to undertake and organise such specific activities and programmes as the Committee may determine and on such terms or conditions as the Committee shall consider desirable. Such members or individuals shall conduct their business strictly in accordance with the directions of the Committee.
- 8.7. No member of the Committee shall be appointed to any salaried office of the Association or be paid fees, remunerations or other benefits in money's worth

excepting reimbursements of out-of-pocket expenses legitimately incurred at the instructions of the Committee.

8.8. The office of a member of the Committee shall become vacant:-

- i) upon his demise
- ii) upon his resignation in writing
- iii) upon becoming a bankrupt or mentally incapacitated
- iv) upon holding any office of profit under the Association
- v) upon directly or indirectly interested in any contract or proposed contract with the Association.
- vi) upon a special resolution passed by members present at a Special Meeting called for the purpose to remove him from the office.

9. Management

9.1. The Management of the Association shall be vested in the Committee which shall meet at least once in every two months.

9.2. The President may at any time and the Hon. Secretary upon requisition of any five members of the Committee shall convene a meeting of the Committee.

9.3. The President or in his absence of the Vice President nominated by the President shall chair all Committee meetings. In their absence, a chairman for that meeting maybe elected amongst members present at that meeting.

9.4. Matters considered at any meeting of the Committee shall be decided by a simple majority vote of those present. In case of equality of votes, the chairman of the meeting shall have a second or casting vote.

9.5. The Hon. Secretary shall issue notice for any Committee to be held and such notice shall include the agenda of the meeting and must be issued 7 days before the date of the meeting.

9.6. The continuing members of the Committee may act notwithstanding any vacancy or vacancies in the Committee, provided if the number of Committee members falls below the necessary quorum, the continuing member or members may only act to increase the number of members to satisfy quorum and to call a Special General Meeting to determine membership of the Committee and for no other purpose.

9.7. Custody of the Association's records shall be:

- i) The Hon. Secretary shall have custody of all legal and official records of the Association including the Common Seal, register of members and any document pertaining to membership and securities of the Association.
- ii) The Hon. Treasurer shall have custody of all books of accounts and documents pertaining to treasury functions including cheque books, receipt books, bank statements, invoices, records relating to expenses and expense claims and petty cash vouchers.

9.8. All books of accounts, documents register of members and securities of the Association shall be made available for inspection by any member of the Committee upon request at reasonable notice.

10. Minutes

The Committee shall cause minutes to be kept:-

- i) of all appointments of members of the Committee
- ii) of all names of members present at all meetings of the Association and of the Committee
- iii) of the proceedings at all meetings of the Association and of the Committee

Such minutes shall be signed by the chairman of the meeting at which the minutes were taken or by the chairman of the next succeeding meeting.

11. Annual General Meeting

The Annual General Meeting shall be held within three months from the end of AMSA's financial year, when the Annual Report and Audited Financial Statement of the Association shall be presented and Executive Committee elected.

12. Special General Meeting

12.1. Special General Meetings shall be convened by the Hon. Secretary as directed by the Committee or at the written requisition of at least twenty Ordinary members of the Association.

12.2. A Special General Meeting convened at the requisition of Ordinary members must be held within six weeks of the receipt by the Hon. Secretary of such requisition. At such Special General Meeting only matters raised in the requisition shall be considered.

13. Proceedings of General Meetings

13.1. The President and in his absence, a Vice President nominated by the President shall chair any General Meeting. In their absence, a chairman for the meeting shall be elected from amongst members present.

13.2. Should a quorum fail to be formed within 30 minutes from the time set down for the General Meeting, the Meeting shall be adjourned to fourteen days later at the same time and same venue. At such adjourned Meeting, quorum shall be deemed to be present after 30 minutes from the time stipulated for

the Meeting. No fresh matters apart from those Listed in the Agenda of the aborted Meeting shall be considered at the adjourned Meeting.

- 13.3. Matters considered at the General Meetings shall be determined by a simple majority of votes of those present, unless otherwise required in this Constitution. In case of equality of votes, the chairman shall have a second or casting vote. All Ordinary and Corporate Members shall be entitled to 1 vote. Corporate members may exercise their right to vote by its duly authorised representative, such written authority shall be lodged with the Hon. Secretary upon joining the Association or at least seven days before the date of the General Meeting.
- 13.4. A member or proxy is entitled to vote at a General Meeting only if all money due and payable by the member or proxy to the Association has been paid in full.

14. Quorum

- 14.1. The quorum of any Committee meeting shall be five members present at the meeting. A Committee meeting may be held at 2 or more venues using any technology that gives each of the Committee members a reasonable opportunity to participate.
- 14.2. The quorum for the transaction of business in any General Meeting is 30 members or 20% of financial members (whichever is the lesser) present in person or by proxy. For the purpose of determining the quorum, each member or proxy must be entitled under Clause 13.4 to vote at a General Meeting.

14A Proxies

- 14A.1 A member, who has paid all money due and payable from the member to the Association, is entitled to appoint another member as proxy to attend, speak and vote on the member's behalf at a General Meeting.
- 14A.2 A member who is entitled under clause 14A.1 to appoint a proxy must do so by:
- i) completing and signing the proxy form accompanying the notice of General Meeting; and
 - ii) sending the completed and signed proxy to the Hon Secretary to arrive no later than 48 hours before the time of the General Meeting for which the proxy is appointed.
- 14A.3 No member may hold more than 3 proxies at a General Meeting.

15. Notices of General Meeting

- 15.1. The Hon. Secretary shall give at least 21 days notice in writing of all General Meetings to members of the Association, denoting the time, the day, the venue and an agenda for the General Meeting indicating the general nature of the business to be transacted at that Meeting.
- 15.2. For the purposes of this Constitution, a notice may be given to a member:
- i) by delivering to the member personally; or
 - ii) by sending it by pre-paid post to the address provided by the member;
 - iii) by sending it by facsimile transmission to a number provided by the member ; or
 - iv) by sending it by electronic transmission to an electronic address provided by the member.
- 15.3. Unless the contrary is proved, a notice is taken to have been given in the following circumstances:
- i) in the case of a notice given personally, on the date when it is received by the member;
 - ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post;
 - iii) in the case of a facsimile transmission, on the date stated in the transmission report that the facsimile has been successfully transmitted;
 - iv) in the case of an electronic transmission, on the date it was successfully sent.

16. Membership Privileges

- 16.1. Ordinary and Life members shall enjoy all the privileges of membership of the Association including the right to vote, nominate and stand for any office of the Association.
- 16.2. Youth and Honorary members shall enjoy all the privileges of membership of the Association but shall not be entitled to vote, nominate and stand for any office of the Association.
- 16.3. Corporate members shall enjoy all the privileges of membership of the Association, including the right to vote. All natural persons who hold office, or are employed or associated with the Corporate member, and who are not an Ordinary or Family member shall enjoy the privileges of membership excluding the right to nominate and stand for any office of the Association, and the right to vote.

17. Expulsion of Members

A member may be expelled from membership of the Association by the Executive Committee, if in its opinion that the conduct of the member is such as to be detrimental to the best interests of the Association, provided:

- i) No decision to expel a member shall be made before the member has been given the opportunity of being heard by the Committee either in person or by writing, at the choice of the member.
- ii) Such expulsion shall not be effective unless it is confirmed by a simple majority of members present at a Special Meeting convened to consider the expulsion.
- iii) The special General Meeting must be convened within four weeks from the date of the determination by the Committee to expel the member.
- iv) At such Special General Meeting, the member whose expulsion is under consideration shall have the right to be heard by the Meeting either in person or by writing, at the choice of the member.
- v) Voting at such Special General Meeting shall be by secret ballot.
- vi) The Executive Committee may suspend such member from participation in the affairs of the Association until the Special General Meeting is held.

18. Public Officer

- 18.1.** The Committee shall ensure that a person is appointed as Public Officer.
- 18.2.** The first Public Officer shall be the person who completed the application for incorporation of the Association.
- 18.3.** The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and is a resident of New South Wales.
- 18.4.** The Public Officer shall be deemed to have vacated its position in the following circumstances:
 - i) death
 - ii) resignation
 - iii) removal by the Committee at a General Meeting
 - iv) bankruptcy or financial insolvency
 - v) mental illness
 - vi) residency outside of New South Wales
- 18.5.** When vacancy occurs in the position of Public Officer, the Committee shall within 14 days notify the Department of Business and Consumer Affairs by the prescribed forms in the following circumstances:
 - i) appointment - (within 14 days)
 - ii) a change of residential address - (within 14 days)
 - iii) a change in the Association's objects or rules - (within one month)
 - iv) a change in the membership of the Executive Committee - (within 14 days)
 - v) the Association's Financial Statement - (within 1 month of the A.G.M.)
 - vi) a change in the Association's Name - (within 1 month)

18.6. Service of documents on the Association is effected by serving on the Public Officer or by serving personally upon two members of the Executive Committee.

19. Common Seal

The Common Seal of the Association shall be kept in the custody of the Hon. Secretary and shall only be affixed to a document with the approval of the Committee and in the presence of at least another member of the Committee.

20. Insurance

The Association shall effect and maintain insurance as is required under the Association's Incorporation Act together with any such other insurances which may be required by law or as necessary by the Committee.

21. Amendment to the Constitution

21.1. This Constitution may only be amended by special resolution of members at an Annual General Meeting or Special General Meeting convened for such purposes.

21.2. Provided upon registration of the Association in New South Wales under the Charitable Collections Act 1934, the Minister for the Crown for the time being administering such Act shall be notified of the proposed amendment and such amendment shall have no effect unless and until the Minister has given his approval for such amendment.

22. Dissolution

22.1. The Association shall be dissolved upon special resolution of members present at a Special General Meeting convened to consider the dissolution of the Association.

22.2. Upon a resolution passed in accordance to Clause 22.1 herein, all assets and funds of the Association shall, after payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities as a simple majority of the voting members at the Special General Meeting shall decide.