

Rules of Chinese Welfare Services Of South Australia Incorporated

1. Name

The name of the incorporated association is “Chinese Welfare Services Of South Australia Incorporated”

2. Definitions

In these rules, unless the contrary intention appears:

“CWS” means the Chinese Welfare Services of South Australia Incorporated.

“Committee” means the Management Committee of CWS.

“meeting” means a meeting of members of CWS convened in accordance with these rules.

“member” means a member of CWS.

“Act” means the Associations Incorporation Act 1985 (South Australia)

3. Objects or purposes of CWS

The objects and purposes of CWS shall be:

- (i) To assist and support the settlement and social participation of and to provide cultural and linguistic appropriate services to meet the needs of migrants of Chinese descent.
- (ii) To act as advocate on behalf of the members of the Chinese community in South Australia so that their social welfare needs are met.
- (iii) To increase public awareness of the cultural heritage of the Chinese community in South Australia.
- (iv) To contribute to the development of public and government policy which affects the interests of the Chinese community in South Australia

4. Powers of CWS

CWS shall have all the powers conferred by section 25 of the Act and such modifications and exclusions as are specified in these rules;

- (i) CWS shall have the power to invest its funds in such manner as the Committee considers most beneficially secure for CWS.
- (ii) CWS shall not be involved in political activities.
- (iii) CWS will collaborate with other community activities.
- (iv) CWS will publish promotional materials and other cultural resources.

5. Membership

5.1 Types

- (i) Any natural person agreeing to abide by CWS Constitution and willing to pay the membership fee can apply for membership.
- (ii) Types of membership:
 - a. Individual membership.
 - b. Life membership
 - c. Honorary Life Membership –the committee may award no more than two (2) Honorary Life Memberships per year based on exemplary service to CWS.
- (iii) All members have equal voting rights at meetings.

5.2 Subscriptions

- (i) The subscription fees for membership shall be such sum determined by the committee and reviewed from time to time in general meetings.
- (ii) The subscription fees for membership shall be payable annually on the first day of July, or at such other time as the committee shall determine from time to time.
- (iii) Any member, whose subscription fee is outstanding for more than 30 days after the due date shall cease to be a member of CWS, provided always that the committee may reinstate such a person's membership on such terms as it sees fit.

5.3 Resignations

A member may resign from membership of CWS by giving notice to the Secretary or Public Officer of CWS. Membership fee is not refundable.

5.4 Expulsion of a member

- (i) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of CWS.
- (ii) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- (iii) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4(iv) below), cease to be a member 14 days after the committee has communicated its determination to the member.
- (iv) It shall be open to a member to appeal the expulsion to CWS at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of CWS within 14 days after the determination of the committee has been communicated to the member.

- (v) In the event of an appeal under 5.4(iv) above, the appellant's membership of CWS shall not be terminated unless the determination of the committee to expel the member is upheld by the members of CWS in general meeting after the appellant has been heard by the members of CWS, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of members

A register of members must be kept and contain:

- (i) the name and address of each member
- (ii) the date on which each member was admitted to CWS, and
- (iii) if applicable, the date of and reason(s) for termination of membership.

6. The committee

6.1 Powers and duties

- (i) The affairs of CWS shall be managed and controlled by a 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 CWS, and are not by the Act or by these rules required to be done by CWS in general meeting.
- (ii) The committee has the management and control of the funds and other property of CWS.
- (iii) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of CWS on which these rules are silent.
- (iv) The committee shall appoint a public officer as required by the Act.

6.2 Appointment

- (i) The committee shall comprise of a(1) president, two (2) vice presidents, a(1) secretary, a(1) treasurer and seven(7) committee members. CWS should settle on a workable number of office holders, and various titles may be used to describe them.
- (ii) The committee shall hold office for a term of two (2) years.
- (iii) Any member shall be eligible to stand for election if a member of CWS has nominated that person at least 14 days before the meeting by delivering the nomination of that person to the secretary of CWS. The nomination shall be signed by the proposer and by the nominee. (Nomination Forms should be sent out 4 Weeks before the AGM Date.)
- (iv) Notice of all persons seeking election to the committee shall be given to all members of CWS with the notice of AGM.
- (v) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next election of CWS and shall be eligible for election to the committee.
- (vi) The President shall not be re-elected for more than two (2) consecutive terms.
- (vii) Office bearers shall be elected among the committee at the first meeting after AGM.

6.3 Proceedings of committee

- (i) The committee shall meet for the dispatch of business monthly in any event no less than 10 (ten) times per calendar year.
- (ii) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.
- (iii) A quorum for a meeting of the committee shall be one half of the members plus one of the committee.
- (iv) Any committee member having a direct or indirect pecuniary interest or other interest in a matter involving CWS must immediately disclose it and immediately cease to hold office.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- (i) disqualified from being a committee member by the Act
- (ii) expelled as a member under these rules
- (iii) absent without apology from more than three(3) consecutive meetings.

7. The seal

- (i) The Service shall use a common seal upon which its corporate name shall appear in legible characters.
- (ii) The seal shall be used with the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of CWS. The affixing of the seal shall be witnessed by the president and the secretary.

8. General meetings

8.1 Annual general meetings

- (i) The committee shall call an annual general meeting in accordance with the Act and these rules.
- (ii) The annual general meeting shall be held within five (5) months of the end of its financial year.
- (iii) The order of the business at the meeting shall be:
 - (a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - (b) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
 - (c) the election of committee members to be held bi-annually
 - (d) the appointment of auditors (if required - see rule 11.5)
 - (e) any other business requiring consideration by CWS in general meeting.

8.2 Special general meeting

- (i) The committee may call a special general meeting of CWS at any time.
- (ii) Upon a requisition in writing of not less than 5%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of CWS, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (iii) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (iv) If a special general meeting is not convened within one month, as required by 8.2(ii) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists 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 CWS.

8.3 Notice of general meetings

- (i) Subject to 8.3(ii), at least 14 days' notice of any general meeting 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.
- (ii) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (iii) A notice may be given by CWS to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See rule 5.5.)
- (iv) Where a notice is sent by post:
 - (a) CWS is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - (b) unless the contrary is proved, CWS will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- (i) Ten members (a lesser or greater number may be appropriate depending upon the size of the membership) present personally shall constitute a quorum for the transaction of business at any general meeting.
- (ii) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the 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 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (iii) Subject to 8.4(iv), the president shall preside as chairperson at a general meeting of CWS.
 - (iv) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- (i) Subject to these rules, every member of CWS has only one vote at a meeting of CWS.
- (ii) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at the meeting.
- (iii) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6 Poll at general meetings

- (i) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (ii) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- (i) A special resolution is as defined in the Act. A clause can be included repeating the definition in section 3 of the Act.
- (ii) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

No member is entitled to appoint a proxy.

9. Minutes

- (i) Minutes of all proceedings of general meetings of CWS, and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (ii) The minutes kept pursuant to this rule must be confirmed by the members of CWS or the members of the committee (as relevant) at the next meeting.

- (iii) The minutes kept pursuant to this rule shall be signed by the president of the meeting at which the proceedings took place, or by the president of the next succeeding meeting at which the minutes are confirmed.
- (iv) 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 made at a meeting shall be deemed to be valid.

10. Dispute resolution

This rule provides for a procedure to settle disputes.

- (i) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - (a) a member and another member
 - (b) a member and CWS
- (ii) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (iii) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

11. Financial reporting

11.1 Financial year

This rule applies to all associations.

The financial year of CWS shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year. If CWS wants a different financial year the relevant dates should be inserted. Refer to section 3 of the Act for definition of 'financial year'.

11.2 Accounts to be kept

CWS shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of CWS in accordance with the Act.

11.3 Accounts and reports to be laid before members

This rule applies to a prescribed association. (It may be adopted for an association that is not prescribed)

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.4 Annual returns

Whenever required by the Act, the annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

11.5 Appointment of auditor

- (i) At each annual general meeting, the members shall appoint a person to be auditor of CWS.
- (ii) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. Prohibition against securing profits for members

The income and capital of CWS shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of CWS.

13. Winding up

CWS may be wound up in the manner provided for in the Act.

14. Application of surplus assets

- (i) If after the winding up of CWS there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. CWS may determine to distribute surplus assets to nominated charities.
- (ii) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15. Rules

These rules may be altered (including an alteration to CWS's name) by special resolution of the members of CWS. This includes rescission or replacement by substitute rules. The alteration shall be registered with the Office of Consumer and Business Affairs. The registered rules shall bind CWS and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Subject to any provision in these rules or a resolution to the contrary, an alteration to these rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of CWS which comes into force when registered by the Office of Consumer and Business Affairs.