



CONSTITUTION

This Constitution was amended at AGM 29/03/2015

COLOMBIA IN AUSTRALIA CULTURAL ASSOCIATION Inc
CONSTITUTION

CONSTITUTION

COLOMBIA IN AUSTRALIA CULTURAL ASSOCIATION Inc

PART 1 - PRELIMINARY

1. DEFINITIONS

(1) In this constitution:

- **the committee** (Board) means the management committee of the association elected by the association in general meeting.

- **ordinary committee (Board) member** means a member of the committee who is not an office bearer of the Association.

- **secretary** means:

a) the person holding office under this constitution as secretary of the Association, or

b) if no such person holds that office, the president of the association.

- **Special general meeting** means a general meeting of the association other than an annual general meeting.

- **the Act** means the Associations Incorporation Act 2009.

- **the Regulation** means the Associations Incorporation Regulation 2010

(2) In this constitution:

(a) a reference to function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provision of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART 2 - MEMBERSHIP

2. MEMBERSHIP GENERALLY

- (1) Only natural persons are eligible to be members of the association.
- (2) A person is taken to be a member of the Association if:
 - a) is a natural person,
 - b) has filled in the application for membership as per appendix 1 and it has been approved by the Committee and
 - c) has paid the membership fee as determined by the Committee.

3 CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the Association, or
- d) fails to pay the annual membership fee under clause 7 within three months after the fee is due.

4 TRANSFER OF MEMBERSHIP ENTITLEMENTS

Rights, privileges or obligations which a person has by reason of being a member of the Association:

- a) are not capable of being transferred or transmitted to another person, and
- b) terminate on cessation of the person's membership.

5 RESIGNATION OF MEMBERSHIP.

A member of the Association may resign from membership of the Association by giving written notice to the committee. The member ceases to be a member when the committee receives such notice.

6 REGISTER OF MEMBERS

- 1) the committee of the Association must establish and maintain a register of members of the association specifying name and postal & residential address of each person together with the date on which the person become a member.
- 2) The register of members must be kept in New South Wales at the main premises of the Association or at the Association's official address and must be available for inspection by any member of the association when reasonably requested.

7 MEMBERSHIP FEES.

- 1) Any member of the Association must pay any amount determined by the committee prior to becoming a member as per clause 2 (2) and then annually before the end of the year.
- 2) Any new member of the association is deemed to remain a member of the association until the 31st of December of the following year, and renewals will last until the 31st of that year.

8 MEMBERS LIABILITIES.

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The liability of a member of the association to contribute towards the payment of 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, if any, unpaid by the member in respect of membership of the association as required by clause 7

9. DISCIPLINING OF MEMBERS.

The committee may discipline a member of the association if the member

- a) has refused or neglected to comply with a provision or provisions of this constitution, or
- b) has wilfully acted in a manner prejudicial to the interests of the association.

The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

If the committee expels or suspends a member, the secretary must, within 7 working days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 10.

The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 10, whichever is the later.

10. RIGHT OF APPEAL OF DISCIPLINED MEMBER.

(1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 working days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the association convened under subclause (3):

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the association.

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PART 3 – THE COMMITTEE

11 POWERS OF THE COMMITTEE

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

12. COMPOSITION AND MEMBERSHIP OF COMMITTEE

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least five ordinary committee members.
- (2) The total number of committee members is to be nine.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to two offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) As members of the Committee a maximum of two (2) people can be elected, if they are related up to a fourth grade of consanguinity and/or third grade of affinity, to fill the required positions or vacancies.

13. ELECTION OF COMMITTEE MEMBERS

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members must be made and delivered to the secretary of the Association any time prior to the holding of the AGM at which the election is to take place.
 - (1A) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected, and any vacant positions remaining on the committee are taken to be casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

14. Secretary

- (1) It is the duty of the secretary to keep minutes of:

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- (a) the names of members of the committee present at a committee meeting or a general meeting, and
 - (b) all proceedings at committee meetings and general meetings.
- (2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

16. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if a member:
- (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the knowledge of the committee from three consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

17. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

18. Committee meetings and quorum

- (1) The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.

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- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the committee (at least one of them being an office bearer) constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

19. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

20. Voting and decisions

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- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 18 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4 – GENERAL MEETINGS

21. Annual general meetings – holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

22. Annual general meetings - calling of and business

- (1) The annual general meeting of the association is, subject to the Act and to clause 21, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

23. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

24. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each

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member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 22 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25. Quorum for general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) Twelve members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10% of the members entitled to vote) are to constitute a quorum.

26. Presiding member

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

27. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of decisions

(1) A question arising at a general meeting of the association is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

29. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

Note: Section 39 of the Act reads:

39 Voting on special resolutions

(1) A resolution is passed by an association as a *special resolution*:

(a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or

(b) in a postal ballot conducted by the association, or

(c) in such other manner as the Director-General may direct, if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

(2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

(3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.

(4) A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

30. Voting

(1) On any question arising at a general meeting of the association a member has one vote only.

(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

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(3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

(4) A member is not entitled to vote at any general meeting of the association if the member is under 12 years of age.

31. Proxy votes.

(1) Proxy voting is allowed at or in respect of a general meeting. Any member of The Association entitled to vote can take one and no more than one proxy.

(2) Any proxies must be presented to the secretary previous to commencement of The General Meeting in the form as per appendix 2 or similar.

(3) Proxi votes have to comply with Item 30, clauses (3) and (4).

(4) Proxies are not transferable to adjourned General Meetings.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

32. Postal ballots

(1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 10).

(2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 5 - MISCELLANEOUS

33. Insurance

The association may effect and maintain insurance.

34. Funds - source

(1) The funds of the association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

35. Funds - management

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee of the association, being members authorised to do so by the committee.

36. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

37. Custody of books etc

Except as otherwise provided by this constitution, the committee must keep in their custody or under their control all records, books and other documents relating to the association.

38. Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

(a) records, books and other financial documents of the association,

(b) this constitution,

(c) minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

39. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the

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notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) 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, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

40. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31st of December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

41. Wounding up the Association

- 1. The committee may convene a special general meeting as per clause 23 (1)
- 2. The only business of that meeting will be:
 - a) closing down the Association, and
 - b) selecting any Australian or Colombian non for profit organizations to be recipients of any funds left after paying all liabilities.

This Constitution of The Colombia in Australia Cultural Association includes changes approved by members of the Association at Annual General Meeting 07/04/2013.

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Appendix 1

(Part2, Item 2, Clause (2, b))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION
COLOMBIA IN AUSTRALIA CULTURAL ASSOCIATION Inc

Name of Applicant.....

Address.....

Phone Numbers (Work)Home.....

Prefered method to deliver notices

Post.

Email

Both

Occupation.....

hereby apply to become a member of the above named incorporated
Association. In the event of my admission as a member, I agree to be bound by
the constitution of the association for the time being in force.

Signature of applicant.....

Date.....

For use of committee.

Approved date.....

Minutes No

Member No.....

President signature

Secretary signature

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Appendix 2.
Part 5, Item 31, Clause (2)

PROXY

I, *(full name)* of *(address)* being a member of the Colombia in Australia Cultural Association hereby authorize *(name)* to represent me and vote on my behalf on all matters of the General Meeting of the Colombia in Australia Association to be held on *(date of General Meeting)*.

Signature

Date