

BHUTANESE
ASSOCIATION IN
SOUTH AUSTRALIA
INC.

CONSTITUTION

25th Oct 2009

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PREAMBLE

Cognizant of the need to create an inclusive organization for Bhutanese resettled in South Australia;

Bearing in mind the trauma and turbulence that each member of the community has passed through, prior to resettlement;

Recognizing the responsibility to support Bhutanese citizens in their endeavour to defend human rights and to establish and enjoy genuine democracy and peace;

Considering the fact that the convergence of individual energy can culminate into a potent force, which when well harnessed, can greatly benefit the community;

Resolved to work collectively, in good faith, for the greater good of the community;

WE, the People originating from Bhutan, resettled in South Australia, agree after meeting in Adelaide, on this TWENTY FIFTH OF OCTOBER TWO THOUSAND AND NINE TO ADOPT, ENACT AND GIVE TO OUR ASSOCIATION THIS CONSTITUTION.

ARTICLE – I

1. NAME

- 1.1 The name of the incorporated association is called the Bhutanese Association in South Australia, herein after referred to as BASA.
- 1.2 The Association shall be Inclusive, Non-Profit, Non-Governmental and Non-Partisan.
- 1.3 The Head office shall be located at Adelaide in South Australia.
- 1.4 As per the circumstance and need, chapters and sub-offices shall be established in other locations.

ARTICLE – II

2. DEFINITIONS

- 2.1 ‘Act’ means the Association Incorporation Act 1985.
- 2.2 ‘Association’ means the Bhutanese Association in South Australia.
- 2.3 ‘Constitution’ means the Constitution of Association.
- 2.4 ‘Council’ means the Apex Council as defined under ARTICLE VI.6.
- 2.5 ‘Inclusive’ means the inclusion based principle on which the Council shall be constituted, where the voting members from each distinctive community/caste shall elect two members (one female and one male from their own community/caste) to be sent to the Council as their representatives.
- 2.6 ‘Member’ means a member of the Association.
- 2.7 ‘Months’ mean a calendar month.
- 2.8 ‘Internal Rules’ mean rules adopted and enacted by the Association for internal administration.

ARTICLE – III

3. AIMS AND OBJECTIVES

- 3.1 To work collectively, in good faith, to provide the members with wide ranging services and security, and to help realize all-round progress and prosperity.
- 3.2 To encourage each member to understand and imbibe the Constitution of Australia.
- 3.3 To support the promotion and protection of human rights of Bhutanese people, both living within and outside Bhutan, in accordance with the UN General Assembly Resolution 53/144 of 9 December 1998.
- 3.4 To protect, promote and preserve diverse culture, language and heritage prevalent in the community and to strive for world peace.
- 3.5 To inculcate better socio-cultural, ethical, pluralistic and democratic values; sense of responsibility and accountability and civic sense in children, youth and adult members.
- 3.6 To enhance better understanding, tolerance, mutual respect, amity and unity amongst members of the community.
- 3.7 To promote and develop cross cultural bonding and good relationships with the broader Australian communities and institutions, and participate in environmental conservation activities.
- 3.8 To materialize necessary social and emotional support to aged people and people with disabilities.
- 3.9 To eliminate all forms of discrimination against women in the community and to promote equality of rights of women and men.
- 3.10 To provide services and support to student and youth members to achieve excellence in the field of education and vocation, and to assist members to find suitable and sustainable employment.
- 3.11 To inform, educate and empower members by organizing appropriate trainings, workshops and seminars on varied issues and topics.
- 3.12 To promote and facilitate the settlement of Bhutanese in South Australia and continuously support their transition and integration in the mainstream Australian society.

ARTICLE –I V

4. MEMBERSHIPS

- 4.1 Any Bhutanese settled in South Australia who supports, upholds and abides by the Constitution of Association and provides cooperation and support for the realization of its aims shall be eligible for membership.
- 4.2 TYPES
 - 4.2.1 There shall be three types of membership as described in Sub-Article 4.2.2, 4.2.3 and 4.2.4.
 - 4.2.2 VOTING MEMBER

Any Bhutanese settled in Australia over the age of 18 years shall be eligible for membership, as voting member. Any non-Bhutanese married to Bhutanese shall be eligible for membership.

4.2.3 MEMBER-IN-FORMATION

Bhutanese settled in Australia, who are below 18 years of age, as non-voting members.

4.2.4 HONORARY MEMBERSHIP

The Council shall grant honorary membership, to any person of eminence, who supports and upholds the aims and aspirations of the Association.

4.3 SUBSCRIPTIONS

4.3.1 The subscription fees for membership shall be such amount as determined from time to time by the annual general meeting.

4.3.2 The subscription fees shall be paid by voting member and be payable annually on 1 July.

4.3.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association. The Council shall review such a person's membership and may reinstate on terms as it thinks fit.

4.4 RESIGNATIONS

A member may resign from membership of the Association by giving written notice thereof to the Secretary of the Association. Any member so resigning shall be liable for any outstanding subscriptions and assets of association, which may be recovered as a debt due to the Association.

4.5 EXPULSION OF MEMBER

Member shall be expelled from the Association in accordance with the provision in the Internal Rules.

4.6 REGISTER OF MEMBER

A register of members shall be maintained and shall contain name and address of each member, date on which each member was admitted to the Association and the date of and reason(s) for termination of membership.

ARTICLE – V

5. POWERS

5.1 The Association shall have all the powers conferred by Section 25 of the Act and other rules adopted and enacted by the Association in accordance with the Act.

5.2 The Association shall invest its funds in such manner as the Council considers the most beneficial to the financial security of the Association.

ARTICLE – VI

6. THE APEX COUNCIL

6.1 Apex Council shall be inclusive, consisting of members, one female and one male from each distinctive community/caste, elected by voting members from respective community/caste.

6.2 Chairperson shall be the head of the Council.

- 6.3 Vice Chairperson shall discharge the duties of Chairperson in her/his absence or unavailability.
- 6.4 Secretary shall perform all the administrative function relating to the Association.
- 6.5 Treasury shall perform all the financial function relating to the Association.
- 6.6 Any new member or members originating from Bhutan, belonging to distinctive community/caste from northern, southern or eastern Bhutan, coming for settlement in Australia and not represented in the Association shall be encouraged to become member representative of the Council.
- 6.7 The Council shall be the highest body to institute nominated committees and bodies, and to formulate and approve plans, programs and policies, aided by the Executive Committee and the Members.
- 6.8 The Council shall monitor and review the programs, actions and activities undertaken by all nominated bodies and propose change, when felt for.

ARTICLE – VII

7. PROCEEDINGS OF THE COUNCIL

- 7.1 The Council shall meet together for the dispatch of business at least (4) four times a year.
- 7.2 The Chairperson or one third members of the Council may call the meeting.
- 7.3 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- 7.4 The quorum for the meeting shall be two third of the current members of the Council.
- 7.5 As required by the Act, a member of the committee having direct or indirect interest in a contract or proposed contract or any matter from which s/he may accrue benefit shall disclose that interest and shall not vote vis-à-vis that contract.

ARTICLE – VIII

8. DISQUALIFICATION OF COUNCIL MEMBERS

- 8.1 Disqualified from being a council member by the Act.
- 8.2 Expelled as a member under the rules adopted and enacted by the Association.
- 8.3 Permanently incapacitated by ill health.
- 8.4 Absent without apology for more than two meetings in a financial year.

ARTICLE – IX

9. THE SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorization of the Council, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Secretary.

ARTICLE – X

10. GENERAL MEETING

10.1 ANNUAL GENERAL MEETING

- 10.1.1 The Council shall call an annual general meeting in accordance with the Act and the internal rules.
- 10.1.2 The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- 10.1.3 The order of the business at the meeting shall be:
 - i. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting,
 - ii. the consideration of the accounts, reports and plans of the council and the auditor's report,
 - iii. the election of Council members (when required),
 - iv. the appointment of auditors and
 - v. any other business requiring consideration by the Association in general meeting.

10.2 SPECIAL GENERAL MEETING

- 10.2.1 The Council may call a special general meeting of the Association at any time.
- 10.2.2 Upon a requisition in writing of not less than five (5%) percent of the total number of members of the Association, the Council shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 10.2.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 10.2.4 If a special general meeting is not convened within one month, as required by 11.2.2 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 nearly as practical as a meeting convened by the Council, and for this purpose the Council 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 the Association.

10.3 NOTICE OF GENERAL MEETING

- 10.3.1 Subject to 11.3.2, 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.
- 10.3.2 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.

- 10.3.3 A notice may be given by the association 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.
- 10.3.4 Where a notice is sent by post the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice and unless the contrary is proved, service 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.

10.4 PROCEEDINGS OF GENERAL MEETINGS

- 10.4.1 Twenty five members present personally or by proxy (subject to 11.8) shall constitute a quorum for the transaction of business at any general meeting.
- 10.4.2 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.
- 10.4.3 Subject to 11.4.4, the chairperson shall preside as chairperson at a general meeting of the association.
- 10.4.4 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.

10.5 VOTING AT GENERAL MEETINGS

- 10.5.1 Every voting member of the Association shall have one vote at a meeting of the association.
- 10.5.2 Question for decision at a general meeting, other than a special resolution, shall be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 10.5.3 Unless a poll is demanded by at least twenty five members, a question for decision at a general meeting must be determined by a show of hands.

10.6 POLL AT GENERAL MEETINGS

- 10.6.1 If a poll is demanded by at least twenty 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.
- 10.6.2 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.

10.7 SPECIAL AND ORDINARY RESOLUTIONS

- 10.7.1 A special resolution is a resolution passed by a majority not less than two third of the members.

10.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

10.8 PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be her/his proxy, and attend and vote at any general meeting of the Association.

ARTICLE – XI

11. MINUTES

- 11.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Council, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 11.2 The minutes kept shall be confirmed by the members of the Association or the members of the Council at a subsequent meeting.
- 11.3 The minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 11.4 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.

ARTICLE – XII

12. DISPUTE RESOLUTION

Dispute resolution shall be done in accordance with provision in the Internal Rules.

ARTICLE – XIII

13. FINANCIAL REPORTING

13.1 FINANCIAL YEAR

The financial year of the Association shall be a period of 12 months commencing on 1 July of each year and ending on 30 June of following year.

13.2 ACCOUNTS TO BE KEPT

Accounting records shall be maintained and retained so as to record and explain the financial transactions and financial position of the Association in accordance with the Act.

13.3 APPOINTMENT OF AUDITOR

Each annual general meeting shall appoint a person to be auditor of the Association. S/he shall serve for one term and be eligible for re-appointment. If no appointment is made during the annual general meeting, the Council shall appoint an auditor for the current financial year.

ARTICLE – XIV

14. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its aims and objectives. No portion shall be paid or distributed directly or indirectly to members or their associates. Bona fide remuneration shall be paid to member(s) for services rendered or expenses incurred on behalf of the Association.

ARTICLE – XV

15. WINDING UP

The Association may be wound up in the manner provided for in the Act.

ARTICLE – XVI

16. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains ‘surplus assets’ as defined in the Act, such surplus assets shall be distributed to any organization which has similar aims and has rules which prohibit the distribution of its assets and income to its members. The Association shall determine to distribute surplus assets to nominated charities. Such organization(s) shall be identified and determined by a resolution of members in general meeting.

ARTICLE – XVII

17. INTERNAL RULES

Internal Rules shall be adopted and enacted in consistence to the Act and registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, which shall bind the association 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.

ARTICLE – XVIII

18. AMENDMENT OF CONSTITUTION

- 18.1 Besides its basic characteristics, the Constitution of the association shall be flexible and amendments shall be effected if and when required, in consistence to the Act.
- 18.2 A request for constitutional amendment shall be supported in writing by at least one third of voting members of the Association.
- 18.3 The issue of amendment shall be deliberated by the voting members prior to an Amendment Convention (an extraordinary convention) where the amendment shall be tabled and voted.
- 18.4 The amendment voted and supported by two thirds of voting members of Association shall be deemed effected.