

(NAME OF
THE
ASSOCIATIO
N) INC.

CONSTITUTION

Date:.....

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PREAMBLE

Cognizant of the need to create an inclusive national organisation for Bhutanese resettled in Australia;

Bearing in mind the social responsibility, community needs and obligation as citizen to contribute towards progress of this nation;

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 and nation;

WE, the executives from the community organisations of the people originating from Bhutan, resettled in Australia, agree after meeting in Adelaide, on this TWELFTH DAY OF MAY TWO THOUSAND AND EIGHTEEN TO ADOPT, ENACT AND GIVE TO OUR ASSOCIATION THIS CONSTITUTION.

ARTICLE – I: NAME

- 1.1 The name of the incorporated association is _____, herein after referred to as _____.
- 1.2 The Association shall be Inclusive, not-for-profit, non-Governmental, non-religious, apolitical and non-partisan.
- 1.3 The Head office of the Association shall be located at Adelaide in South Australia.
- 1.4 The community organisations listed in the Annex, from across the states and territories, shall represent the Association in those states and territories.

ARTICLE – II: DEFINITIONS

- 2.1 ‘Act’ means the Association Incorporation Act 1985.
- 2.2 ‘Association’ means the _____.
- 2.3 ‘Constitution’ means the Constitution of Association.
- 2.4 ‘Council’ means the Advisory Council as defined under ARTICLE VI.
- 2.5 ‘Inclusive’ means the inclusion-based principle on which the Board shall be constituted, where all states shall have at least one representative to the Executive Board.
- 2.6 ‘Board’ means Executive Board and shall consist of President, General Secretary, Treasure, Public Officer and chairpersons/presidents of the member organisations.
- 2.7 ‘Months’ mean a calendar month.
- 2.8 ‘Internal Rules’ mean rules adopted and enacted by the Association for internal administration.

ARTICLE – III: PURPOSE, AIMS AND OBJECTIVES

- 3.1 To work collectively, in good faith, to provide the Bhutanese community 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.
- 3.4 To protect, promote and preserve diverse culture, language and heritage prevalent in the community.
- 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 prevalent in the community and to promote equality.

- 3.10 To provide services and support to youngsters to achieve excellence in the field of education and vocation.
- 3.11 To inform, educate and empower community members on varied topics through trainings, workshops and seminars on varied issues and topics.
- 3.12 To promote and facilitate the settlement of Bhutanese in Australia and continuously support their transition and integration in the mainstream Australian society.
- 3.13 To advocate at the federal and state level, on issues concerning to the Bhutanese community members, and lobby for support and intervention to address those challenges.

ARTICLE –I V: MEMBERSHIPS

4.1 FOUNDING MEMBERS

- 4.1.1 Community organisations formed by Bhutanese at the state levels shall be the founding members of this Association. The organisations listed in the annex shall be the founding members of the Association.
- 4.1.2 Any new community organisations representing the Bhutanese communities in Australia can apply for membership of the Association. Three-fourth members of the existing Board must accept, to be endorsed by general meeting, for the applicant to be member of the Association and have voting rights.

4.2 TYPES OF MEMBERSHIP

- 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

President or equivalent, vice president or equivalent, secretary or equivalent, treasurer or equivalent and treasurer or equivalent of the member organisations shall be the voting members of the Association.

4.2.3 FOUNDING MEMBER

Bhutanese community organisations from states and territories endorsing this constitution at the time of formation of this Association shall be the founding members. These members are listed in the Annex

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. They shall have no voting rights.

4.3 RESIGNATIONS

Any member organisation can withdraw 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 assets of Association, which may be recovered as a debt due to the

Association. Following resignation, rights to vote, attend general meeting and Board meeting of the members representing the resigning organisation shall lapse.

4.4 EXPULSION OF MEMBER

- 4.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, Board shall have the power to expel a member from the Association upon a charge of misconduct detrimental to the interest of the Association. The expulsion shall need agreement by three-fourth of the Board members, and shall need endorsement at General Meeting.
- 4.4.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- 4.4.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 4.4.3. below), cease to be a member 14 days after the Board has communicated its determination to the member.
- 4.4.4 It shall be open to the member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the General Secretary or Public Officer of the Association within 30 days after the determination of the Board has been communicated to the member.
- 4.4.5 In the event of an appeal under 4.4.3. above, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.
- 4.4.6 The expulsion shall remain void if the general meeting, upon hearing from the appellant, determines to reject the decision of the Board to expel the member.

4.5 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: 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 it considers the most beneficial to the financial security of the Association.
- 5.3 The affairs of the Association shall be managed and controlled by the Board 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 the association, and are not by the Act or by these rules required to be done by the Association in general meeting.

ARTICLE – VI: THE ADVISORY COUNCIL

- 6.1 Advisory Council shall be the apex body to provide constructive advice and guidance to the Board of the Association. It shall consist of six prominent members of the Bhutanese community, three females and three males – nominated by the Board in consultation with member organisations.
- 6.2 Chairperson of the Association shall be the member default of the Council, in addition to its six members.
- 6.3 Council shall elect its Chairperson from among its members.
- 6.4 Member named by Chairperson shall discharge the duties of Chairperson in her/his absence or unavailability.
- 6.5 There shall not be any specific term for the Council members. Duration of each member to serve in the Council shall be determined by the Board.

ARTICLE VII: EXECUTIVE

7.1 EXECUTIVE BOARD

- 7.1.1 The Board shall be comprised of president, general secretary and treasurer, not to be from same state or territory, elected by voting members of the Association and chairperson/presidents of the member organisations. The presidents of the member organisations shall be members of the Board.
- 7.1.2. President shall, in consultation with Board members, appoint public officer, who shall serve for four-year term, at least, except early resignation.
- 7.1.3 Public Officer shall be the spokesperson of the Association.
- 7.1.4 Public Officer shall not have authority to take any decision, other than carrying out administrative works, in case of early dissolution of the Board, due to resignation or death of President or dissolution decision taken by two-third of the Board members.
- 7.1.5 The term of the Board shall be four years unless two-third Board members agreeing to call an early election.
- 7.1.6 President shall be the head of the Board as well as of the Association.
- 7.1.7 An individual shall not serve in the capacity of President for more than two-consecutive terms.
- 7.1.8 Secretary shall perform all the administrative function relating to the Association.
- 7.1.9 Treasury shall perform all the financial function relating to the Association.
- 7.1.10 The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objectives and spirits of the Association.
- 7.1.11 The power to interpret this Constitution and any other matter relating to the affairs of the Association, shall rest with the Board.
- 7.1.12 A Board member shall be a natural person.

7.2 PROCEEDINGS OF BOARD

- 7.2.1 The Board shall meet, for the dispatch of business at least once in two-months and whenever required.
- 7.2.2 The President or one-third members of the Board may call the meeting.

- 7.2.3 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the President shall have the deciding vote.
- 7.2.4 The quorum for the meeting shall be two third of the current members of the Board.
- 7.2.5 As required by the Act, a member of the board 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.

7.3 ELECTION OF THE BOARD

- 7.3.1 Election Committee shall be constituted for the purpose of electing the members of the Board.
- 7.3.2 The Election Committee shall have three-members, with at least a female.
- 7.3.3 The Board shall appoint the Committee members, before announcing the dissolution.
- 7.3.4 The Election shall be held within 60 days of the dissolution of the Board.
- 7.3.5 Candidates contesting for the post of President, General Secretary and Treasurer of the Board shall need endorsement of state's member-organisation. Member Organisation's president or equivalent shall communicate this endorsement to the election committee.
- 7.3.6 Five executives of the member organisations – president or equivalent, vice-president or equivalent, secretary or equivalent, treasurer or equivalent and public officer or equivalent – shall have the voting rights.
- 7.3.7 Voting must be in person – not through proxies. Election Committee shall arrange alternatives if voter is not able to cast vote in person.

ARTICLE – VIII: DISQUALIFICATION OF BOARD 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 though general meeting.
- 8.3 Permanently incapacitated by ill health.
- 8.4 Absent without apology for more than five meetings in a financial year and approved by the majority of the existing Board members.

ARTICLE – IX: 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 Board, and every use of the seal shall be recorded in the minute book of the Association. The Secretary shall witness the affixing of the seal.

ARTICLE – X: GENERAL MEETING

10.1 GENERAL MEETING

- 10.1.1 The Board shall call general meeting in accordance with the Act and the internal rules.
- 10.1.2 The general meeting shall be held every 24 months.
- 10.1.3 The order of the business at the meeting shall be:
- i. The confirmation of the minutes of the previous general meeting and of any special general meeting held since the meeting,

- ii. The consideration of the accounts, reports and plans of the Board and the auditor's report,
- iii. Election of the Board in every second general meeting
- iv. Review of the conduct of the Board since last general meeting
- v. Any other business requiring consideration by the Association in general meeting.

10.2 SPECIAL GENERAL MEETING

- 10.2.1 The Board may call a special general meeting of the Association at any time.
- 10.2.2 Upon a requisition in writing of not less than twenty (20%) per cent of the total number of members of the Association, the Board 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.

10.3 NOTICE OF GENERAL MEETING

- 10.3.1 Board shall serve the notice of the general meeting to its members, through its member organisation at least 45 days before the proposed date. 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 30 days prior to the date of the meeting.
- 10.3.3 A notice shall be given by the Association to all members by serving the member with the notice personally, or by sending it by post or electronic means to the contact details appearing in the register of members.

10.4 PROCEEDINGS OF GENERAL MEETINGS

- 10.4.1 Fifty per cent members present personally or by proxy (subject to 10.7) shall constitute a quorum for the transaction of business at any general meeting.
- 10.4.2 The President of the Association shall preside as chair of the general meeting.
- 10.4.4 In absence of the chairperson, the general meeting shall appoint, in consensus, a member to chair the general meeting.

10.5 VOTING AT GENERAL MEETINGS

- 10.5.1 Every voting member of the Association shall have one vote at the general meeting of the association.
- 10.5.2 Question for decision at a general meeting, other than a special resolution, shall be determined by 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 per cent members, a question for decision at a general meeting shall be determined by a show of hands. Proxy votes shall not be counted while determining the per cent of the members present at the general meeting.

10.5.4 A special resolution shall require approval by two-third of the members present at the meeting. The Board shall decide which of the issues require special or ordinary resolution.

10.6 POLL AT GENERAL MEETINGS

10.6.1 If a poll is demanded by at least twenty five per cent members, it shall 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 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: MINUTES

11.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board, 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 Board 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: DISPUTE RESOLUTION

12.1 Any dispute in the Association shall be resolved through an independent committee.

12.2 The independent committee shall

- i. Be formed by the Council, if mediation by Council failed,
- ii. Be requested by the President of the Association to the Council with details of the cause and content of the dispute.
- iii. Be of three-five prominent members, with at least one, not mandatorily, from non-Bhutanese community.

ARTICLE – XIII: 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

Board shall appoint a person, from financial or auditing background wherever possible, to be an auditor of the Association. A person shall be eligible to be auditor for two financial years. The financial report of the Treasurer shall be audited before being presented at the general meeting.

ARTICLE – XIV: PROHIBITION AGAINST SECURING PROFITS

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: WINDING UP OF THE ASSOCIATION

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

ARTICLE – XVI: 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: 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: AMENDMENT OF CONSTITUTION

18.1 Besides its basic characteristics, the Constitution of the association shall be amended 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 its adoption at the general meeting. The amendment voted and supported by two thirds of the voting members present at the general meeting of Association shall be deemed effected.