

**SYDNEY ESTONIAN PARENTS' AND
FRIENDS' ASSOCIATION
'SÕRVE SÕBRAD'**

CONSTITUTION

3 April 2011



PART 1 – PRELIMINARY

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration. **Committee** means the committee of management of the association.

Ordinary Committee Member means a member of the committee who is not one of the four office-bearers of the association, identified in Clause 16.

Secretary means:

- (a) the person holding office under this constitution as secretary and public officer of the association, or
- (b) if no such person holds that office – the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

Sõrve means the annual summer camp for young people of an Estonian background in Australia.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

(2) In this constitution:

- (a) a reference to a 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 provisions 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.

2. Name

The Name of the association is “Sydney Estonian Parents’ and Friends’ Association”. The name may be referred to in shorthand in the Estonian language as “Sõrve Sõbrad”.

2. Objects

(1) The objects of the association are to:

- (a) Maintain and promote Estonian culture, language, customs, traditions and community amongst young people of an Estonian background in Australia;
- (b) Develop social, organising, leadership and teamwork skills amongst young people of an Estonian background in Australia;

- (c) Identify and train future potential leaders of the Estonian community in Australia;
 - (d) Create an environment for families to participate in Estonian community, cultural and sporting activities;
 - (e) Encourage the promotion of good citizenship and the values of tolerance and cultural diversity;
 - (f) Organise an annual summer camp for young people of an Estonian background in Australia, which camp shall be known as “Sõrve”; and
 - (g) Undertake any activities consistent with the above objects.
- (2) In furthering the objects, the association will operate as a non-profit community based entity.

PART 2 – MEMBERSHIP

2. Membership generally

- (1) A person is eligible to be a member of the association if:
- (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the association in accordance with clause 5, and
 - (c) the person is aged sixteen (16) years or above and is of Estonian heritage or can demonstrate an interest in Estonian culture, language, customs, traditions and community.
- (2) A person is taken to be a member of the association if:
- (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

2. **Nomination for membership**

- (1) A nomination of a person for membership of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member of the association as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

2. **Cessation of membership**

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

- (a) dies, or
- (b) resigns membership, or
- (c) fails to pay the annual membership fee under clause 10 (2) within 3 months after the fee is due; or
- (d) is expelled from the association.

2. **Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

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

2. **Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary

must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

2. Register of members

- (1) The secretary of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

2. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee as determined by the annual general meeting.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee determined by the annual general meeting, except that any payment of a full time camp attendance fee at the annual Sörve camp by a person who is otherwise eligible for membership shall be deemed to be payment of the annual membership fee for the association.
- (3) The annual membership fee must be paid before the annual general meeting of the association for membership in the calendar year in which the annual general meeting takes place for membership in the association to continue from the previous calendar year.
- (4) Failure to pay the annual membership fee in accordance with subclause (3) above will result in a member of the association being deemed to have resigned and their name shall be removed from the register of members. A person removed from the register of members may reapply for membership at any time in accordance with this constitution.

2. **Members' liabilities**

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 10.

3. **Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

4. **Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (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.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) 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.
- (5) If the committee expels or suspends a member, the secretary must, within 7 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 14.
- (6) 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 14(5), whichever is the later.

5. 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 13, within 7 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.

PART 3 – THE COMMITTEE

6. 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.

7. Composition and membership of the committee

- (1) The committee is to consist of 9 members, each of whom is to be elected at the annual general meeting of the association under clause 17.
- (2) The office-bearers of the association are as follows:

- (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (3) The office-bearers are elected from amongst ordinary members of the committee by ordinary members of the committee immediately following the annual general meeting. Other roles may be created and assigned to committee members by decision of the committee.
- (4) A committee member may hold up to 2 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) The committee may by a simple majority vote co-opt up to two (2) additional members of the association to attend committee meetings and fill particular roles created and assigned by decision of the committee, but not to be members of the committee.

8. Election of committee members

- (1) Nominations of candidates for election as ordinary members of the committee:
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an ordinary committee member of the association must be a member of the association.

9. President and Vice-President

- (1) It is the duty of the president to:
 - (a) preside at general meetings of the association and meetings of the committee at which he or she is present;
 - (b) co-ordinate the activities of the association, committee and any subcommittees; and
 - (c) represent the association as required.
- (2) It is the duty of the vice-president to assist the president in carrying out his or her duties and to preside at general meetings of the association and meetings of the committee in the absence of the president, and to represent the association with the agreement of the president.

10. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The secretary must have available at each committee meeting a copy of the register and this constitution.

11. Treasurer

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

- (a) 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, and
- (c) the financial records of the association are kept secure.

12. 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 any member of the committee occurs if the 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 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without consent for three (3) consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, 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.

13. Removal of member

- (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 representation 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.

14. Meetings and quorum

- (1) The committee must meet at least 6 times between each annual general meeting at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 72 hours (or such other period as may be agreed on by a simple majority of the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting. Other business may also be transacted at the meeting, provided it is agreed by a simple majority of the committee members present at the meeting to transact that business as other business.
- (5) Any five (5) members of the committee 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 one hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to be reconvened within the following two weeks and in accordance with the provisions of subclause (3).
- (7) If at the adjourned meeting a quorum is not present within one 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.

15. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of at least one (1) committee member and any such other member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee in pursuit of the objects of the association 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. These conditions will always include:
 - (a) an approved budget for the delegated function,
 - (b) the requirements of any sub-committee to give at least 72 hours notice of any meeting,
 - (c) the right of any member of the committee to attend any meeting of a sub-committee,
 - (d) the requirement of a sub-committee to report upon its deliberation to the next scheduled meeting of the committee, and
 - (e) the requirement to submit a formal written report, including a financial report, to the committee within three (3) months upon the completion of the delegated task.
- (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.
- (8) The leadership team for Sörve shall be appointed in accordance with this clause.

16. Voting and decisions

- (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 21, 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 subcommittee 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.

17. Representation of the association

- (1) Members shall not represent or make public statements on behalf of the association without prior written approval of the committee.
- (2) The committee may from time to time agree to delegate to members of the committee other than the president or vice-president, or members of the association, to represent the association at meetings with other entities, individuals, organisations or at public forums.

PART 4 – GENERAL MEETING

18. Annual General Meeting – 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 3 months after the close of the association's financial year on 31 January (clause 46) , or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

19. Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 27, 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 ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
 - (e) to elect an audit committee to review the forthcoming year's financial records of the committee, and present its findings to the following AGM,
- (3) An annual general meeting must be specified as such in the notice convening it.

20. 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 10 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.

21. 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

notice to each 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 clause (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 28(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 after receipt of the notice from the member.
- (5) Notices of all general meeting of the association shall be given in the Sydney Estonian newspaper "Meie Kodu", unless that newspaper has ceased publication, and through any other method as determined by the committee that ensures widespread notification to the Estonian community in Australia.

22. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (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 five) is to constitute a quorum.

23. 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.

24. 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.
- (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.

25. 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.

26. Special resolution

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

27. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five (5) proxies.
- (3) 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.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, including the amount of the annual subscription payable in respect of the then current year.

- (5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

28. Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

29. Postal ballots

- (1) The association may hold a postal ballot to determine any special resolution, issue or proposal (other than an appeal under clause 13).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 5 – MISCELLANEOUS

30. Insurance

The association may effect and maintain insurance.

31. Funds – source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members; donations, grants and bequests; Sörve camp attendance fees; fundraising activities 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 account, which shall be maintained in the name of the "Sydney Estonian Parents' and Friends' Association".
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

32. 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 and consistent with the non-profit nature 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 (2) office-bearers of the committee.

33. Audit committee

- (1) A committee to audit the financial dealing of the association consisting of at least 2 members of the association shall be appointed at each annual general meeting. This committee shall be known as the audit committee.
- (2) Members of the committee may not be members of the audit committee.
- (3) The audit committee may conduct its meetings as and when it deems appropriate but must meet at least once each calendar each after the end of the financial year of the association and prior to the annual general meeting at which the audit committee must present its report.
- (4) The audit committee has the right to require the committee of the association to provide whatever material the audit committee deems appropriate to enable it to present its report.
- (5) Should the audit committee consider it necessary, it may engage external accounting services to assist it in its role and may commit the association to expenditure of up to \$500, or a higher amount as decided by the committee, in a calendar year for these services.

34. Change of name, objects and constitution

- (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.
- (2) 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.

35. Custody of books

Except as otherwise provided by these rules, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

36. Inspection of books

- (1) The following documents must be open to inspection, free of charge, by a member of the association or the Council of Estonian Societies in Australia ("Austraalia Eesti Seltside Liit") 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.

37. 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 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.

38. 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 31 January, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 February and ending on the following 31 January.

39. Dissolution of the association

- (1) The association can be dissolved if there are insufficient members to form the committee described above or for any other legitimate reason. The association can only be dissolved at a special general meeting (Rule 29) called for this purpose. The motion to dissolve the association must be passed as a special resolution (Rule 35)
- (2) The decision to dissolve the association terminates the authority of the committee and dissolution of the association shall be carried out by a three member committee elected by ballot at the special general meeting dissolving the association.
- (3) In the event of the association being dissolved, the funds and other assets of the association that remain after such dissolution and after the satisfaction of all debts and liabilities shall be transferred to another non-profit community based entity with objects similar to those in clause 3.



Appendix 1

(Clause 5 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Sydney Estonian Parents' and Friend' Association (V) Incorporated (incorporated under the Associations Incorporation Act 2009)

I,
(full name of applicant)

of

.....;
(address)

hereby apply to become a member of the above-named incorporated association. I am aged sixteen (16) years or above and I am of Estonian heritage / have an interest in Estonian culture, language, customs, traditions and community (delete whichever is not applicable). In the event of my admission as a member, I agree to be bound by the constitution for the time being in force.

My email address is

My telephone contact numbers are

My Occupation is

I can contribute to the association in the following areas.....
(you do not need to fill out this field)

.....
Signature of applicant and date

I, a member of the association,
(full name)
nominate the applicant, who is personally known to me, for membership of the association in accordance with its Constitution.

.....
Signature of proposer and date

I, a member of the association,
(full name)
second the nomination of the applicant, who is personally known to me, for membership of the association.

.....
Signature of seconder and date



Appendix 2

(Clause 37 (2))

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

.....
(address)

being a member of Sydney Estonian Parents' and Friends' Association Incorporated

hereby appoint
(full name of proxy)

of
(address)

.....
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the.....day of and at any adjournment of that meeting. (month and year)

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

- *to be inserted if desired.*

.....
Signature of member appointing proxy and date

NOTE: A proxy vote may not be given to a person who is not a member of the association.