

VIETNAMESE COMMUNITY IN AUSTRALIA / WESTERN AUSTRALIA CHAPTER  
INCORPORATED

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CONSTITUTION

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## 1. DEFINITIONS

In these rules, unless the contrary intention appears-

**"Annual General Meeting"** is the meeting convened under paragraph (b) of rule 16 (1);

**"Committee Meeting"** means a meeting referred to in rule 15;

**"Committee Member"** means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

**"Convene"** means to call together for a formal meeting;

**"Department"** means the government department with responsibility for administering the Associations Incorporation Act (1987);

**"Financial Year"** means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

**"General Meeting"** means a meeting to which all members are invited;

**"Member"** means member of the Association;

**"Ordinary Resolution"** means resolution other than a Special Resolution;

**"Poll"** means voting conducted in written form (as opposed to a show of hands);

**"Special General Meeting"** means a General Meeting other than the Annual General Meeting;

**"Special Resolution"** has the meaning given by section 24 of the Act, that is:

- (a) A resolution is a Special Resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with those rules.
- (b) At a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a Special Resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a Poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a Poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.
- (c) If a Poll is held, a declaration by the person presiding as to the result of a Poll is evidence of the matter so declared.

**"the Act"** means the Associations Incorporation Act 1987;

**"the Association"** means the Association referred to in rule 2;

**"the Chairperson"** means in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee meeting or General Meeting in accordance with rule 11;

**"the Commissioner"** means the Commissioner for Consumer Protection exercising powers under the Act;

**"the Committee"** means the Committee of Management of the Association referred to in rule 10.1;

**"the Secretary"** means the Secretary referred to in paragraph (c) of rule 10.1;

**"the Treasurer"** means the Treasurer referred to in paragraph (d) of rule 10.1;

**"Vice-President"** means a Vice-President referred to in paragraph (b) of rule 10.1.

## **2. NAME, LEGAL STATUS, SYMBOL, LANGUAGE AND OFFICE**

### **2.1 Name of Association**

The name of the Association is:

- (a) In Vietnamese: Cộng Đồng Người Việt Tự Do Úc Châu/Tây Úc;
- (b) Its recognised abbreviation shall be CĐ/NVTDUC/TU, or Cộng Đồng (in capital);
- (c) In English: Vietnamese Community in Australia / Western Australia Chapter Incorporated;
- (d) Its recognised abbreviations shall be VCA/WA and VA/WA Inc.

### **2.2 Legal status**

- (a) The Association is a non-profit organisation, which was formed by Vietnamese who honour freedom to represent the Vietnamese community in Western Australia.
- (b) The Association is a member of the Vietnamese Community in Australia.

### **2.3 Symbol and insignia**

- (a) The flag of the Association shall be the Yellow Flag with Three Red Stripes, which will be the official symbol to be used at all official activities and ceremonies of the Association. This flag was first designed in 1890 by emperor Thành Thái and was used to symbolise the 3 regions of unified and free Vietnam.
- (b) The song 'Tiếng Gọi Công Dân', the anthem of the Republic of Vietnam before 1975, shall be the anthem to be sung when the flag is raised during the official activities of the Association.

- (c) The insignia of the Association shall be a circle in shape, with the Yellow Flag with Three Red Stripes in background and a map of Vietnam on the top. On the upper right-hand corner of the Insignia are 5 stars from the Australian flag. The name of the Association text is to surround the insignia. This shall be the sole insignia of the Association.

#### 2.4 Language and office

- (a) The main languages to be used during the Association's meetings and on documents issued by the Association are Vietnamese and English; and
- (b) The Association's main office is located at its registered address, which is currently Unit 4 & 5/151-155 Brisbane St, Perth WA 6000.

### 3. OBJECTS OF ASSOCIATION

#### 3.1 The objects of the Association are:

- (a) to promote and facilitate mutual assistance between Vietnamese living in Australia;
- (b) to maintain and to develop good relationship with other Vietnamese communities all over the world with the objective of fighting for an independent, free, democratic and prosperous Vietnam whose citizens can enjoy full human rights as defined by The Universal Declaration of Human Rights;
- (c) to preserve and to enhance the Vietnamese culture;
- (d) to encourage cultural and sporting activities of the Vietnamese youth in Western Australia;
- (e) to develop and strengthen the friendship between the Vietnamese community in Western Australia and the other ethnic communities within the context of multicultural Australia; and
- (f) to work with the Australian government to build a healthy and happy community.

#### 3.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### 4. POWERS OF ASSOCIATION

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;

- (c) invest its money:
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

## **5. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION**

### **5.1 Membership of the Association :**

- (a) Is open to all Vietnamese who are Australian permanent residents or Australian citizens and who are at least 18 years of age, as long as they agree to be bound by the Association's constitution;
- (b) But excludes those who have links with the Communist Vietnam Government or Communist Party members in politics, business, education, culture, marriage or unsolicited humanitarian activities for Vietnam during his/her whole lifespan of settlement in Australia.
- (c) Is open to honorary and supportive members who are not Vietnamese as long as they agree to be bound by the Association's constitution.

### **5.2 A person who wishes to become a member must apply for membership to the Committee in writing:**

- (i) signed by that person and by both of the members referred to in paragraph (b); and
- (ii) in such form as the Committee from time to time directs; and
- (iii) be proposed by one member and seconded by another member.

### **5.3 The Committee Members must consider each application made under rule (5) at a Committee Meeting and must at the Committee Meeting or the next Committee Meeting accept or reject that application.**

### **5.4 An applicant whose application for membership of the Association is rejected under rule (5) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.**

5.5 When notice is given under sub-rule 5.4, the Association in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting.

5.6 All members have a duty to:

(a) preserve a good name for Vietnamese people and so act to maintain or promote the general reputation and integrity of the Association; and

(b) abide by all the Association's constitution.

## **6. REGISTER OF MEMBERS OF ASSOCIATION**

6.1 The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their contact information, preferably postal address and email address.

6.2 The register must be so kept and maintained at the Secretary's place of residence or the Association's registered address, or at such other place as the members at a General Meeting decide.

6.3 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

## **7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION**

7.1 The members may from time to time at a General Meeting determine the amount of the subscription to be paid by each member.

7.2 Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule 7.1.

7.3 Subject to sub-rule 7.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule 7.2 ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

7.4 A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule 7.2 or within 3 months thereafter, or such other time as the Committee allows.

## **8. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION**

Membership of the Association may be terminated upon:

(a) receipt by the Secretary or another Committee Member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination;

- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7.3; or
- (c) expulsion of a member in accordance with rule 9.

## **9. SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION**

9.1 If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member:

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,

not less than 28 days before the date of the Committee Meeting referred to in paragraph (a).

9.2 At the Committee Meeting referred to in a notice communicated under sub-rule 9.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

9.3 Subject to sub-rule 9.5 a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 9.2.

9.4 A member who is suspended or expelled under sub-rule 9.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule 9.3.

9.5 When notice is given under sub-rule 9.4:

- (a) the Association in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

## **10. COMMITTEE OF MANAGEMENT**

10.1 Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of:

- (a) a President;
- (b) a Vice-President for Internal Affairs;
- (c) a Vice-President for External Affairs;
- (d) a Secretary;
- (e) a Treasurer; and
- (f) any other officers elected to membership of the Committee at an Annual General Meeting or appointed under sub-rule (8);

all of whom must be official members of the Association.

10.2 Committee Members must be elected to membership of the Committee at an Annual General Meeting or appointed under sub-rule (8).

10.3 Subject to sub-rule (8), a Committee Member's term will be three years from his or her election at an Annual General Meeting, but he or she is eligible for re-election to membership of the Committee.

10.4 Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 14 days before the day on which the Annual General Meeting concerned is to be held.

10.5 A person who is eligible for election or re-election under this rule may:

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

10.6 If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-

- (a) the Secretary must report accordingly to; and
- (b) the Chairperson must declare those persons to be duly elected as members of the Committee at,

the Annual General Meeting concerned.

10.7 If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee Members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of

vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

10.8 If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 17 occurs in the membership of the Committee:

- (a) the Committee may appoint a member to fill that vacancy; and
- (b) a member appointed under this sub-rule will:
  - (i) hold office until the election referred to in sub-rule (2); and
  - (ii) be eligible for election to membership of the Committee,

at the next following Annual General Meeting.

10.9 The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or any other law.

10.10 Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

10.11 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

## **11. PRESIDENT**

11.1 Subject to this rule, the President must preside at all General Meetings and Committee Meetings.

11.2 In the event of the absence of the President from a General Meeting, a member elected by the other members present at the General Meeting, must preside at the General Meeting.

11.3 In the event of the absence of the President from a Committee Meeting, a Committee Member elected by the other Committee Members present at the Committee Meeting, must preside at the Committee Meeting.

## **12. VICE PRESIDENT FOR INTERNAL AFFAIRS**

The Vice President for Internal Affairs shall:

- (a) assist the President in the internal management of the Community;
- (b) be the Convenor of the Radio Station (see rule 30.2); and
- (c) assume the duties of the President during the President's absence.

### **13. VICE PRESIDENT FOR EXTERNAL AFFAIRS**

The Vice President for External Affairs shall:

- (a) assist the President in relating to and attending meetings with government bodies and other communities and organizations;
- (b) research and implement external and international affairs with the aims to :
  - (i) maintain an harmonious relationship with other associations and groups of the Vietnamese community (local, state, federal and international); and
  - (ii) support the democracy process in Vietnam;
- (c) be a spokesperson for the Association in external and international affairs; and
- (d) assume the duties of the President during the absence of the President and the Vice President for Internal Affairs.

### **14. VICE PRESIDENT FOR PLANNING**

The Vice President for Planning shall:

- (a) assist the President in planning activities and developments of the Community;
- (b) research and design plans for all of the Association's cultural, social and political activities; and
- (c) manage activities of the Association in the absence of the President, the Vice President for Internal Affairs and the Vice President for External Affairs.

### **15. SECRETARY**

The Secretary shall:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with:
  - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
  - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
  - (iii) section 29 of the Act by maintaining a record of:

(A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(d) unless the members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

(e) perform such other duties as are imposed by these rules on the Secretary.

## **16. TREASURER**

The Treasurer shall:

(a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;

(b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;

(c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee Member, or by any two others as are authorised by the Committee;

(d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:

(i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;

(ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

(iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

(iv) submitting to members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year;

- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

17. **OTHER POSITIONS OR ROLES IN THE COMMITTEE:** as appointed by the committee when needs arise.

**18. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE**

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to a Vice-President and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) 3 consecutive Committee Meetings; or
  - (ii) 3 Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings;
 

of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a General Meeting of members terminating his or her appointment as a Committee Member.

**19. PROCEEDINGS OF COMMITTEE**

- 19.1 The Committee must meet together for the dispatch of business not less than two times in each year and the President, or at least half the members of the Committee, may at any time Convene a meeting of the Committee.
- 19.2 Each Committee Member has a deliberative vote.
- 19.3 A question arising at a Committee Meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee Meeting will have a casting vote in addition to his or her deliberative vote.

- 19.4 At a Committee Meeting three Committee Members constitute a quorum.
- 19.5 Subject to these rules, the procedure and order of business to be followed at a Committee Meeting must be determined by the Committee Members present at the Committee Meeting.
- 19.6 As required under sections 21 and 22 of the Act, a Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- 19.7 Sub-rule 19.6(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- 19.8 The Secretary must cause every disclosure made under sub-rule 19.6(a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- 19.9 The Committee Members may pass a resolution without a Committee Meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

## **20. GENERAL MEETINGS**

- 20.1 The Committee:
- (a) may at any time Convene a Special General Meeting;
  - (b) must Convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's Financial Year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
  - (c) must, within 30 days of:
    - (i) receiving a request in writing to do so from not less than 5% of the Members, Convene a Special General Meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9 (4), Convene a General Meeting to deal with the appeal to which that notice relates; and
  - (d) must, after receiving a notice under rule 5 (4), Convene a General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice

will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.

- 20.2 The Members making a request referred to in sub-rule 20.1(c)(i) must:
- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
  - (b) sign that request.
- 20.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to:
- (a) in sub-rule 20.1(c)(i), the Members who made the request concerned may themselves Convene a Special General Meeting as if they were the Committee; or
  - (b) in sub-rule 20.1(c)(ii), the Member who gave the notice concerned may him or herself Convene a Special General Meeting as if he or she were the Committee.
- 20.4 When a Special General Meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 20.5 Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a Special General Meeting and that notice must specify:
- (a) when and where the General Meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 20.6 Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an Annual General Meeting and that notice must specify:
- (a) when and where the Annual General Meeting is to be held;
  - (b) the particulars and order in which business is to be transacted, as follows:
    - (i) first, the consideration of the accounts and reports of the Committee;
    - (ii) second, the election of Committee Members to replace outgoing Committee Members; and
    - (iii) third, any other business requiring consideration by the Association at the General Meeting.
- 20.7 A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in sub-rule 20.5 or 20.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

20.8 The Secretary must give a notice under sub-rule 20.5, 20.6 or 20.7 by:

- (a) serving it on a member personally; or
- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

20.9 When a notice is sent by post under sub-rule 20.8(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **21. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

21.1 At a General Meeting two members present in person constitute a quorum.

21.2 If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rule 20.5 or 20.6:

- (a) as a result of a request or notice referred to in rule 20.1(c) or as a result of action taken under rule 20.3 a quorum is not present, the General Meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

21.3 If within 30 minutes of the time appointed by sub-rule 21.2(b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

21.4 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

21.5 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

21.6 When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 20 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

21.7 At a General Meeting:

- (a) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
- (b) a Special Resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a Poll is demanded, in accordance with sub-rules (9) and (11).

21.8 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an Ordinary Resolution at the meeting will be evidence of that fact unless, during the

General Meeting at which the resolution is submitted, a Poll is demanded in accordance with sub-rule (9).

- 21.9 At a General Meeting, a Poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 21.10 If a Poll is demanded and taken under sub-rule (9) in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.
- 21.11 A Poll demanded under sub-rule (9) must be taken immediately on that demand being made.

## **22. MINUTES OF MEETINGS OF ASSOCIATION**

- 22.1 The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
- 22.2 The Chairperson must ensure that the minutes taken of a General Meeting or Committee Meeting under sub-rule 22.1 are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Committee Meeting, as the case requires.
- 22.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
- (a) the General Meeting or Committee Meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **23. VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

Each member present in person or by proxy at a General Meeting is entitled to a deliberative vote.

- I. All official members of the VCA-WA who are 18 years old or over have the right to vote in the General Meeting for Election day.
- II. The election of the MC shall be done in the form of joint list, direct and by secret ballot.

## 24. PROXIES OF MEMBERS OF ASSOCIATION

A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any General Meeting.

## 25. ELECTION OF A NEW MANAGEMENT COMMITTEE ( MC)

### Electoral Commission:

One month prior to the election of a new MC, an Electoral Commission must be formed that consists of representative members of all major Associations and Bodies who have been abiding to this Vietnamese Community Constitution. The role of this Commission is to organise and manage the MC Election until a new MC is elected.

### Standing for Election:

All official members of the VCA-WA who are 18 years of age or over, who has been living in Western Australia for at least 2 years are entitled to stand for election in a MC election, except persons who fall into the criteria of membership exclusion (5.1 b) or who have been sentenced on a criminal offence as forbidden in sections of the Association Act 1987, Western Australia

### 25.1 : Election Date

- I. From the year 2015 the Election Day of the Management Committee shall be held during the General Meeting for Election, which is **no later than the Last Sunday of August** of the ending year of the Term

### 25.2 : Term

The Term of the Management Committee shall be **three (3) years**, with the maximum being from the time elected until the next Election Day as defined in Article 31. The MC has power to call for an earlier election at their discretion or when needs arise.

### 25.3 : Transferring procedure

The transferring procedure between the existing Committee and a newly elected One shall be carried out as following:

- a) The transferring of power must be carried out immediately when the new MC is announced elected by the Electoral Commission
- b) The transferring of other administrative works must be carried out within one (1) week after the Election Day.
- c) The transferring of monies, accounts, assets, and Community's bank accounts must be carried out within two (2) weeks after the Election Day.

### 25.4 : the Electoral Commission and Announcement Process

- I. The Election of Management Committee shall be organised by the Electoral Commission, which is formed in an open meeting of the Community (the meeting is to be held no later than the **first Sunday of August** on the final year of the Term of the existing Management Committee). Members of the Electoral Commission shall not be allowed to stand for any positions of the Management Committee candidates.
- II. The Commission shall consist of one Chief, one Chief Assistant, one Secretary and other officials. The procedure for voting and running for election shall be announced by the

Commission on The Community public media **at least four (4) weeks before** the election day

- III. The list of candidates shall be noticed by the Commission on VCA-WA public media at least **two (2) weeks** before the Election Day.

#### 25.5 : Procedure for Standing for Election

The standing for election into the Management Committee is defined as following:

- a) Applications for election of the Management Committee shall be done in the form of a team where roles are not required to specify if so requested.
- b) A team should have at least six members with provisional positions such as: President, Internal Affairs Vice President, External Affairs Vice President, Vice President for Planning, General Secretary and Treasurer
- c) all candidates must supply truthful Curriculum Vitae to qualify for election.
- d) The application form must be forwarded to the Electoral Commission four (4) weeks before the Election Day.
- e) In case there shall be no application form received before the defined date as in Article 35(I)(e), the General Meeting for Election shall be extended for one (1) month to call for candidates to register for Election, and the existing Management Committee shall be deemed legal interim during this time.
- f) In case no application is received during the second General Meeting for Election it's a responsibility of the existing Management Committee to call for an Extraordinary Meeting to form a Management Committee.
- g) During this Extraordinary General Meeting, Organizations and Associations, the notables and personalities and official members who keep a regular connection with the Community shall nominate at least one member from each Organization and Association or notables and personalities to form a Management Committee.
- h) During the Extraordinary General Meeting, each nominated member shall be voted in the form of a direct vote by a ballot of confidence. Six (6) members who achieve the most ballots shall form a new Management Committee.

#### 25.6 : Where there shall be 3 or more applications

- I. The team, which achieved more than 50% of the votes, shall be pronounced elected.
- II. In case no team achieving more than 50% of the votes, the two (2) teams with the most votes shall proceed in a second round of voting , within one month.
- III. In a second round of voting, the team which achieves the relative majority of the regular votes cast shall be elected.

#### 25.7 : Where there shall be 2 applications

The team, which achieved the relative majority of the regular votes, shall be pronounced elected.

#### 25.8 : Where There Shall Be Only 1 Application

- I. The voting ballot shall become a vote of confidence

- II. In case the number of votes of confidence is less than the number of votes of no confidence, the General Meeting for Election shall be extended to a maximum of **three (3) month**, and the existing MC shall automatically continue its power during this interim.
- III. In case no application is received during the second General Meeting for Election it's a responsibility of the existing MC to summon an Extraordinary General Meeting to form a Management Committee.
- IV. During the Extraordinary General Meeting, Organizations and Associations, the notables and personalities and official members who keep a regular connection with the Community shall nominate at least one member from each Organization and Association or notables and personalities to form a Management Committee. There is no limit to the number of members being nominated
- V. During the Extraordinary General Meeting, each nominated member shall be voted in the form of a direct vote by a ballot of confidence. Six (6) members who achieve the most ballots shall form a new Management Committee. The new MC shall have power for the arrangement of staff.

## **26. RULES OF ASSOCIATION**

- 26.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
- (a) Subject to sub-rule 26.1(d) and 26.1(e), the Association may alter its rules by Special Resolution but not otherwise;
  - (b) Within one month of the passing of a Special Resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a Special Resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules of the Association does not take effect until sub-rule 24(b) is complied with;
  - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (26.1(a) to 26.1(c) are complied with and the approval of the Commissioner is given to the change of name; and
  - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules 26.1(a) to 26.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 26.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **27. COMMON SEAL OF ASSOCIATION**

- 27.1 The Association may have a common seal on which its corporate name appears in legible characters.
- 27.2 The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 22.
- 27.3 The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.
- 27.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **28. DISPUTES AND MEDIATION**

- 28.1 The grievance procedure set out in this rule applies to disputes under these rules between:
- 28.1.1.1 a member and another member;
  - 28.1.1.2 a member and the Association; or
  - 28.1.1.3 if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 28.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 28.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 28.4 The mediator must be:
- 28.4.1.1 a person chosen by agreement between the parties; or
  - 28.4.1.2 in the absence of agreement:
    - 28.4.1.2.1 in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
    - 28.4.1.2.2 in the case of a dispute between a member or relevant non-member (as defined by sub-rule 28.1.1.3) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 28.5 A member of the Association can be a mediator.
- 28.6 The mediator cannot be a member who is a party to the dispute.

- 28.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 28.8 The mediator, in conducting the mediation, must:
- 28.8.1.1 give the parties to the mediation process every opportunity to be heard;
  - 28.8.1.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 28.8.1.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 28.9 The mediator must not determine the dispute.
- 28.10 The mediation must be confidential and without prejudice.
- 28.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **29. THE ASSOCIATION CENTRE**

- 29.1 The Vice President for Internal Affairs shall assume the position of Director of the Association centre (**Centre**).
- 29.2 It shall be responsibility of the Director to manage the operation of the Centre in accordance to the Centre's regulations
- 29.3 It shall be responsibility of the Director to keep the key of the Centre. Anyone who wants to use the Centre, out of working hours, for any reason, must contact the Director first for arrangement before using it.

## **30. THE ASSOCIATION'S VIETNAMESE SCHOOL**

- 30.1 The Association's Vietnamese School, which is named "Vietnamese Language and Cultural School of Western Australia" (**School**), is an educational affiliate of the Association and run by a School Management Board.
- 30.2 The Principal of the School shall be a person who preferably has Australian qualification in education, nominated by the School Board, or appointed by the Management Committee in case of school dispute or Board crisis.
- 30.3 The School Management Board must include a Principal, a Deputy-Principal and a Treasurer. Under no circumstances, should the Management Committee accept a School Board with one of its positions left vacant.
- 30.4 The School Management Board shall:
- 30.4.1.1 implements the regulations of the School made by the Committee;
  - 30.4.1.2 manages the lease of the facility and the teaching facilities for the School; and

- 30.4.1.3 manages the School's finance and is responsible for a yearly financial reporting to the Committee. The financial report shall contain signatures of all members of the School Board. The report must be provided to the Management Committee one month before the start of the academic year.
- 30.5 The Principal and the Deputy Principal shall:
  - 30.5.1.1 execute the teaching program, including managing teachers and teaching facilities; and
  - 30.5.1.2 be responsible for organising cultural activities of the School.
- 30.6 The Committee shall:
  - 30.6.1.1 be responsible for nominating or approving the School Management Board; and
  - 30.6.1.2 be responsible for seeking state and federal government grants for the School together with the School Management Board. All grants received shall be used for yearly expenses of the School.

### **31. RADIO STATION**

- 31.1 The radio station 6EBI-FM (**Radio Station**) is the official communication channel of the Association. The Radio Station is set up by the Association and is operated for the Association. Therefore, the Radio Station must not be controlled by any individual or other organisation. All information related to the activities of the MC is deemed legally sufficient once broadcasted. Other public Organisations, Associations, Bodies or Groups can request for their activities to be aired free of charge provided that their activities and paths are non-personal and do not contradict with the Vietnamese Community's Constitution, social harmony or public interest.
- 31.2 The Vice President for Internal Affairs shall be the Convenor of the Radio Station.
- 31.3 The Convenor of the Radio Station shall:
  - 31.3.1.1 be responsible for its operation and implementation of regulations made by the Committee; and
  - 31.3.1.2 is authorised raise funds for the Radio Station. The fund raised must be officially announced on public media.
- 31.4 The Convenor of the Radio Station shall nominate a person to be the Chief of the Radio Station.
- 31.5 The Chief of the Radio Station shall:
  - 31.5.1.1 report to the Convenor and carry out the regulations made by the Committee;
  - 31.5.1.2 not allowed to organise fund-raising functions and not have any responsibility for fund raising;
  - 31.5.1.3 be authorised to invite assistants to operate the Radio Station;

- 31.5.1.4 be responsible for the development of daily programs;
- 31.5.1.5 seek the approval of the Convenor in respect of any proposed interview relating to politics (domestic and international); and
- 31.5.1.6 in case of resignation, notify the Convenor four weeks in advance. In case of urgency the time of notice may be reduced to one week.

## **32. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

# APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION

## VIETNAMESE COMMUNITY IN AUSTRALIA / WESTERN AUSTRALIA CHAPTER INCORPORATED

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I, \_\_\_\_\_  
(Insert APPLICANT'S name)

of \_\_\_\_\_  
(insert APPLICANT'S residential or postal address -  
required under section 27 of the Associations Incorporation Act (1987))

\*Email: \_\_\_\_\_ \*Telephone/Mobile: \_\_\_\_\_

apply to become a member of the above Association. If my application is accepted, I agree to be bound by the rules of the Association.

Signature:.....Date:.....

Rule 5(2) "A person who wishes to become a member must be proposed by one **member** and seconded by another **member**."

PROPOSED:	SECONDED:
Name:.....	Name:.....
Signature:.....	Signature:.....
Date:.....	Date:.....

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of members and be made available to other members, upon certifiable and genuine request, under section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with, the Association can be wound up.
- You can contact the Association at the Community office address or its nominated postal address.
- You can update personal information (your name and address) by contacting the Association as indicated above.
- If your application is accepted you are entitled to inspect and make a copy of the rules (constitution) of the association under section 28 of the *Associations Incorporation Act*.

## OTHER INFORMATION

**If your application for membership is rejected by the Committee:** You may give notice of your intention to appeal within 14 days of being advised of the rejection (rule 5(4)). The Association in a General Meeting, no later than the next Annual General Meeting, must confirm or set aside the decision of the Committee rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the General Meeting (rule 5(5)).

# APPOINTMENT OF PROXY

I, \_\_\_\_\_  
*(Insert MEMBER'S name)*

of \_\_\_\_\_  
*(Insert MEMBER'S address)*

being a member of the Vietnamese Community in Australia / Western Australia Chapter Incorporated.

## APPOINT

\_\_\_\_\_  
*(Insert PROXY'S name)*  
who also is a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick  only **ONE** of the following)

at the General Meeting/s (and any adjournments of the meeting/s) on:

\_\_\_\_\_  
*(Insert relevant date/s)*

## OR

in relation to the following resolutions and/or nominations

**In favour:**

**Against:**

---

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---

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*(Insert resolution Nos. brief description or nominees' name/s)*

*(Insert resolution Nos. brief description or nominees' name/s)*

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_  
(of Member appointing

Proxy)

# NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION)

VIETNAMESE COMMUNITY IN AUSTRALIA / WESTERN AUSTRALIA CHAPTER  
INCORPORATED

---

is convening a General Meeting at which the following resolution/s will be proposed as Special Resolutions to alter the rules of the association.

The meeting will be held at \_\_\_\_\_ a.m./p.m. on \_\_\_\_\_ the \_\_\_\_\_ 20\_\_

The meeting will take place at \_\_\_\_\_

\_\_\_\_\_

## SPECIAL RESOLUTION/S:

**Currently rule....states:**

.....  
.....  
.....

It is proposed to alter this rule so that it states as follows:

.....  
.....  
.....

OR

A list of alterations to the rules which will be proposed as Special Resolutions at the meeting is attached.

## INFORMATION for MEMBERS

- Rule 24 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by 75% of members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.