

Nepalese Association of Queensland Inc.
Constitution 2006

(Incorporating Amendments 2014)

September, 2014

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1 Introduction

1.1 Title of Association

The title of the Association shall be the Nepalese Association of Queensland Inc. The Nepalese Association of Queensland Inc. shall be based in Brisbane, Queensland. The short form of the Nepalese Association of Queensland Inc. shall be NAQ.

1.2 Incorporation Act

The Association is incorporated under the Association Incorporation Act 1981 of the State of Queensland.

1.3 Mode of Operation

NAQ is a not-for-profit, non-religious, non-racial and apolitical Association. It shall remain free from any political affiliation and ideology. It shall ensure equality and guard against any prejudicial treatment against anyone based on his or her racial, ethnicity and academic background.

1.4 Objectives

The main objective of the Association shall be to promote the culture, goodwill and harmony among the people of Nepalese origin residing in Queensland and in Australia in general and also to promote goodwill and friendship between the people of Nepal and Australia. The details of the objectives are as listed below.

- i. to promote goodwill and co-operation amongst people of Nepalese origin residing in Australia permanently as well as temporarily;
- ii. to provide guidance to newly arrived people of the Nepalese origin in Queensland whenever possible;
- iii. to preserve and promote Nepalese cultures and traditions;
- iv. to promote friendship amongst people of Nepalese origin, Australian and other community groups;
- v. to pursue mutual co-operation and support amongst organisations of the people of Nepalese origin and other like-minded organisations in Australia and Nepal at the time of need and hardship;
- vi. to assist in strengthening social and cultural ties between Nepal and Australia;
- vii. to offer informal professional or expert advice to the people of Nepalese origin living in Australia;
- viii. to create a forum to discuss contemporary social issues facing community living in Australia;
- ix. to assist members at the time of needs through the use of NAQ emergency fund; and
- x. to undertake any activities as determined by the Association from time to time.

2 Membership

2.1 Eligibility

The membership of the Association shall be open to all the people of Nepalese origin and their family members of 18 years of age and above regardless of their gender, race, religious and political background, residing temporarily or permanently with valid permit in Queensland or in any part of Australia.

2.2 Membership Fees

Membership fees shall be determined by the incumbent Executive Committee (EC) and be subject to variation from time to time. The fees shall be displayed in the Association's website.

2.3 Types of Membership

The types of membership shall be as follows:

2.3.1 Financial Membership

An individual adult of Nepalese origin and their family members shall be entitled to become a financial member.

2.3.2 Honorary Membership

Honorary membership may be awarded to a person with any nationality, who, has been or, is working towards the interest of Nepal or people of Nepalese origin in Australia.

2.4 Register of Members

The Executive Committee shall be responsible for maintaining a register of the members. The register shall have the following information.

- i. Full name
- ii. Contact details
- iii. Date of joining the association
- iv. Membership type
- v. Date of renewal of membership

The register shall be kept as an electronic database and a nominated member of the Executive Committee shall maintain a hard copy of the register on a monthly basis.

2.5 Members' Confidentiality

Personal details of members shall be kept confidential within the Association and shall not be disclosed to any outside party without the member's consent.

2.6 Rights and Responsibilities of Members

All financial members shall have the right to participate in the meetings of the Association, vote (once eligibility is met) and present candidacy (once eligibility is met) in the elections for the Executive Committee.

2.7 Voting Rights

Voting rights for members shall be as follows:

- 2.7.1 Each financial member shall have individual voting right.
- 2.7.2 Honorary members shall enjoy all privileges of a financial member except the right to vote and to stand on election.
- 2.7.3 A person must continuously hold NAQ Inc. membership for at least six months before the NAQ Inc.'s Executive Committee's election to be eligible for voting rights in the election.

2.7.4 The above Clause 2.7.3 shall not apply to those members

2.7.4.1 who recently turned eighteen years of age and has secured NAQ membership on or before the day of election announcement

2.7.4.2 who recently arrived in Australia and has secured NAQ membership on or before the day of election announcement

2.7.5 Those persons stated on 2.7.4.1 and 2.7.4.2 shall be eligible to vote in the election upon being granted membership.

2.7.6 A person must continuously hold NAQ Inc. membership for one year before the day of election announcement to be eligible for the Executive Committee's candidacy.

2.7.7 If the membership of a person is terminated due to the failure to pay membership fees within the stipulated period, the above Clause 2.7.3 applies to the person in exercising their voting right and the above Clause 2.7.6 applies to the person for standing in the Executive Committee's election as a candidate.

2.8 Termination of Membership

Membership shall be terminated under the following circumstances:

2.8.1 A member may voluntarily resign from the Association at any time by giving 14 days notice in writing to the Secretary. Such resignation shall take effect once it is approved by the Executive Committee.

2.8.2 If a member has not renewed his/her membership within 2 months of the expiry of the membership, his/her membership shall terminate automatically. The member shall be allowed to join the association at a later date as a new member.

2.8.3 If a member:

2.8.3.1 is convicted of an indictable offence; or

2.8.3.2 conducts himself or herself in a manner considered to be harmful or prejudicial to the character or interests of the Association;

then, the Executive Committee shall determine whether the membership shall be terminated in the specially convened Executive Committee meeting (ECM). The special meeting of the Executive Committee shall take place within two weeks of Secretary being made aware of the above offences and action taken within two days of the resolutions made in the meeting. Member, whose membership has been terminated, shall be notified by the Secretary by official letter or electronic media.

2.8.4 Appeal Process

The member, whose membership has been terminated, shall be given a full and fair opportunity to plead his or her case to the Executive Committee within two weeks. The Executive Committee shall review the case and take the final decision.

3 NAQ Structure and Operational Modes

NAQ Inc. shall be organised in the Federation System of operations for delivering its services to the community. All NAQ's activities and functions shall be delivered either by NAQ Executive Committee or by Working Committees formed under the NAQ Inc.

An Advisory Committee shall be formed to provide guidance and advice to Executive Committee whenever it is asked for. It shall also have a role to play during implementation of the NAQ Succession Plan.

3.1 Executive Committee

3.1.1 Formation of Executive Committee

The Executive Committee of NAQ shall consist of a President, Vice President, Secretary, Treasurer and other five executive members. The Executive Committee shall be elected at the Annual General Meeting (AGM), preferably during major annual gathering.

3.1.2 Roles and Responsibilities of Executive Committee Members

The roles and responsibilities of the Executive Committee members shall be as follows:

3.1.2.1 President

- i. shall be the official head of representative of the Association
- ii. shall preside over all meetings of the Association and exercise general supervision over the affairs of the Association
- iii. shall delegate power to Vice-President whenever necessary
- iv. shall accept resignation of office bearers
- v. shall acknowledge letter of intent to give up membership of the Association from the members and propose to the Executive Committee for approval
- vi. shall call emergency meetings whenever necessary
- vii. shall cast a vote in case of a tie

3.1.2.2 Vice President

- i. shall assume the role of president in his/her absence
- ii. shall be responsible for the tasks delegated by the President

3.1.2.3 Secretary

- i. shall be responsible for all official communications of the Association
- ii. shall be responsible for calling Executive Committee meetings and all other meetings required by the Executive Committee in consultation with the President
- iii. shall prepare agenda of the meetings in consultation with the President and notify all office bearers and members seven days prior to such meetings
- iv. shall notify members about the Annual General Meeting in writing (through electronic media) with the agenda at least fourteen days in advance
- v. shall keep minutes of all meetings and present it to following meetings for an approval
- vi. shall follow up action items resulting from the previous meeting and make sure items are actioned within due dates
- vii. shall liaise with Working Committees formed by the Executive Committee
- viii. shall prepare annual report of the activities of the Association and present it to the Annual General Meeting
- ix. shall be responsible for the registration of members in association with the Treasurer
- x. shall have possession of the books, documents and instruments of title

3.1.2.4 Treasurer

- i. shall be responsible for all the financial transactions such as collecting membership fees and subscription of Association events, send receipts and make disbursements as approved by the Executive Committee
- ii. shall open a joint account of NAQ with one other office bearer at a reputable bank
- iii. shall keep records of all financial reports, get them certified as per the Associations Incorporation Act 1981 and Associations Incorporation Regulation 1999 and present in the Annual General Meeting
- iv. shall have custody of the books, records, documents and securities related to financial matters
- v. shall be responsible for the preparation of a statement of income and expenditure, assets and liabilities, mortgages, charges and securities affecting the property of the Association for each financial year, and the presentation of the statement, after audit, to the members

3.1.2.5 Executive Members

- i. Executive members shall be five in total and shall be termed as co-ordinators.
- ii. Roles and responsibilities of the co-ordinators shall be determined by the President in consultation with the Executive Committee and assigned in its first meeting. These may change in commensurate with the annual work program of the Association.
- iii. Each executive member shall be responsible for managing and coordinating specific set of NAQ Inc.'s events and activities. These management and coordination roles shall be in the field of following key NAQ Inc.'s activities:
 - Activities related to sporting events;
 - Activities related to cultural programs;
 - Activities related to the development, maintenance and operation of NAQ Inc.'s web site and email domain;
 - Activities related to establishing, developing and maintaining relationships with other community groups, associations or societies; and
 - Activities related to liaison with student and other special groups of NAQ members.

3.2 Working Committees

Working Committees shall be constituted by the Executive Committee from the NAQ members by choosing like-minded people from the interest groups willing to volunteer in Working Committees.

3.2.1 Operation of Working Committees

NAQ shall develop overarching policy guidelines adoptable to each of the Working Committees. All Working Committees must operate under this guidelines and the NAQ Constitution. Working Committee shall have full functional autonomy under the framework of the policy guidelines.

3.2.2 Supports to the Working Committees

- i. NAQ shall support Working Committees with insurance cover.
- ii. NAQ shall provide financial support to the Working Committees upon approval of annual programs and budget.
- iii. NAQ shall facilitate the use of NAQ e-mail system and web page portal.
- iv. NAQ Executive Committee shall assist Working Committees in communicating with external agencies and organisations on behalf of the Committees for fund raising and other administrative correspondences.

3.2.3 Monitoring of Working Committees

Executive Committee shall monitor activities of Working Committees to check if the activities delivered by the Working Committees concur with the prevailing Federal and State Government's laws and regulations and whether the activities are carried out within the framework of the policy guidelines.

3.2.4 Dissolution of Working Committees

NAQ EC shall have authority to dissolve any Working Committee at any time by giving a seven day's notice, if it feels that the Committee is not working for the welfare and goodwill of the community and is in breach of any NAQ policies, constitution and guidelines.

3.3 Advisory Committee

3.3.1 Formation

A NAQ Advisory Committee shall consist of three members. The Returning Officers shall propose two members, selected from the NAQ members, to AGM for the formation of Advisory Committee and get them endorsed by AGM prior to the Executive Committee election. The Returning Officers shall select third member of the Advisory Committee from among the outgoing Executive Committee members. In case all members of the outgoing Executive Committee are re-elected, the third member shall be selected from among the NAQ members.

3.3.2 Functions of the Advisory Committee

- i. Provide advice and strategic direction to Executive Committee in the policy and NAQ constitutional matters in accordance with Section 3.
- ii. Review of NAQ policies and guidelines.
- iii. Execution of the NAQ Succession Plan on the advice of Executive Committee.
- iv. Attend Executive Committee meetings when invited by Executive Committee.

3.3.3 Term of the Advisory Committee

The term of the Advisory Committee shall be one year and expires on the day of the annual Executive Committee election. The new Advisory Committee shall be formed on the day of the election.

4 Meetings

4.1 Procedures

- i. The Secretary in consultation with the President shall call for all meetings including AGM and prepare meeting agenda.
- ii. The President shall preside over all Executive Committee meetings. In the absence of the President, the Vice-President shall preside over the meeting. In the absence of both the President and the Vice-President, the meeting is presided over by the Secretary.

4.2 Annual General Meeting

The Annual General Meeting shall be held once in a year. All members shall be notified about the AGM in writing (through electronic media) with the agenda at least fourteen days prior to the meeting. All members shall be entitled to attend AGM, vote on issues raised in the meeting and also take part in election of office

bearers, and submit notice of any motion to be included in the agenda of AGM as per constitutional provisions. Each individual member needs to be present in person to exercise voting rights. Proxy voting is not acceptable.

4.3 Executive Committee Meeting

The Executive Committee shall meet regularly at least once in three months. Executive members shall be notified about the ECM in writing with the agenda at least seven days in advance.

4.4 Special Meetings

In case of emergency or in exceptional circumstances, President is empowered to call Special General Meetings (SGM) or Executive Committee Meeting by giving a short notice.

4.5 Meeting Quorum

4.5.1 Annual General Meeting

AGM warrants at least one-fourth of total members to form quorum for the meeting. If the required quorum is not met, the AGM is cancelled and the second AGM is called within one month. If the quorum in the subsequent meeting is also not met, then the Secretary in consultation with the President and members present in the AGM can declare that the quorum is valid and the meeting can proceed.

4.5.2 Executive Committee Meeting

For executive committee meetings to proceed, a simple majority shall be needed to form the quorum. Any decisions taken in the meetings without a valid quorum shall be regarded as null and void.

4.6 Minutes

The Secretary shall be responsible for preparation of minutes of all meetings in an electronic format. The minutes of the AGM shall be circulated to all members.

The minutes of Executive Committee Meetings shall be distributed to the Executive Committee Members. The minutes of the Executive Committee meetings shall be available to members upon request to the Secretary.

4.7 Verification of Minutes of Meetings

4.7.1 Annual General Meeting/Special General Meeting

- i. The Secretary shall send the draft minutes to the Chairperson of the meeting for the purpose of verification of the accuracy of the recordings.
- ii. Once the Chairperson of the meeting has verified the accuracy of the recordings, the minutes shall be deemed as final.

4.7.2 Executive Committee Meetings

- i. The Secretary shall send the draft minutes to the Chairperson of the meeting for the purpose of verification of the accuracy of the recordings.
- ii. Once the Chairperson of the meeting has verified the accuracy of the recordings, the minutes shall be presented for the endorsement in the next EC meeting.

5 NAQ's Activities and Functions

All NAQ's activities and functions shall generally be classified into Core and Non-Core Programs as listed in the NAQ Succession Plan. It is up to the incumbent Executive Committee to choose which programs to fall in the Core Programs or Non-Core Programs during its tenure-of-office.

5.1 Definition of Core Programs

The Core Programs are generally those programs, which require significant involvement of NAQ Executive Committee, have larger Nepalese community interests and participations and are also participated by Local and State Government representatives and members from other communities.

5.2 Delivery of Core Programs

The Executive Committee shall be responsible for the delivery of Core Programs.

5.3 Definition of Non-Core Programs

Non-Core programs are generally those NAQ programs (not listed in core programs), which are participated by the interested members of the community such as sports, cultural programs, academic functions, language and cultural classes etc.

5.4 Delivery of Non-Core Programs

The Working Committees formed under the NAQ shall be responsible for the delivery of Non-Core programs.

6 Finances

6.1 Financial Year

The financial year of the NAQ shall start from 1st of July of the year and end on 30th of June of the following year.

6.2 Repository of Financial Resources

All financial resources which belong to the Association, except those deemed by the Treasurer to be necessary for the good and proper conduct of Association business, shall be deposited with financial institutions as determined by the Executive Committee at a duly constituted Committee meeting.

6.3 Negotiable Instrument

A negotiable instrument issued by the Association must be signed by any two of the following office-bearers: the President, the Treasurer, the Secretary or another member authorised by the Executive Committee for the purpose.

6.4 Cash Payment

Payments of one hundred Australian Dollars or more must be made by cheque or electronic funds transfer.

6.5 Fees Subscription and Donation

All financial members of the NAQ Inc. shall be required to pay a membership fee. Executive Committee is also entitled to receive donations to support its programs.

- 6.5.1** All financial members of the Association shall pay a fixed annual membership fee, which shall be determined by the Executive Committee. The membership fee shall be due by the end of each financial year.
- 6.5.2** The Executive Committee shall have authority to determine and collect community program/function fees as required for each program besides membership fees.
- 6.5.3** Members can donate funds to support or sponsor activities of the Association.

6.6 Custodian and Usage of Income and Property

The income and property of the Association whensoever derived shall be used and applied solely in the promotion of its objective and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

6.7 Audit Report

The Executive Committee shall obtain an audit report of the Association's accounts each financial year and present the audit report to members of the Association at the Annual General Meeting.

7 Election

7.1 Term of Executive Committee

The Executive Committee shall be elected for a period of one year by secret ballots from the financial members.

7.2 Election of Executive Committee

The election of the incoming Executive Committee shall be conducted by the Returning Officers appointed by the incumbent Executive Committee.

7.3 Filling of Executive Committee Vacant Positions

Any vacant position in the Executive Committee occurred due to resignation or any other reasons shall be filled by the Executive Committee by inviting Expression of Interest (EOI) from the community. If the Executive Committee receives more than one EOI for one position, selection shall be decided by voting from the Executive Committee members. The term of office of such filled positions shall be same as that of the incumbent Executive Committee.

7.4 Interim Charge of Vacant Position

Failing to receive any EOI from the NAQ members, one of the Executive Committee members shall take the charge of the vacant position for the remaining term of the office.

7.5 Provisions of the Succession Plan

Provisions of the Succession Plan shall be implemented in the following situations:

- 7.5.1** In case there are candidates filing for the simple majority of Executive Committee positions including the positions of President, Secretary and Treasurer, the new Executive Committee shall be constituted with only the partial members. The remaining positions of the Executive Committee shall be fulfilled by the new Executive Committee by inviting EOI from the NAQ members without having to implement provisions of NAQ Succession Plan. (*Note: The simple majority is defined as more than 50% of the total number of Executive Committee positions including the positions of President, Secretary and Treasurer*).
- 7.5.2** In the circumstance when there are no candidates filing for simple majority of Executive Committee positions including President, Secretary and Treasurer, the incumbent Executive Committee shall work in a caretaker mode and the caretaker Executive Committee shall invoke the provisions of the NAQ Succession Plan. The new EC then shall be formed in accordance with the process described in Section 7.2 Model B of the NAQ Succession Plan. If the Model B is not successful in forming the Executive Committee, then the Model C shall be used.
- 7.5.3** In case there is candidate for any of the Executive Committee positions, the election process shall be held for those positions and the elected members shall be included in the new Executive Committee. The NAQ Succession Plan shall be implemented only to fill the Executive Committee positions where no nominations were received in the election process.

8 Vote of No Confidence and Appeal Process

8.1 Submission in Writing

Any motions for a vote of no confidence against any office bearer or executive member on the ground of misconduct, misuse, breach of authority or any action, which is considered to be detrimental to NAQ Inc.'s operation, shall be submitted in writing to the Secretary.

8.2 Secretary in Breach

In case the Secretary is in breach, the motion shall be submitted to the President.

8.3 Registration of Motion

The Executive Committee shall register the motion for the vote of no confidence to the members for consideration in the specially convened meeting if the motion has been signed by at least 25% of the financial members.

8.4 Approval by Two-third Majority

Approval by two-third majority of the members present at the meeting shall be required to pass any motions for a vote of no confidence.

8.5 Opportunity for Presenting the Case

The member of the Executive Committee, against whom a vote of no confidence has been passed, shall be given a full and fair opportunity of presenting his or her case to the AGM or SGM.

9 Amendment of Constitution

9.1 Amendment and Repeal

Subject to the Association Incorporation Act 1981, these articles may be amended, repealed or added to by a special resolution carried at a general meeting.

9.2 Registration by President

All the constitutional amendments, repeals and additions shall be tabled by the President to the AGM or SGM to be valid.

9.3 Amendments by Special Resolution Only

Amendments to these articles of constitution must be passed by the special resolution of the members. The special resolution is as defined by Article 9.4.

9.4 Special Resolution

Special resolution means a resolution passed at a general meeting of the Association by the votes of $\frac{3}{4}$ of the members who are present and entitled to vote on the resolution.

9.5 Resolution of Inconsistencies

Inconsistent provisions or clauses of NAQ Succession Plan, policy documents and guidelines shall be inoperative if they conflict with the NAQ Constitution. In such case, the provisions of the NAQ constitution shall be prevailed.

10 Common Seal

10.1 Custodian of Seal

The Secretary and Treasurer shall have custody of the common seal.

10.2 Use of Common Seal

The common seal shall be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and counter signed by the Secretary or by a second member of the Executive Committee or by another person appointed by the Executive Committee for the purpose.

10.3 Formal Correspondences

All formal correspondences shall be in the official letterhead with NAQ's common seal or through emails.

11 Dissolution

11.1 Dissolution by Special Resolution Only

The Association shall be dissolved as per section 89 of the Association Incorporation Act 1981 by passing a special resolution of the members.

11.2 Distribution of Surplus Assets to Another Entity

- 11.2.1** The section applies only if the association (a) is wound-up under Part 10 of the Association Incorporation Act 1981; and (b) has surplus assets.
- 11.2.2** The surplus assets shall not be distributed among the members of the association.
- 11.2.3** The assets shall be given to another entity having: (a) objectives similar to the Association's objectives; and (b) the rules which prohibit the distribution of the entity's income and assets to its members.
- 11.2.4** In this section, "Surplus assets" has the meaning given by section 92(3) of the Association Incorporation Act.

11.3 Cease to Function

After dissolution, the Executive Committee shall cease to function. Any decision or representation by the member or office bearer of the dissolved Executive Committee shall be null and void.