

Constitution of Victorian Sikh Association

1 Name

The name of the incorporated association is the **Victorian Sikh Association Incorporated** (in these rules called "the VSA")

2 Definitions

- 2.1 These articles shall be construed with reference to the *Associations Incorporation Act 1981*, *Associations Incorporation Reform Act 2012*, and terms used in this Constitution shall unless a contrary intent appears be taken to have the same respective meanings as they have, when used in the *Associations Incorporation Act 1981* or any amendments thereto.
- 2.2 The following words where used in this Constitution shall be taken to have the following meanings, unless a contrary intention appears: -
- 2.2.1 The Act means the *Associations Incorporation Act 1981*, *Associations Incorporation Reform Act 2012*, any amendments thereto and the regulations thereunder.
- 2.2.2 AGM means a meeting of Platinum Life Members and Gold Annual Members of VSA to elect office bearers to form the Management Committee and or to adopt and pass any other resolutions pertaining to the business of VSA.
- 2.2.3 ASIC means the Australian Securities and Investments Commission.
- 2.2.4 Association means the Victorian Sikh Association Incorporated.
- 2.2.5 Board Member means a person of good standing and character who is appointed by the Management Committee for a Term of office on the Board.
- 2.2.6 Constitution means this Constitution and any amendments thereto.
- 2.2.7 Corporate Member means a member from a registered business entity who pays the required Membership fees and gets to enjoy the facilities of VSA and has no voting rights.
- 2.2.8 Previous Member means a person who was a Member prior to the adoption of this Constitution.
- 2.2.9 Club Facilities means use of Sports equipment, Function Hall, Bar, Meeting Room, Multi-purpose Room, Senior Citizen Room, the Gym and any others which may be included by the Management Committee.
- 2.2.10 Chairman means a Platinum Life Member or Gold Annual Member who is appointed to lead any Committee.
- 2.2.11 Disciplinary Committee means a sub-committee set up by the Management Committee to investigate, and hear disciplinary cases.
- 2.2.12 EGM means an Extra-ordinary General Meeting convened to discuss and adopt any specific resolution.
- 2.2.13 Financial Year means the year ending 30th June.

2.2.14 Platinum Life Member means a member who has been invited by the Management Committee, pays the required Platinum Life Membership fees and gets to enjoy the benefits of VSA, is eligible to stand for elections and has voting rights. Platinum Life Membership is for life.

2.2.15 Gold Annual Member means a member who has applied to the Management Committee for Gold Annual Membership, pays the required Gold Annual Membership fees and gets to enjoy the benefits of VSA, is eligible to stand for elections whilst holding an active membership. Gold Annual Membership is valid from April 13th of the year of application to April the 12th the following year when it can be renewed.

2.2.16 Silver Member means a member below the age of 18 years in the year of the application, who has applied to the Management Committee for membership, pays the required Silver Membership fees and gets to enjoy the benefits of VSA. Silver Membership is valid from April 13th of the year of application to April the 13th the following year when it can be renewed.

2.2.17 Bronze (Affiliate) Member means a member who pays the required Bronze membership fees, is an active member of VSA Sports, Social or Cultural wings or is an Elder above the age of 70 years in the year of the application. Bronze Membership is valid from April 13th of the year of application to April 13th the following year when it can be renewed.

2.2.18 Liquor Control Act means the *Liquor Control Reform Act 1998* of the state of Victoria, as amended from time to time or any re-enactment thereof and "Liquor" shall mean liquor as defined therein.

2.2.19 Member means a person who pays the required registration fee and whose name is registered in the "Membership Registration Book" of VSA.

2.2.20 Management Committee means the Management Committee of VSA, members of which are elected at an AGM every two years to administer and manage the affairs of VSA.

2.2.21 Notice of Inquiry means a letter from the Management Committee requesting a Member to appear before the Committee or the Disciplinary Committee.

2.2.22 Office Bearer means a member of VSA who is on the Board, the Management Committee, the Disciplinary Committee or in any sub-committee of the VSA.

2.2.23 Patron means a person of good standing and character who is appointed by the Management Committee as a VVIP of the Association, does not need to pay any membership or registration fees and has no voting rights.

2.2.24 Preliminary Hearing means an ad-hoc hearing of a breach of discipline by a member before the Management Committee without the presence of solicitors and advocates.

2.2.25 Seal means the common seal of the VSA.

2.2.26 Secretary means the person for the time being performing the duties of the office of Secretary of the VSA, pursuant to the Act and who is elected at an AGM.

2.2.27 Sikh For the purposes of this Constitution means:
- A Sikh by evidence of formal documentation, or
- A Sikh by virtue of one parent being a Sikh, or
- By marriage to a Sikh, or

- 2.2.28 State means the state of Victoria, Australia.
- 2.2.29 Term means a specified period of time.
- 2.2.30 Visitor means all persons other than the Member.
- 2.3 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958*, or any amendments thereto.
- 2.4 The singular shall include the plural and vice versa.
- 2.5 The table of contents, articles and the insertion of headings are for convenience only and shall not affect the interpretation there of.
- 2.6 Any reference in this Constitution to gender includes all genders.

3 Objects of VSA

The VSA has been incorporated for the following purposes:

- 3.1 To promote & encourage VSA members to participate in sports, social and cultural activities within the community.
- 3.2 To promote Senior Citizen and youth activities, and encourage active participation by members.
- 3.3 To organise such fund raising activities as may be required by the Management Committee for the purpose of the betterment of the VSA and its facilities.
- 3.4 To provide facilities and activities to allow for integration of new migrants into the wider Australian society.

MEMBERSHIP

4 Types of Membership

The VSA shall have the following types of Memberships:

- 4.1 Bronze Member – for any person who pays the required Bronze Membership fee and is a member of another Sikh Association, member of a local Victorian Gurdwara, member of a local Victorian Sikh Sports Organisation or is 70 years of age in the year of application. Such a member shall be privileged to participate in all sports, social and cultural activities of the VSA as the Management Committee deems fit and shall have no voting rights.
- 4.2 Silver Member – for any person who pays the required Silver Membership fee and is below the age of 18 years in the year of application. Such a member shall enjoy the use of the Club Facilities and discounts if any, as the Management Committee may decide from time to time. The member shall have no voting rights
- 4.3 Gold Annual Member – for any person who is invited by the Management Committee and who pays the required Gold Annual Membership fee. Such a member shall enjoy the use of the Club Facilities and discounts if any, as the Management Committee may decide from time to time. The member shall have voting rights, and may be elected to sit in the Management Committee or appointed to a Sub-Committee if the Committee deems necessary.

- 4.3 Platinum Life Member – The person will be Invited to become a Platinum Life Member, as the case may be, and will be required to pay the applicable Membership and registration fees.
- 4.5.1 Notwithstanding any other criteria as set out in this Constitution, the Management Committee will have the absolute discretion to nominate, Invite and register Platinum Life Members to the VSA as and when it deems necessary, but if such membership is required to exceed two hundred (200), it shall require a resolution to be passed at an EGM.
- 4.5.2 Upon acceptance of the invitation to Platinum Life Membership of VSA, the applicant shall pay the required Platinum Life Membership fee which can either be paid in one lump sum or in instalments or upon such other arrangements as may be agreed upon between the Member and the Management Committee. In the event the Platinum Life Member defaults in the payment of any of the agreed instalments the Management Committee shall have the right to terminate the membership (after serving due Notice of Intent) and all payments made up to date shall be forfeited.
- 4.5.3 In the case of an Honorary Member, the applicable registration and Membership fees shall be paid in full, and not by instalments.
- 4.5.4 With the exception of Clause 4.5.5(a) Platinum Life Member or Honorary Member shall be entitled to stand for elections and shall have voting rights.
- 4.5.5 A Platinum Life Member shall not be entitled to vote or stand for elections:
- 4.5.6(a) If Member has overdue payments to VSA;
- 4.5.6(b) If the Member is facing disciplinary inquiry or awaiting the outcome of any such hearing or the results of a disciplinary hearing;
- 4.5.6(c) If the Member's membership has been suspended by the Management Committee or by the Disciplinary Committee;
- 4.5.6 In the event of demise of a Platinum Life Member within 5 years of registration as a Member, the spouse or de facto of the demised Member may have the Membership transferred to his or her name by making an application in writing to the Secretary of VSA. Such an application shall be made within 6 months of the demise of the Member, failing which the Membership shall cease and be terminated and all paid up fees forfeited.
- 4.5.8 A Platinum Life Membership which has been transferred under Clause 4.5.6 shall become un-transferable thereafter.

5 Non-transferable Membership

All categories of Membership of VSA, with exception to Clause 4.5.6, shall be non-transferable.

6 Membership Fees

The membership and registration fees for each type of Membership and the privileges granted therein shall be decided by the Management Committee annually and shall be made known by placing the Notice on a notice board within the VSA, and by circulating a copy of the Notice to all Platinum Life Members.

7 Membership Application

Any person may apply for membership of VSA by filling up the prescribed Membership Application Forms available from the Secretary of the Association.

8 Eligibility & Requirements for Membership

In order to be eligible to be a Member, the applicant must be a natural person who satisfies the following requirements:-

- 8.1 must not have any criminal record within or outside Australia;
- 8.2 be of sound reputation and standing;
- 8.3 must not be a supporter, member, affiliate or sympathizer of any organisation, whether or not existing as a legal body, or having recognition under the laws of any country, the objectives of which include any acts of terrorism, criminal or any illegal activity;
- 8.4 the application form must be properly completed and lodged with the Secretary together with the applicable fees, and is valid for the Term as specified in 2.2.29.

9 Patrons

- 9.1 The Management Committee shall be empowered to invite any number of persons to become Patrons of the Association. Such persons shall be entitled to VVIP status to all events and functions of the VSA. Patrons will hold no voting rights.
- 9.2 The discretion of invitation as per clauses 8 and 9.1 shall rest solely with the Management Committee, and shall not be subject to any objections or appeal.

10 Admission & Approval of Membership

- 10.1 Upon receiving the application, the Management Committee will make an assessment based upon the information provided in the Application Form and any other source considered appropriate by the Management Committee. The Management Committee may also require the applicant to attend an interview if it so desires.
- 10.2 All applications for membership shall be approved or disapproved by a simple majority vote in the Management Committee and such a decision shall be final and binding, and not a subject of any appeal. The Management Committee shall be entitled at its absolute discretion to reject any such application without needing to offer any reason whatsoever.

11 Membership Card

- 11.1 All Members will be issued with a membership card and such a card shall remain the property of VSA. The Membership Card shall be produced for inspection to any Office Bearer of VSA so appointed to verify a Member's identity. Failure to produce the Membership Card for verification may result in a breach of conduct and may result in the Member not being allowed access to the premises of VSA, or to the use of the Club Facilities, or to gain access to any event, EGM, AGM or function organised by the VSA.
- 11.2 It shall be the responsibility of all members to ensure that the Membership Card is kept safely and in good and fair condition, and when lost or stolen an application for a

replacement is made and the required administration fee is paid.

12 Membership Year

- 12.1 The membership year of the VSA shall be from the 13th of April to the 12th of April the following year. In the year in which the individual is admitted as a member in any category, the membership year will be from the date of admission to 12th of April of the following year and not more than 12 months in total, and shall be the required fixed amount of applicable registration and Membership fees, and not on a pro rata basis.
- 12.2 If any member is admitted into a different category, the annual Membership fee paid by that individual member under the previous category of Membership shall cease and be forfeited, and the new Membership fees payable in full.

13 Register of Members

- 13.1 The Secretary of the VSA shall establish, keep and maintain a register of all Members in which shall be entered the type of membership, membership number, full name, postal address, e-mail address (if applicable) and date of entry of the name of the Member. The Secretary will keep the Register of Membership at the VSA premises or such other premises as may be determined by the Management Committee
- 13.2 No details of any Member shall be given out without the permission of the Board. This will be exercised in order to protect the confidentiality of Members at all times.

14 Resignation or Cessation of Membership

- 14.1 A Member of the VSA may cease to be a Member:
- 14.1.1 by first giving one (1) calendar month notice in writing to the Secretary, of his intention to resign and the Management Committee accepts his notice after all dues to the VSA are settled, and upon the expiration of that period of notice, the Member shall cease to be a Member;
 - 14.1.2 if the Member dies;
 - 14.1.3 if the Member becomes bankrupt or makes any arrangements with his creditors;
 - 14.1.4 if the Member becomes of unsound mind;
 - 14.1.5 if the Member is expelled by the Management Committee or by the Board after an inquiry by the Disciplinary Committee;
 - 14.1.6 in any other circumstance prescribed in the terms of the membership applicable to the Member or in any undertaking given by the Member upon his admission to membership;
 - 14.1.7 if the member fails to pay the Annual Membership Fees.
- 14.2 Upon the expiration of a notice or the happening of any of the events as set out in this article, the Secretary shall enter a recording in the Register of Members and delete the name of the Member accordingly.

DISCIPLINE

15 Preliminary Hearing

- 15.1 The Management Committee shall be empowered to hear Preliminary Cases of discipline and complaints against any member of the VSA.
- 15.2 The Management Committee may at its sole discretion choose to discipline, suspend, or fine any Member who:-
 - 15.2.1 fails to comply with this Constitution or its rules, regulations and By-Laws of the Association;
 - 15.2.2 Acts in a manner of conduct unbecoming of a Member or prejudicial or bringing disrespect, humiliation or embarrassment upon any official of VSA or to the interest of the VSA and or official or officials of VSA, or to the image of VSA, irrespective whether such a conduct or act was within or outside the premises of VSA;
- 15.3 The Management Committee may, after a preliminary hearing, be empowered to suspend a Member from membership or impose a fine in accordance to the By-Laws of the Association.
- 15.4 Notwithstanding clauses 15.1 & 15.2, the Management Committee may at its sole discretion, before or after a preliminary hearing, refer cases of discipline to the Disciplinary Committee. Whenever such a case is referred to the Disciplinary Committee, the member's Membership shall automatically become suspended until such time the Disciplinary Committee has heard the case and the outcome of the hearing is made known. The Disciplinary Committee shall be empowered to impose fines and or suspension in accordance to the By-Laws of VSA.

16 Disciplinary Committee

- 16.1 The Management Committee shall have the power to appoint a Disciplinary Committee for such periods and on such terms as the Committee may deem fit for the purpose of disciplinary action against members.
- 16.2 The Disciplinary Committee shall comprise of a Chairman and two other persons.
- 16.3 The nomination of the members or persons to form the Disciplinary Committee shall be at the sole discretion of the Management Committee.
- 16.4 A quorum of the Disciplinary Committee shall not be less than two (2);
- 16.5 The Disciplinary Committee shall conduct the inquiry in accordance to the rules, regulations, and procedures as spelled out in the by-laws of the Association.
- 16.6 A member facing disciplinary hearing and having served with a notice of inquiry shall appear in person before the Management Committee or the Disciplinary Committee as may be indicated in the Notice and he shall abide to the rules, regulations and procedures as spelled out in the by-laws of the Association
- 16.7 With the exception to Clause 16.8, all decisions made by the Disciplinary Committee shall be final and binding and not a subject of any appeal.
- 16.8 In disciplinary cases where the Disciplinary Committee's decision is for the revoking of Membership, such a decision shall be subject to a further review by the Management Committee and who at its sole discretion, may refer the case to the

Board for a final decision. The Decision of the Management Committee and the Board in such a case shall be final and binding and not a subject of appeal.

BOARD OF VSA

17 Composition of Board Members

17.1 The Board shall consist of five persons at the minimum and seven persons at the maximum. All members of the Board, including its Chairman, Vice Chairman and Secretary, shall be appointed by the Management Committee. A Board Member need not have to be a Member of VSA.

18 Term of Office For Board Members

18.1 Each Board member shall serve indefinitely unless they choose to resign, upon resignation the Management Committee will appoint a Board Member in consultation with the Board. Board Members are to be reappointed every two years.

18.2 In the event of a vacancy arising on the Board for any reason whatsoever, the Management Committee shall, in consultation with the Board, appoint another member to fill the vacancy.

19 President VSA Ex-proviso to Board

19.1 The President of VSA shall be an ex-proviso to the Board and in his absence another Member of the Management Committee so nominated by the President, shall attend the meeting, except that when a question of vote within the Board is desired over any matter of VSA, the President or his nominee shall abstain.

20 Role Of The Board

20.1 The role of the Board shall be:

20.1.1 to serve as an advisory body to the VSA;

20.1.2 to finalise the Annual Audited Accounts and review the quarterly financial statements of the Association;

20.1.3 to ensure all Statutory requirements of VSA pertaining to financial matters are executed by the Management Committee in accordance to the Act, including the lodging of audited statement of accounts;

20.1.4 to provide good governance of the Association, ensuring the Management Committee's compliance to set procedures of the Association;

20.1.5 to set policy directions with a view to achieve the objectives of the Association, and the future vision and direction of VSA;

20.1.6 to review the By-laws and Rules and Regulations made by the Management Committee and to ensure they are in accordance to the Constitution for the smooth running and administration of the Association;

20.1.7 to seek sponsors and to assist in fund raising for the Association;

20.1.8 to review all cases of discipline that may be forwarded by the Management Committee, including the revoking of any Platinum Life Membership;

20.1.9 to act as an advisory body in the event of any litigation for or against the Association or any member of the Management Committee;

20.1.10 to hold meetings at least quarterly, or as and when the Management Committee may request;

20.1.11 to have the secretary of the Board record all matters tabled and discussed at the meeting, and forward a copy of the minutes to the Secretary of the Association within 14 days of the conclusion of the meeting.

21 Removal of Board Member

21.1 The Board shall have the power to remove any one of its member who absents himself for three consecutive sittings of the Board without valid reasons or for some reason is unable to perform the duties bestowed upon him. Such an intention shall be forwarded to the Management Committee who shall proceed to act in accordance to article 18.2.

MANAGEMENT COMMITTEE

22 Composition of Management Committee Members

22.1 The Management Committee of the VSA shall consist of a minimum of eight (8) members: a President; a Vice President; a Treasurer; a Secretary; an Assistant Secretary; a Sports Director, a Cultural Director; and a Social Director.

23 Management Committee Members Shall Be Members

23.1 Members of the Management Committee shall be elected members at an AGM once every two years. They shall be Gold Annual Members or Platinum Life Members of VSA. At the end of a Term in office (two years), the member may stand for re-election but shall not hold office for more than six (6) years consecutively.

24 Management Committee Members Hold Office For Two Years

24.1 Every Management Committee Member of the VSA shall hold office for a term of two years or until the annual general meeting when fresh elections are held.

25 Management Committee Members to Co-opt Members

25.1 In the event of a vacancy in any office referred to in article 22.1 the Management Committee may appoint and co-opt any Platinum Life Member or Gold Annual Member of the Association to the vacant office, and the Member so appointed may continue in office up to the time when fresh elections are held at an AGM.

25.2 Any Member who is appointed or co-opted by the Management Committee to sit on the Management Committee in accordance to the Provisions of this Constitution shall not be entitled to a vote nor shall his/her presence be counted for a quorum in the meetings of the Management Committee.

26 Role Of Management Committee

26.1 The role of the Management Committee of VSA shall be:-

- 26.1.1 to manage the affairs and business of the VSA;
- 26.1.2 subject to these articles and the Act, to exercise all such powers and functions as may be exercised by the VSA other than those powers and functions that are required by these articles to be exercised by an AGM or EGM;
- 26.1.3 subject to these articles, the Act and the regulations, to perform all such acts and things as appear to the Management Committee to be essential for the proper management of the business and affairs of the VSA;
- 26.1.4 from time to time or as deemed necessary, to seek direction from the Board on all matters relating to the smooth running of the VSA. The Management Committee is to provide reports to Board on set times or as requested;
- 26.1.5 to keep correct accounts and books showing the financial affairs of the VSA and the particulars usually shown on the books of a like nature.
- 26.1.6 to hold periodical meetings and minutes of all resolutions and proceedings of such Management Committee meetings shall be entered in a book provided for that purpose;
- 26.1.7 to impose restrictions on the playing rights or any such participation of the rights of Members of the various categories as may be deemed and seen necessary for the integrity and interest of the VSA as a whole;
- 26.1.8 to expend up to a maximum of \$25,000 per year in the name of the VSA for capital works or improvements if need be. Provided that when any question arises involving either the raising or borrowing of money or the incurring of any capital expenditure by the VSA of more than \$25,000 for any one project then that question and any other question arising out of the same or incidental thereto shall be decided by a majority vote of the Platinum Life Members attending the meeting. The quorum shall be as per articles 38.1, 38.2 or 44.1;
- 26.1.9 to convene an EGM and obtain approval by special resolution from at least 75% of eligible Gold Annual Members and Platinum Life Members attending the meeting if for any borrowings in the name of the VSA at any time, irrespective of the purposes of the borrowings or to grant security over the whole or part of the assets of the VSA to secure any indebtedness incurred or to be incurred by the VSA.

27 Election of Management Committee Members

- 27.1 Nominations of candidates for election to the Management Committee of VSA shall be:-
 - 27.1.1 Made by filling up the prescribed "Nomination Form" provided by the Management Committee and;
 - 27.1.2 Delivered to the Secretary not less than 21 calendar days before the date fixed for holding of the AGM.
- 27.2 If the prescribed 'Nomination Form' is filled in incorrectly, illegibly or the required information within the form is not made available, such a candidate/nomination shall be disqualified, and the candidate shall not be entitled to stand for the election.
- 27.3 All members who wish to stand for election to the Management Committee of VSA and who have filled up the required Nomination Form shall be present in person for

the election on the date and time of the election, failing which, the candidate shall be deemed to have pulled out and excluded from the election.

- 27.4 Any candidate who comes late for the meeting or comes after the commencement of the Election process, or when voting has commenced may be disqualified and excluded from the election.
- 27.5 Each member shall be allowed to fill up only one Nomination Form, and shall be entitled to stand for election only for the one named position within the Form.
- 27.6 In the event that the number of nominations exceed the number of vacancies to be filled, a ballot shall be held.
- 27.7 The ballot for the election shall be conducted at the annual general meeting in such usual and proper manner as the Management Committee may deem fit.
- 27.8 In the event there are insufficient nominations and there is vacancy in the Management Committee, the elected Committee members shall be empowered to fill up the vacancies through nominations as it deems fit.
- 27.9 Immediately after its election at the annual general meeting, the newly elected Management Committee shall hold its first meeting and confirm the names of the persons to hold the offices as set out in article 22.1.

28 Vacancies In Management Committee

- 28.1 In addition to the provisions of the Act, the office of a member of the Management Committee shall become vacant if the Committee Member:
 - 28.1.1 ceases to be a member of the VSA;
 - 28.1.2 becomes bankrupt or insolvent or makes any arrangements or composition with his creditors generally;
 - 28.1.3 resigns his office by notice in writing given to the Secretary;
 - 28.1.4 absents himself from three consecutive meetings, unless he has forwarded a satisfactory explanation to the Management Committee within three days after the date of the last three meetings;
 - 28.1.5 becomes prohibited or disqualified from being a director of an association by reason of an order made under the Act;
 - 28.1.6 becomes of unsound mind;
 - 28.1.7 is convicted on indictment of any offence;
 - 28.1.8 is removed by the Board

29 Management Committee Meetings

- 29.1 The Management Committee shall at a minimum meet once in two calendar months, at such place and at such times as the Management Committee may determine.
- 29.2 Subject to this Constitution, notice of a meeting of the Management Committee, must be given to each Management Committee Member. A notice of a meeting of the Management Committee Members:

- 29.2.1 Must specify the time and place of the meeting;
- 29.2.2 Must specify the nature of the business to be transacted at the meeting;
- 29.2.3 May be given in person or by post, facsimile transmission or other electronic means.

30 Quorum and Meetings of Management Committee

- 30.1. 50% of the Elected Management Committee members being present shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- 30.2 Any Member of the Management Committee who absents himself for three consecutive meetings without satisfactory explanation shall cease to be a Member of the Management Committee, and the Committee shall be empowered to nominate any other suitable Member in accordance to the provisions of this Constitution.
- 30.3 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a later date to be determined by Committee.
- 30.4 The Chairman of a Management Committee meeting shall be:-
 - 30.4.1 the President or in his absence the Vice-President shall preside; or
 - 30.4.2 if the President and the Vice-President are both absent, such one of the remaining members of the Management Committee as may be chosen by the Members present, shall preside.
- 30.5 Decisions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee, shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 30.6 Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 30.7 A meeting of the Management Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee under this Constitution.
- 30.8 Decisions arising at a meeting of the Management Committee shall be decided by a majority of votes and a determination by a majority of the Management Committee Members shall for all purposes be deemed a determination of the Management Committee.

31 Minutes of Meetings

- 31.1 The Secretary of the Association shall keep minutes of the each committee meeting and of the resolutions and proceedings of each general meeting in books provided for that purpose together with a record of the names of persons present at committee meetings including apologies and absent members.
- 31.2 A copy of the minutes shall be forwarded to the Chairman of the Board within 14 days of the meeting.

32 Remuneration of Management Committee Members

- 32.1 A Management Committee Member shall not be entitled to any remuneration, fees, salaries or any such payments out of the funds of the VSA for the works done or performed by him/her.
- 32.2 Remuneration to Management Committee Members may be made strictly in the following circumstances:
- 32.2.1 For the payment of out of pocket expenses incurred in carrying out the duties of a Committee Member where the payments do not exceed an amount previously approved by the Management Committee;
- 32.2.2 For any service rendered to the VSA in a professional or technical capacity where the provisions of that service has the proper approval of the Management Committee and approved by the Board or
- 32.2.3 As an employee of the VSA paid under normal commercial terms where the terms of employment have been approved by a resolution of the Management Committee.

33 Accounts

- 33.1 The Management Committee shall cause proper accounting and other records to be kept and shall display copies of every profit and loss account and balance sheet on the VSA notice board on a quarterly basis accompanied by such other documents as may be stipulated under the Act provided always that the Management Committee shall cause to be made out and presented to each annual general meeting a balance sheet and profit and loss statement made up to date not more than six months from the date of the annual general meeting.

34 Sub-Committees

- 34.1 The Management Committee shall from time to time appoint Members to lead Sub Committees, and may delegate to them such of the powers and duties of the Management Committee as the Management Committee may determine.

AGM

35 AGM

- 35.1 Every once a year the VSA shall convene an Annual General Meeting to receive the audited accounts and to attend to any other matters. An AGM to elect Gold Annual and Platinum Life Members to form the Management Committee of VSA shall be held once every two years.
- 35.2 The AGM shall be held anytime within six (6) months of the preceding financial year or as any period provided by the Act and on such day and time and place as the Management Committee determines.
- 35.3 The AGM shall be specified as such in the notice convening it.
- 35.4 The ordinary business of the AGM shall be to:-

- 35.4.1 confirm the minutes of the last preceding AGM held since that meeting;
 - 35.4.2 receive from the Management Committee reports upon the transactions of the VSA during the last preceding financial years;
 - 35.4.3 elect office bearers of the VSA to form the Management Committee;
 - 35.4.4 receive and consider the statement submitted by the VSA in accordance with section 30 (3) of the Act;
 - 35.4.5 any other matters as per clause 36.1;
- 35.5 The AGM will be an addition to any other EGM that may be held in the same year.

36 Notice Of An AGM

- 36.1 The Secretary of the VSA shall, at least 28 calendar days before the date fixed for holding an AGM of the VSA, cause to be sent to each Platinum Life Member and Gold Annual Member of the VSA via the email address kept in the Register of Members stating:
- 36.1.1 the place, date and time of the meeting;
 - 36.1.2 the nature of the business to be transacted at the meeting.
 - 36.1.3 the date, time and place where the Annual Audited financial reports of the VSA shall be made available for inspection by registered Life Members. Such reports shall be available for inspection not more than 14 working days and during such specified time as the Management Committee may decide.
- 36.2 No business other than that set out in the notice convening the meeting shall be transacted at the AGM.

37 Proceedings at an AGM

- 37.1 No item of business shall be transacted at an AGM unless a quorum of members entitled under these articles to vote is present during the time when the meeting is considering that item.
- 37.2 A member desiring to bring any business, or question or resolution before an AGM may give a notice of that business in writing to the Secretary at least 14 calendar days prior to the date of the AGM, who shall then table the Form at the meeting for the Management Committee to provide the answers to the inquiry stated within the Form.
- 37.3 Upon clarification being given by the Management Committee to the questions within the AGM Inquiry Form, the AGM shall continue with its planned agenda and if any member causes obstruction to the due process by raising other questions not stated in the AGM Inquiry Form, or by shouting, abusing, or threatening or behaves in such manner as to cause a nuisance or distraction to the meeting, he shall, in the first instance, be warned by the presiding Chairman of the meeting, and if such member does not take heed of the warning so given, he shall be removed from the meeting. Upon completion of the meeting, the presiding Chairman, may at his sole discretion, report the matter to the Disciplinary Committee for necessary action.

38 Quorum At AGM

- 38.1 30% of the registered Gold Annual Members and Platinum Life Members shall constitute a quorum for the transaction of the business of an AGM.
- 38.2 Members entitled to attend and vote at an AGM must show their valid membership cards and proof of identity to the Secretary or such other person nominated by the Management Committee, to gain access to the meeting.

39 Chairperson

- 39.1 The President shall be the Chairperson of the Management Committee and shall act as Chairperson at all AGMs or EGMs of the VSA. In his absence, either one or whoever the President nominates, shall preside as Chairperson at such meetings.
- 39.2 If the President and both the Vice-Presidents are absent from an AGM, the Members shall elect one of their members to preside as Chairperson at the meeting.
- 39.3 The President or Chairperson presiding at any meeting of Members shall have a deliberate vote and in case of an equality of votes, shall have a second or casting vote.

40 Adjournment

- 40.1 The Chairman of an AGM at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 40.2 Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the AGM.

41 Voting

- 41.1 A question arising at an AGM or EGM of the VSA shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the VSA is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 41.2 Upon any question arising at an AGM or EGM of the VSA, a Platinum Life Member has two votes, and a Gold Annual Member has one vote only.
- 41.3 All votes shall be given personally or by proxy.
- 41.4 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 41.5 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 41.6 A poll that is demanded on the election of the Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may

direct.

- 41.7 A Member is not entitled to vote or enter the place of the AGM or EGM if he has not renewed his membership or has outstanding dues to the VSA. Such renewal of membership and dues shall be settled 14 days prior to the AGM. This also means that a Member must have been a Member for at least the 14 days prior to the AGM in order to be entitled to voting rights at an AGM or EGM.

42 Proxies

- 42.1 No proxies are allowed unless the Gold Annual Member or Platinum Life Member is overseas (evidenced by travel ticket or itinerary) or is confined to hospital or home due to an illness (evidenced by Doctor's Certificate)
- 42.2 The notice appointing the proxy shall be in the form set out in Appendix 1.
- 42.3 Each member attending the meeting shall not be entitled to have more than one Proxy Vote.

EGM

43 Extra-ordinary General Meeting (EGM)

- 43.1 Any Platinum Life Member shall be entitled to call for an Extra-Ordinary General Meeting to move any resolution if:-
- 43.1.1 The prescribed EGM Form is filled up and all the relevant information required within the Form is filled up correctly and legibly;
- 43.1.2 30% of the Registered Gold Annual Members and Platinum Life Members append their signatures to the resolution stated within the prescribed EGM Form;
- 43.1.3 The EGM Form is submitted to the Secretary in person along with the required administration fees as may be indicated in the by-laws; and
- 43.1.4 all the signatories to the resolution as indicated in the EGM Form present themselves in person with their valid Membership Cards on the date and time of the EGM.
- 43.2 The Management Committee shall not call for an EGM if a Platinum Life Member fails to comply with the procedures laid within the Constitution, or if the Platinum Life Member is under suspension, facing disciplinary inquiry or pending the outcome of an inquiry.
- 43.3 The Management Committee may, at its sole discretion, convene an EGM at any time of the year to seek approval for its own business of the running the Association. It shall be exempted from the application of Clause 43.1, and 43.2 .
- 43.4 All EGM's shall be:-
- 43.4.1 convened by the Management Committee within fourteen (14) Calendar days of the Notice being served;
- 43.4.2 chaired by the President of the Association or his representative from the Management Committee and

43.4.3 shall be conducted in like manner as an AGM as specified within this Constitution

44 Quorum at EGM

44.1 The quorum for an EGM called for in accordance with article 43 is the same as that of an AGM.

45 Proceedings at EGM

45.1 No business other than set out in the notice convening the meeting shall be transacted at the meeting.

45.2 Any EGM convened in pursuance of these articles shall be convened by the Management Committee and in the same manner as nearly as possible as that in which those meetings are convened by the Management Committee.

45.3 If within 30 minutes of the commencement of the EGM called upon by a Platinum Life Member of any of the named signatories in the EGM Form are not present, the EGM shall be called off and the fees forfeited.

45.4 Upon satisfactory clarification being given by the Management Committee to the questions and or resolutions with the EGM Form, the Chairman of the management Committee shall declare the EGM closed. Notwithstanding any other clauses pertinent to the smooth running of the meeting, any member who causes obstruction to the due process by raising other questions not stated in the EGM Form, or by shouting, abusing, or threatening or behaves in such manner as to cause a nuisance or distraction to the meeting, he shall, in the first instance be warned by the presiding Chairman of the Committee and if such member does not take heed of the warning so given, he shall be removed from the meeting, if need be, by the use of necessary force. Upon completion of the meeting, the Chairman, may at his sole discretion, report the matter to the Disciplinary Committee for necessary action.

45.5 Members entitled to attend and vote at an EGM called for by a Platinum Life Member must show their valid membership cards to the Secretary or such other person nominated by the Management Committee to gain access to the meeting. Failure to produce a valid Platinum Life Membership Card will mean the member shall not be allowed access to the place of meeting or to cast any votes.

46 Treasurer

46.1 The Treasurer of the Association:-

46.1.1 collect and receive all monies due to the VSA;

46.1.2 make all payments authorized by the VSA; and

46.1.3 maintain books showing the financial affairs of the VSA with full details of all receipts and expenditure connected with the activities of the VSA.

47 Signing of negotiable instruments

47.1 All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Management Committee namely the President and Treasurer of the VSA or in the absence of any of the two, the Secretary shall be the third designated person.

48 Common Seal

- 48.1 The Common Seal of the VSA shall be kept in the custody of the Secretary. The Common Seal shall not be affixed to any instruments except by the authority of the Management Committee and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Management Committee or of one member of the Management Committee and of one of the Board Member of the VSA
- 48.2 The Management Committee may from time to time by resolution change, alter or adopt any new Seal as Management Committee may deem proper.

49 Alteration of Statements of Purposes and Rules

- 49.1 No addition, alteration, repeal or amendment to or in this Constitution of the VSA for the time being in force shall be effective unless such addition, alteration, repeal or amendment has complied with the requirements of the Act.

50 Service of Notices

- 50.1 A notice may be served by or on behalf of the VSA upon any Member either personally or by sending it by post to the member at his address shown in the Register of Members.
- 50.2 Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 50.3 A reference in this Constitution to a notice in writing includes a notice given by facsimile transmission or other electronic means.

51 Winding Up

- 51.1 In the event of the winding up or the cancellation of the VSA, the assets of the VSA shall be disposed of in accordance with the provisions of the Act.
- 51.2 If upon the winding up or dissolution of the VSA there remains after satisfaction of all debts and liabilities any property whatsoever, the same will not be paid to or distributed to the Members but shall be transferred or given to some other Institution or institutions having similar objects to the VSA, and whose constitution shall prohibit the distribution of its income or assets amongst its Members.

52 Custody of Books and Inspection of Records

- 52.1 The Secretary must ensure that all records, including but not limited to, minutes of all general meetings, all other meetings and Register of Members are kept in safe custody. The Treasurer shall holds records relating to the financial affairs of the VSA. The Company Secretary and the Treasurer must ensure that the records of the VSA are open for inspection (as per article listed above) by Platinum Life Members free of charge.
- 52.2 The Secretary may determine whether, and to what extent and at what time and place and under what conditions the minute books, financial records and other documents of the VSA or any of them will be open for inspection by the Members.

53 Sources of funds

53.1 The funds of the VSA shall be derived from entrance and registration fee, Membership, donations and such other sources as the Management Committee determines.

54 Sale of Liquor

54.1 No liquor shall be disposed of or consumed on the VSA premises except between the hours and in the circumstances determined by the Management Committee from time to time and in accordance with the provisions of the *Liquor Control Reform Act 1998* and the directions of the Liquor Control Commission.

54.2 No liquor shall be sold or supplied for consumption elsewhere than on the VSA premises, unless the Member purchasing the same removes such liquor from the VSA premises.

55 Auditors and Solicitors

55.1 The Auditors shall have access at all times to the finance books, accounts and vouchers of the VSA, and shall be entitled to require from the officers and office bearers of the Club, such information as or explanations they may deem necessary for the performance of their duties.

55.2 The Club shall comply with the relevant provisions of the *Corporations Act 2001* relating to audit, and the appointment, remuneration and removal of Auditors and the filling of any vacancy in the office of Auditor.

55.3 The Auditor or Solicitors shall have the powers, duties and liabilities by the said Act.

55.4 The Auditors or Solicitors may be invited by the Management Committee to attend any AGM or EGM of the VSA.

55.5 The Auditors or Solicitors shall not be permitted to vote at such meetings unless they are entitled to do so by reason of their membership.

55.6 The Management Committee in consultation with the Board shall make the appointment of Auditors or Solicitors.

56 Complaints

56.1 All complaints must be made in writing to the Secretary who shall immediately bring it to the attention of the Management Committee or as it deems necessary within the constraints of this Constitution.

57 Bankers

57.1 The Management Committee will determine the Bankers of the VSA.

58 Interpretation of Rules

58.1 The Management Committee is the sole authority for the interpretation of this Constitution and the decision of the Management Committee, upon any question of

interpretation or upon any matter affecting the Association and not provided for in this Constitution shall be final and binding on all the members.

59 Discretion

59.1 In all cases not provided for in this Constitution, or the By-Laws and Regulations, the Management Committee shall act according to their discretion.

60 Amendment of Constitution Rules

60.1 This Constitution Rules may be added to, repealed or amended by resolution at any Annual or Extraordinary General Meeting, provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least two-thirds of the members voting thereon. No alteration in this Constitution shall be enforced or applied until approval in writing by the appropriate government body.

61 By-Laws and Regulations

61.1 The Management Committee may from time to time make, repeal and amend all By-Laws and Regulations as they think expedient for the management and wellbeing of the Association and the conduct of business, and may thereby impose reasonable fines and penalties for any breach of such by-laws and Regulations. All By-Laws and Regulations made by the Management Committee shall be binding upon all members until repealed by Management Committee or set aside by a resolution at an EGM or AGM of the Association.

62 Decision Of Management Committee/AGM/EGM

62.1 No appeal shall lie from any decision of the Management Committee and or AGM/EGM.

Appendix 1 – Proxy Voting Form

Victorian Sikh Association Inc

ABN: 75 580 628 531

APPOINTMENT OF PROXY

In accordance with the Victorian Sikh Association Inc's Constitution:

I, (your name and VSA membership number).....

of (your address).....

hereby appoint (proxy holder name and their VSA membership number)

of (proxy holder address).....

being a current Platinum Life or Gold Annual Member of the Victorian Sikh Association Inc as my proxy to vote for me on my behalf at the general meeting of the Victorian Sikh Association Inc (annual general meeting or extraordinary general meeting, as the case may be) to be held on theday of.....the year and at any adjournment of that meeting.

My proxy is authorised to vote for all resolutions as my proxy may decide at the meeting.

I hereby declare that I am a current Platinum Life or Gold Annual Member of the Victorian Sikh Association Inc and have appointed the above proxy of my own free will to act in my stead to attend the general meeting.

Signed.....

The.....day of.....the year

* Note: Under the Constitution, a proxy holder may only bring one proxy to the meeting