

Tongan Community & Associations of South Australia Inc.

CONSTITUTION

1. NAME

The name of the Association shall be **TONGAN COMMUNITY & ASSOCIATIONS OF SOUTH AUSTRALIA (TONGAN COMMUNITY)**, hereinafter called “The Association”

2. GOALS

The objectives of the Association shall be: -

- 2.1 To provide a non-denominational, non-discriminatory social environment in which to nurture and encourage Tongan culture and customs.
- 2.2 To provide a platform in which to develop our identity as Tongan families living in South Australia.
- 2.3 To develop and provide a foundation and consequently a support network for Tongans in South Australia.
- 2.4 Emphasis shall be on Tongan customs and traditions.
- 2.5 To do all such things as may be incidental to attainment of such objectives.
- 2.6 To represent all Tongan community groups in South Australia
- 2.7 To liaise with government departments on behalf of the Tongan community groups in South Australia

3. MEMBERSHIP, ELIGIBILITY and PARTICIPATION

3.1 An individual Member shall be a person who has agreed to accept the above objectives, the association’s code of conduct and has also paid the prescribed membership subscription.

3.1.1 An individual is eligible to become a member of the Association provided he or she is of Tongan by descent and is also a permanent resident of South Australia or have lived in South Australia for at least six months.

3.1.2 Students from Tonga who reside temporarily in South Australia during their period of education are eligible to become members of the Association subject to the provisions of this section.

3.1.3. A spouse of an individual as per sub-sections 3.1.1. and 3.1.2. above is eligible to become a member of the Association.

3.1.4. An individual who is eligible to be a member of the Association under sub-section 3.1.1. may participate in activities and programs of the Association.

3.1.4a. Participation in the activities of The Association is open to all people regardless of race, religious beliefs, gender and sexual orientation. The Executive Committee, by a majority of at least two-thirds, reserves the right to refuse membership or participation in activities.

3.1.5. An individual who is not eligible to become a member of the Association under the above provisions may be accepted by a Committee or General Meeting, provided he or she applied in writing to the Chairperson.

3.1.6. Membership fees shall be determined by a General Meeting.

3.1.7. Family membership applies to a member's immediate family of which at least 4 persons are over 18 years old and reside in the same address for at least six months.

3.1.8. A 10% exemption applies to family memberships that are under sub-section 3.1.7.

3.2 Employees

3.2.1 An employee of the Association is eligible to become a member provided that he or she accept and honour the rules of the Association.

3.2.2. An employee who is eligible to become a member under sub-section 3.2.1 and has been granted Member status shall be treated as a full member of the Association and therefore shall pay the required full membership fee.

3.3 Organisations

3.3.1 An organisation is eligible to become a member of the Association provided that no objection from a member to such an application. In the case where an objection was registered, the Committee shall try to resolve the issue(s) that prompted the objection.

3.3.2. An organisation member may have a representative who may speak and vote on its behalf.

3.3.3. An eligible organisation under sub-section 3.3.1 which has been granted Member status shall be treated as a full member of the Association and therefore shall pay the prescribed organisation membership fee.

3.4 Memberships under sub-sections 3.1, 3.2 and 3.3 may be suspended by notifying the Committee via the Public Officer, or in the case of misconduct, by not less than two-thirds majority vote at a Committee or General Meeting.

3.4.1 Any suspended member may in not less than two weeks written notice require the suspension to be reconsidered at one subsequent General Meeting

3.4.2 The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

4. MANAGEMENT

4.1. Management of the Association shall be vested in the Committee.

4.2. The Executive Committee

4.2.1. Shall be consisted of at least the Chairperson, Secretary, Treasurer and the Public Officer, who shall be elected at a General Meeting.

4.2.1a By default, the Association's Chairperson is responsible as Chair of meetings, unless other arrangements have been made.

4.2.2. The Committee

4.2.2.1. The Committee shall be consisted of the Executive Committee, plus the Assistant Chairperson, Assistant Secretary and Assistant Treasurer who shall be nominated/elected at a General Meeting, and other elected or nominated members of the Committee.

4.2.2.2. Other elected/nominated members of the Committee shall be so elected only, and only if, at the time of the General Meeting at which the election took place, the total membership of the Association is greater than 8. Election of these additional office holders may be carried out after the election of the mandatory office holders.

4.2.3. The Senior employee of the Association if any, may become a member of the Committee, subject to approval or appointment by the Committee or General Meeting and he or she shall be a non-voting member.

4.2.4. A staff representative elected by the employees of the Association prior to the Annual General Meeting may be a member of the Committee and he or she shall be a non-voting member.

4.2.5. A representative nominated by the Tongan students temporarily resident in South Australia may become a member of the Committee, subject to Committee approval.

4.2.6. Not more than 2 persons co-opt by the Committee subsequent to the Annual General Meeting may be members of the Committee.

4.2.7. By default, the chairperson of Committee and General Meeting is the Association's Chairperson unless other arrangements have been made.

4.3. The Office Bearers

4.3.1 The Office Bearers of the Association shall be the Chairperson, Assistant Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and Public Officer who shall be elected by members at an Annual General Meeting prior to the election of the remainder of the Committee.

4.4 The Committee shall meet as often as may be required to conduct the business of the Association and not less than 10 times each calendar year.

4.5 The committee meeting quorum shall be one-half the number of the Committee members.

4.6 The Chairperson or two other members of the Committee shall have the power to call a meeting of the Committee.

4.7 Notice of meetings shall be given at the previous Committee meeting or by 7 days written notice distributed to all Committee members or in an emergency, by such other notice as shall be ratified by the Committee.

4.8 An Office Bearer or member of the Committee shall cease to hold such office upon: -

4.8.1 Resignation in writing;

4.8.2 Suspension as a member of the Association;

4.8.3 Absence to three successive Committee meetings without explanation acceptable to the Committee.

4.9 Vacancies unfilled or arising in the Office Bearers or other Committee Members may be filled by the Committee by co-opting members for the unexpired remainder of the term.

4.9.1 The Committee may function validly notwithstanding any vacancies so long as its numbers is not reduced below the quorum.

4.10 The Committee may appoint sub-committees of members and non- members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

4.10a A Committee member shall be nominated by the Committee to chair and to report the activities and progress of a sub-committee.

4.11 The Committee may appoint an Office Bearer together with one other Committee member who shall meet to carry out day-to-day business delegated by the Committee and who shall report to the subsequent Committee meeting.

4.12 The Committee or General Meeting shall appoint a Public Officer who shall notify the Corporate Affairs Commission of such appointment and who shall file such other returns and notices as shall be required by law. In the case where there is an inability in the part of the Public Officer, the Chairperson shall perform these tasks. The Public Officer shall hold office until another person is appointed to the position by the Committee.

4.13 Committee members shall upon election or nomination become members in their own right and shall not in their capacity as Committee members act as representatives of an organization whose goals are in contrary or competing in terms of cultural issues, to those of the Association.

4.14 No Office Bearers shall hold the same office for more than 3 successive years unless proposed and approved by a two-third majority in a General Meeting.

5 POWERS

5.1 The powers of the Association shall be the powers contained in the Associations Incorporation Act currently in force at the time this Constitution was brought into effect, and without limiting those powers, The Association may:

- a) Hold real or personal property;
- b) Open and operate bank accounts
- c) Invest in trustee securities;
- d) Enter into any necessary or desirable contract including a contract of employment;
- e) Establish sub-committees, sub-entities or branches which shall be responsible to The Association, to carry out programs, projects or activities that may fulfill the goals and objectives of The Association;
- f) Nominate or elect personnel to carry out the operations and activities of a sub-committee, sub-entity or branch established in accordance with sub-section 5.1.e) above;
- g) Dismiss or suspend a Committee member or a person or member, based on actions and activities that contravene the principles, goals and objectives of The Association or in breach of the provisions of the Association Incorporation Act 1985;
- h) Apply these provisions retrospectively regarding a sub-committee, sub-entity or branch that was established by The Association prior to the date on which these provisions came into effect.

5.2 The Committee shall exercise the full powers of the Association pursuant to the provisions of this Constitution. Without limiting those powers, the Committee shall have control of the management, maintenance and operation of funds, property, projects, programs and activities of The Association.

6 GENERAL MEETINGS

6.1 The Annual General Meeting shall be held at least once in each calendar year and not more than three months after the close of the Australian fiscal year.

6.2 The business of the Annual General Meeting shall be: -

6.2.1 To confirm the minutes of the preceding Annual General Meeting;

6.2.2 To receive the Chairperson's report for the previous year;

6.2.3 To receive the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year.

6.2.4 To elect or re-elect the Members of the Committee, who must indicate their agreement in person or in writing.

6.2.5 To conduct any other business placed on the agenda before the commencement of the meeting.

6.3 A Special General Meeting shall be called by either the Chairperson or the Secretary within 28 days of receipt of directive of the Committee or a written request of 3 Committee members or 6 members specifying the business to be conducted at the meeting.

6.4 Written, verbal, radio or electronic broadcasting of notices regarding General Meetings shall be distributed and sent to all members not more than 28 days and not less than 7 days of such a General Meeting.

6.7 A quorum at any General Meeting shall be 8 members or two thirds of the members whichever less.

6.8 If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 5 failing which the meeting shall lapse altogether.

6.9 The agenda for General Meetings, including the Annual General Meeting shall be drafted in accordance with Appendix A.

6.10 The agenda of a General Meeting may be publicized and revealed to members at least 7 days before the date of such a meeting.

6.11 The Minutes of a General Meeting shall be drafted in accordance with Appendix M.

6.12 Minutes of General Meetings and committee meetings may be published for members viewing.

7 VOTING

7.1 Only financial Members of The Association shall be eligible to vote in a General Meeting.

7.2 A Member is entitled to only one vote.

7.3. Members shall be present at a General Meeting to be eligible to vote.

7.4 Voting shall be by a show of hands

7.5 Any contested election at an Annual General Meeting or otherwise shall be decided by a secret ballot;

7.6 A secret ballot shall be proposed and moved prior to approval by show of hands.

7.7 Persons with special interest or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.

7.8 Tongan students who temporarily reside in South Australia during the duration of their study shall have one collective vote.

7.9 In the occasion of a secret ballot being passed, the Committee shall conduct the ballot

7.9.1 Secret ballots shall be conducted in closed doors and anyone who leaves the meeting room, after the Chair had announced the beginning of the ballot, shall not be allowed back until the outcome of the ballot had been decided and disclosed to the meeting.

7.9.2 Sub-section 7.9.1 shall be applied to a non-member who is present at a General Meeting where a secret ballot has been approved.

8 OFFICE BEARERS

CHAIRPERSON

8.1 The Chairperson shall ensure the safekeeping of the Common Seal, which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two Committee members including at least one Office Bearer.

8.2 The Chairperson shall chair Executive, Committee and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting, another member may be elected as chairperson for that meeting.

8.3 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.

8.4 The Chairperson, the Secretary or both shall prepare the agenda for Committee and General Meetings.

8.5 The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.

8.6 The Chairperson and Public Officer shall act as Spokespersons unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 members of the Committee.

8.7 The Chairperson and/or Public Officer or other Committee nominated/elected person may be the communication/media officer for the Association.

Treasurer

8.7 The Treasurer shall ensure that all monies received are paid into an account authorised by the Committee in the name of the Association. Payments shall be as petty cash or cheque signed by two authorised signatories of whom there shall be no more than 4 appointed by the Committee. Major or unusual expenditures shall be authorised in advance by the Executive Committee or Committee.

8.8 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.

8.9 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Committee Meeting.

8.10 The Treasurer shall ensure that annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year, which shall commence on 1 July and end on 30 June unless altered at a General Meeting.

8.11 The Treasurer shall ensure that the annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed by the Committee. Where the auditor has changed, the Treasurer shall so inform the Committee and/or Annual General Meeting in the Treasurer's Report.

8.12 Ensure that all bank account signatories are up to date.

Secretary

8.12 The Secretary shall ensure that notice of meetings is given in accordance with the provision of this Constitution.

8.13 The Secretary shall ensure that records of The Association are kept up-to-date. The following records shall be kept and maintained in accordance with this provision:

- a) the Constitution;
- b) policies and Rules of Procedures;
- c) Membership;
- d) Agendas and Minutes of Meetings;
- e) Notices;
- f) Correspondence
- g) Submissions, statements, and reports made by a person, Member, sub-committee, or entity concerning The Association.
- h) Any other documentation relevant to the Association

8.14 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting, another member shall be elected as a Minutes Secretary.

The Committees

8.15 The Executive Committee shall be responsible for the planning and the direction of the Association.

8.16 Members of the Executive Committee shall be the principal signatories to the Association's bank accounts. Additional signatories may be added subject to Committee approval.

8.17 The Management Committee shall be referred to as The Committee.

8.18 The Committee shall be responsible for helping with planning and direction of the Association and carrying out those plans.

8.19 The AGM may elect up to three other committee members, as Assistant Chairperson, Assistant Secretary, Assistant Treasurer and other additional nominated/elected members.

8.17 The Committee shall have the authority to form sub-committees in order to assist in the management and running of the association, provided a Committee member is part of such a sub-committee.

8.18 A sub-committee shall have at least a Committee Member as one of its members, who shall conduct the sub-committee meetings and report progress to the Committee.

8.19 Sub-committees shall produce their meeting agendas and minutes in accordance with Sections 6.9 and 6.11.

9 EMPLOYEES

9.1 An employee of the Association may be a member of the Association or any sub-committee.

9.2 A person employed permanently or regularly by the Association on a substantial basis shall only be a member of the Committee if specifically provided for in the Constitution.

9.3 Where an employee is a Committee member, such employee shall:

9.3.1 Abstain from voting on any matter relating to their own employment;

9.3.2 Remain absent from deliberations relating to any employee if so requested by a majority of the Committee.

10. AMENDMENT OF CONSTITUTION & RULES

10.1 This Constitution may be repealed or amended by resolution of three fourths of members present and voting at a General Meeting of which not less than 7 day's notice including notice of proposed repeal or amendment has been distributed.

10.2 The rule of procedures for General Meetings, business and formation of sub-committees, sub entities and branches may be made, repealed or amended by a General Meeting or by a Committee Meeting, provided that not less than 7 days written notice including notice of proposed new rule, repeal or amendment has been distributed to all members.

10.3 The Committee shall have the power to draft rules of procedures for General Meetings, business and formation of sub-committees, sub entities and branches.

10.4 A repeal or amendment by a Committee Meeting pursuant to sub-section 10.2 may be subject to subsequent amendment or disallowance at a General Meeting.

10.5. Revisions to this Constitution shall come into effect immediately after being passed.

11 LIABILITY, PROPERTY AND DISSOLUTION

11.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

11.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and goals and shall not be paid or transferred to any members or relatives of members provided that nothing therein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

11.3 On dissolution, all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objectives or for charitable objectives as shall be approved by the Association provided that: -

11.3.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;

11.3.2 If the Association shall have been approved pursuant to Section 78(4) & (5) of the Income Tax Assessment Act then such other body shall also be so approved; and

11.3.3 The Association shall not be dissolved except by approval of not less than two-thirds of the members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all members.

12 RESOLUTION OF DISPUTES

12.1 Disputes between Members, Members and The Association and between members and non-members may be resolved by the Committee. If such a resolution is not successful, the Executive Committee may refer the matter to a justice center for mediation in accordance with the *Community Justice Centres Act*.

12.2 At least 7 days before a mediation session is to commence, the parties involved shall exchange between them, via the Secretary of The Association, statements of the issues in dispute. The Secretary shall supply copies to the mediator.

13 – DISCIPLINARY ACTIONS AGAINST MEMBERS

13.1 A complaint may be made to the Committee by any person that a Member or Officer of The Association:

- a) has persistently refused or neglected to comply with a provision or provisions of these rules;
- b) has persistently and willfully acted in a manner prejudicial to the interests of The Association.
- c) has been in breach of Section 39A of the Association Incorporation Act 1985

13.2 On receiving such a complaint, the Committee:

- a) shall provide notice of the complaint to be served on the Member/Officer concerned;
- b) shall indicate in the notice a deadline of 14 days from the time the notice was served within which to submit a statement to the Committee in connection with the complaint;
- c) shall take into consideration any submissions made by the Member/Officer in connection with the complaint.

13.3 The Committee may, by resolution, expel the Member/Officer from The Association or suspend the Member/Officer if, after considering the complaint made and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved. In the case of an Officer, a suspension automatically qualifies for relegation from office.

13.4 If the Committee expels or suspends a member/officer, the Secretary shall within 7 days after the action was taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's/Officer's right of appeal under Article 14.

13.5 The expulsion or suspension does not take effect:

- a) until the expiration of the period within which the Member/Officer is entitled to appeal the Resolution concerned.
- b) if within that period the Member/Officer exercised the right of appeal

Appendix A

NOTE: Square brackets indicate text that can be deleted. Eg. DRAFT AGENDA can be deleted then replaced with APPROVED AGENDA.

[DRAFT AGENDA]

Tongan Community & Associations Of South Australia (Tongan Community)

[ANNUAL] [GENERAL] [COMMITTEE] MEETING

Date:

Time:

Venue:

- Item 1. Opening of the meeting
- Item 2. Approval of the agenda
- Item 3. Approval of Minutes of the last Committee Meeting
- Item 4. Chairperson/Treasurer/Secretary Reports
- “ “
- “ “
- “ “
- “ “
- “ “
- “ Any other business
- Item XX Closing of meeting

Appendix M

[DRAFT MINUTES]

Tongan Community & Associations Of South Australia (Tongan Community)

[ANNUAL] [GENERAL] [COMMITTEE] MEETING

Date:

Time:

Venue:

Attendees:

Apologies:

Item 1. Opening of the meeting
Discussion: [explanation about the opening of the meeting]
Conclusion: [explain conclusions]
Action items: list action items
Person responsible: [name of person responsible]
Deadline: [any deadline]

“ “
“ “

Item X Closing of meeting
Next meeting: [date and location]