



**CONSTITUTION
OF THE
CAMBODIAN-AUSTRALIAN WELFARE COUNCIL OF NSW INCORPORATED.**

1 NAME:

The name of the Association shall be the **CAMBODIAN-AUSTRALIAN WELFARE COUNCIL OF NEW SOUTH WALES INCORPORATED (CAWC)**: in Khmer it shall be

ក្រុមប្រឹក្សាសុខុមាលភាពខ្មែរ-អូស្ត្រាលី នៃរដ្ឋញូវសៅវែល សាជីវកម្ម

VISION STATEMENT:

The organisation aims to harmoniously work with people and organisations to improve the quality of life for Khmer people in New South Wales.

2 OBJECTS:

The objects of the Incorporated Association shall be:

- 2.1 To promote the benefit of the Khmer residents in Australia without discrimination by gender or political, social, religious or other opinions.
- 2.2 To promote general community projects of a welfare and social nature with the object of improving the conditions of life for all Khmer residents.
- 2.3 To develop and maintain a better understanding between Khmer and other communities by organising meetings, seminars and workshops.
- 2.4 To pro-actively promote harmony through respect for differences between people, in order to reduce racism and discrimination both within the Khmer community and in the wider Australian community.
- 2.5 To provide Khmer workers, and those who provide services to Khmer people and people with interest in Khmer affairs, information sharing and consultative forums for issues affecting Khmer people.
- 2.6 To represent the interests and views of the members of the organisation to government and other organisations.
- 2.7 To preserve and promulgate Khmer values and culture.

I PRELIMINARY

3 DEFINITIONS

In these rules:

"Member" means: an individual person or an organisation who has paid membership under the requirements of objective number 2.5 has an interest in Khmer affairs. This person is eligible to hold office and is eligible to vote. An organisational member is eligible to hold office and is eligible to hold office and is eligible for one (1) vote.

"Board Member" means: a member of the association who is on the board but is not an executive office-bearer of the association as referred to in rule 16.1.

"Executive Member" means: a member of the Board of Management who is an office bearer as referred to in rule 16.2

"The Board of Directors" means: the persons elected to manage the affairs of the association, including the executive members and the board members as referred to in rule 15.

"Chairperson" means: the person holding primary office in the organisation, or presiding member. The role of chairperson is to manage the operations of the board of directors, to act as official representative of the organisation and to act on behalf of the board of directors in an emergency.

"Deputy Chairperson" means: the person holding office under these rules to assist the chairperson in their duties of presiding member of the organisation.

"Secretary" means: the person holding office under these rules as secretary of the association; this person is responsible for dealing with correspondence, helping manage board meetings, ensuring a flow of information to and from the board of directors and ensuring that official files and records including the register of members, are kept and maintained.

"Assistant Secretary" means: the person holding office to assist the secretary of the association in their responsibilities.

"Treasurer" means: the person holding office under these rules as treasurer of the association; this person handles the money which comes in and is spent by the association, records and reports on the income and expenditure to the members.

"Assistant Treasurer" means: the person holding office to assist the treasurer of the association in their responsibilities.

"Sub-Committee" means: the small group of people set up formally by the board of directors to be responsible for a particular task and report back to the full board of directors for decisions to be ratified. One person is nominated to chair and minutes and reports must be maintained.

"Chair" means: the person who chairs the meetings. The chair must ensure that there is a quorum, must welcome and introduce members and guests, maintain focus during discussion, keep to time, summarise discussion and draw it to a close, summarise decisions, ensure that all people participate in meeting. The chairperson may be the person who chairs the meetings, but not necessarily.

"Minute Secretary" means: the person who takes the minutes at a meeting. This person is not necessarily the secretary of the association.

"Membership" means: a person whose application for membership is approved by the Board, and whose membership fee has been paid to the current year. This includes members and associate members.

"Special General Meeting" means: a special general meeting of the association other than an annual general meeting;

"The Act" means: the Associations Incorporation Act 1984;

"The Regulation" means: the Associations Incorporation Regulations 1994.

"Public Officer" means: a person appointed by the association's board to be responsible to notify the Department of any changes in the association and its financial position. A public officer must be a person who is a resident of New South Wales and at least 18 years of age but is not required to be a member of either the Board or the Association. The position of public officer must not remain vacant for more than 14 days.

2 In these rules a reference to a function includes a reference to a power, authority and duty and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3 The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

II MEMBERSHIP

4 MEMBERSHIP

4.1 The Cambodian-Australian Welfare Council of NSW Incorporated shall be non-political and non-sectarian. Membership is open to all Khmer workers who work in the welfare related field and to individuals and organisations who can demonstrate special interest in Khmer.

4.2 A person is qualified to be a member of the association if the person is a

natural person who has made an application in writing.

- 4.3 An organisation has to be a registered organisation and has made an application in writing.
- 4.4 The written application must be presented at the next meeting of the board and two members must endorse the written application at that meeting.
- 4.5 The board shall determine whether or not to accept an application for membership from individuals and organisations based on the ability to fulfil the objects and the membership or associate membership criteria.

5 NOMINATION FOR MEMBERSHIP

- 5.1 Nomination of a person for membership of the association must be made by a member of the association in writing in the form set out in Appendix I in these rules and must be lodged by the secretary of the association.
- 5.2 As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the board which is to determine whether to approve, either as a member or associate member, or to reject the nomination.
- 5.3 If the board determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member, as entrance fee and annual subscription.
- 5.4 The secretary must, on payment by the nominee of the amounts referred to in clause 5.3 within the period referred to in that clause, enter the nominee's name in the register of members and on the name being so entered, the nominee becomes a member of the association.

6 CESSATION OF MEMBERSHIP

- 6.1 A person ceases to be a member of the association if the person:
 - a. dies; or
 - b. resigns membership; or
 - c. is expelled from the association.

7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 7.1 A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted to another person and terminates on cessation of the person's membership.

8 RESIGNATION OF MEMBERSHIP

- 8.1 A member of the association is not entitled to resign that membership except in accordance with this rule.
- 8.2 A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 8.3 If a member of the association ceases to be a member under clause 8.2, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 REGISTER OF MEMBERS

- 9.1 The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- 9.2 The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

10. FEES AND SUBSCRIPTIONS

- 10.1 A member of the association must, on admission to membership, pay to the association a fee of \$5, or some other amount as determined by the board.
- 10.2 In addition to any amount payable by the member under clause 10.1, a member of the association must pay to the association an annual membership fee of \$5, or if some other amount is determined by the board, that other amount due on the 1 July of each calendar year.
- 10.3 If the member becomes a member on or after 1 July in any calendar year, the next membership will be due on the following 1 July.

11. MEMBERS' LIABILITIES

- 11.1 The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid

10. by the member in respect of membership of the association as required by rule

12. RESOLUTION OF INTERNAL DISPUTES

12.1 If unable to be resolved through informal and peaceful means, disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983. Any cost incurred is to be borne by the parties involved.

13. DISCIPLINING OF MEMBERS

13.1 A complaint may be made by any member of the association that some other member of the association:

- a. has persistently refused or neglected to comply with a provision or provisions of these rules; or
- b. has persistently and wilfully acted in a manner prejudicial to the interests of the association.

13.2 On receiving such a complaint, the board:

- a. must cause notice of the complaint to be served on the member concerned; and
- b. must give the member at least 14 days from the time the notice is served within which to make submissions to the board in connection with the complaint; and
- c. must take into consideration any submissions made by the member in connection with the complaint.

13.3 The board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

13.4 If the board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the board for having taken that action and of the member's right of appeal under rule 14.

13.5 The expulsion or suspension does not take effect:

- a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- b. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 14.4 whichever is the later.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 14.1 A member may appeal to the association at a general meeting against a resolution of the board under rule 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 14.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 14.3 On receipt of a notice from a member under clause 14.1, the secretary must notify the board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 14.4 At a general meeting of the association convened under clause 14.3:
 - a. No business other than the question of the appeal is to be transacted; and
 - b. the board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.5 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

III THE BOARD

15. POWERS OF THE BOARD

- 15.1 The board is to be called the board of management of the association and subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:
 - a. is to control and manage the affairs of the association; and
 - b. may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and

- c. has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.

16. CONSTITUTION AND MEMBERSHIP

- 16.1 Subject in the case of the first members of the board to section 11 of the 1984 Act, the board is to consist of:
 - a. the office-bearers of the association; and
 - b. three ordinary members, who are to be elected at the annual general meeting of the association under rule 17.
- 16.2 The office-bearers of the association are to be:
 - a. the chairperson
 - b. the deputy chairperson
 - c. the treasurer
 - d. the assistant treasurer
 - e. the secretary
 - f. the assistant secretary
- 16.3 Each member of the board is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election. The numbers of terms for re-election is to be determined by the board.
- 16.4 In the event of a casual vacancy occurring in the membership of the board, the board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next, following the date of the appointment.
- 16.5 Each member of the board who perceives a possible conflict of interest must acknowledge and declare these interests before taking office, in order for the members to accept or reject that nominee. During office, if a conflict arises, to ensure transparent decision making, the member must withdraw from the decision making process at the point of discussion, before the decision is taken and until after the decision is reached. If a conflict of interest is deliberately hidden, disciplinary action will follow as per clause 13.

16.6 A person who wishes to stand for a position on the board of directors must disclose any criminal records at the time of application. A criminal record may not automatically exclude a person from a management position. But the association reserves the discretionary right to determine eligibility. Failure to disclose a criminal record will result in automatic and permanent expulsion from the organisation, not-with-standing that the person may have been accepted for membership for a board position before the criminal record became known.

16.7 Under special circumstances of the office bearers e.g. being interstate or overseas, or preoccupied with personal commitments, the Board members may appoint a Board member to act in the specified position in the board if the need arises.
The assistant of office-bearers automatically assumes the position of the absent office-bearer.

17 ELECTION OF MEMBERS

17.1 Nominations of candidates for election as office-bearers of the association or as ordinary members of the board:

- a. must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- b. must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

17.2 If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

17.3 If insufficient further nominations are received, any vacant positions remaining on the board are taken to be casual vacancies.

17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

17.6 The ballot for the election of office-bearers and ordinary members of the board is to be conducted by secret ballot at the annual general meeting in such usual and proper manner as the board may direct.

18 SECRETARY

- 18.1 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice of his or her address, with the public officer of the association.
- 18.2 It is the duty of the secretary to keep minutes of:
- a. all appointments of office-bearers and members of the board;
 - b. the names of members of the board present at a board meeting or a general meeting; and
 - c. all proceedings at board meetings and general meetings.
- 18.3 Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting, following acceptance by the meeting.

19 TREASURER

- 19.1 It is the duty of the treasurer of the association to ensure:
- a. that all money due to the association is collected and received and that all payments authorised by the association are made; and
 - b. that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
 - c. that a current, up-to-date, audited financial statement be prepared and presented by the Treasurer for the Annual General Meeting.

20. CASUAL VACANCIES

- 20.1 For the purpose of these rules, a casual vacancy in the office of a member of the board occurs if the member:
- a. dies; or
 - b. ceases to be a member of the association; or
 - c. becomes an insolvent under administration within the meaning of the Corporations Law; or
 - d. resigns office by notice in writing given to the secretary; or

- e. is removed from office under rule 21; or
- f. becomes a mentally incapacitated person; or
- g. is absent without the consent of the board from all meetings of the board held during a period of 3 months.

21. REMOVAL OF MEMBER

- 21.1 The association in a general meeting may, by resolution, remove any member of the board from the office of member before the expiration of the member's term of office and may by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- 21.2 If a member of the board to whom a proposed resolution referred to in clause 21.1 relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. MEETINGS AND QUORUM

- 22.1 General meetings will be called Khmer Interagency and held once monthly and the board and membership are invited to be present at these meetings. Decisions at these meetings are made by the members present and the board or other nominated members are responsible for allocated tasks.
- 22.2 Khmer Interagency meetings, with a quorum of 5, will be held regularly on a set day of the month and notices informing board and members of the date will be mailed 7 days prior to the meeting.
- 22.3 The board must meet at least three times in each period of 12 months at such place and time as the board may determine. Any additional special meetings may be convened by any member of the board as deemed necessary.
- 22.4 Oral or written notice of a meeting of the board must be given by the secretary to each member of the board at least 48 hours (or some other unanimously agreed period of time) before the time appointed for the holding of the meeting. Written notices will usually be mailed 7 days prior to the date of meetings.
- 22.5 Notice of the meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except if the board agrees to treat an item as urgent.

- 22.6 Any three members of the board constitute a quorum and no business is to be transacted unless a quorum is present.
- 22.7 If within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to an appropriate time and place in the following week, as deemed fit by the board.
- 22.8 If at the adjourned meeting a week later, a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 22.9 At a meeting of the board:
- a. the chairperson or, in the chairperson's absence, the deputy chairperson is to preside; or
 - b. if the chairperson and the deputy chairperson are absent or unwilling to act, such one of the remaining members of the board as may be chosen by the members present at the meeting is to preside.

23 DELEGATION BY BOARD TO SUB-BOARD

- 23.1 The board may delegate in writing, to one or more sub-committees of such member or members of the association as the board thinks fit, the exercise of such of the functions of the board.

A sub-committee does not have:

- a. this power of delegation; and
 - b. a function which is a duty imposed on the board by the Act or by any other law.
- 23.2 The exercise of a function which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the written terms of the delegation.
- 23.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the written delegation or until the task is complete.
- 23.4 Despite any delegation under this rule, the board may continue to exercise any function delegated.
- 23.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it

had been done or suffered by the board.

23.6 The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

23.7 A sub-committee may meet and adjourn as it thinks proper.

24 VOTING AND DECISIONS IN SUB-BOARDS

24.1 Questions arising at a meeting of the board or of any sub-committee are to be determined by a majority of the votes of members of the board or sub-committee present at the meeting.

24.2 Each member present at a meeting of the board or of any sub-committee appointed by the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chair presiding may exercise a casting vote.

24.3 Subject to rule 22.6, the board may act despite any vacancy on the board.

24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by the board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-committee.

IV GENERAL MEETINGS

25. HOLDING OF ANNUAL GENERAL MEETINGS

25.1 With the exception of the first annual general meeting of the association, the association must at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

25.2 The association must hold its first annual general meeting:

- a. within the period of 18 months after its incorporation under the Act; and
- b. within the period of 6 months after the expiration of the first financial year of the association.

25.3 Clauses 25.1 and 25.2 have effect subject to any extension or permission granted by the Commissioner under section 26.3 of the Act.

26. CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

26.1 The annual general meeting of the association is, subject to the Act and to rule

23, to be convened annually on such date and at such place and time as the board thinks fit.

- 26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- a. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - b. to receive from the board reports on the activities of the association during the last preceding financial year;
 - c. to elect office-bearers of the association and ordinary members of the board;
 - d. to receive and consider the statement which is required to be submitted to members under section 26.6 of the Act.
 - e. if desired, other business may be invited for inclusion.
- 26.3 An annual general meeting must be specified as such in the notice convening it.

27 CALLING OF SPECIAL GENERAL MEETINGS

- 27.1 The board may, whenever it thinks fit, convene a special general meeting of the association.
- 27.2 The board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- 27.3 A requisition of members for a special general meeting:
- a. must state the purpose or purposes of the meeting; and
 - b. must be signed by the members making the requisition; and
 - c. must be lodged with the secretary; and
 - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.4 If the board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

27.5 A special general meeting convened by a member or members as referred to in clause 27.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any member who consequently incurs expense associated with this meeting, is entitled to be reimbursed by the association for any expense so incurred.

28. GIVING NOTICE FOR ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS

28.1 Business proposed to be dealt with at an annual general meeting requires that the secretary must, at least 14 days before the date fixed for the holding of the annual general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 If the nature of the business proposed to be dealt with at an annual or special general meeting requires a special resolution of the association, the secretary must at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 28.1 specifying, in addition to the matter required under clause 28.1, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a special general meeting is to be transacted at the meeting except in the case of an annual general meeting, business which may be transacted under rule 26.2.

28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 PROCEDURE

29.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

29.2 Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting:

a. if convened on the requisition of members, is to be dissolved; and

b. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

30 PRESIDING MEMBER

30.1 The chairperson, or in the chairperson's absence, the deputy chairperson, may preside as chair at each general meeting of the association.

30.2 However, the members present may elect one of their number to preside as chair at the meeting.

31. ADJOURNMENT

31.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. MAKING OF DECISIONS

32.1 A question arising at a general meeting of the association is to 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 chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.2 At a general meeting of the association, a poll may be demanded by the chair

or by at least 3 members present in person at the meeting.

- 32.3 If a poll is demanded at a general meeting, the poll must be taken
- a. immediately in the case of a poll which relates to the election of the chair of the meeting or to the question of an adjournment; or
 - b. in any other case, in such manner and at such time before the close of the meeting as the chair directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

33. SPECIAL RESOLUTION

- 33.1 A resolution of the association is a special resolution:
- a. if it is passed by a majority which comprises at least fifty percent (50%) of such members of the association as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days' written notice specify the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - b. where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph 33.1(a), if the resolution is passed in a manner specified by the Commissioner.

34 VOTING

- 34.1 On any question arising at a general meeting of the association each individual member has one vote only. (with the exception of 34.3)
- 34.2 All votes must be given personally. There can be no proxies.
- 34.3 In a case of an equal no of votes on a question at a general meeting, the chair of the meeting is entitled to exercise a casting vote. The chair's vote should be held to one side unopened until votes are counted, in order to exercise the casting vote should it be necessary.
- 34.4 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member has been paid, other than the amount of the annual subscription payable in respect of the then current year.

V MISCELLANEOUS

35. INSURANCE

- 35.1 The association must effect and maintain insurance under section 44 of the

Act.

- 35.2 In addition to the insurance required under clause 35.1, the association may effect and maintain other insurance.

36. FUNDS - SOURCE

- 36.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and subject to any resolution passed by the association in a general meeting, such other sources as the board determines.

- 36.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

- 36.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. FUNDS - MANAGEMENT

- 37.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the board determines.

- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the board or employees of the association, being members or employees authorised to do so by the board.

38. ALTERATION OF OBJECTS AND RULES

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

39. COMMON SEAL

- 39.1 The common seal of the association must be kept in the custody of the public officer.

- 39.2 The common seal must not be affixed to any instrument except by the authority of the board and the affixing of the common seal must be attested by the signatures either of 2 members of the board or of 1 member of the board and of the public officer or secretary.

40. CUSTODY OF BOOKS

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

41. INSPECTION OF BOOKS

41.1 The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

42. SERVICE OF NOTICES

42.1 For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.

42.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

43. DISSOLUTION OF THE ASSOCIATION

43.1 In the event of dissolution of the association, a notice must be sent to all members and a special meeting called to wind up the association and to agree upon the distribution of the assets and stock to other non charitable organisations serving Khmer in a similar way.

ADDENDUMS

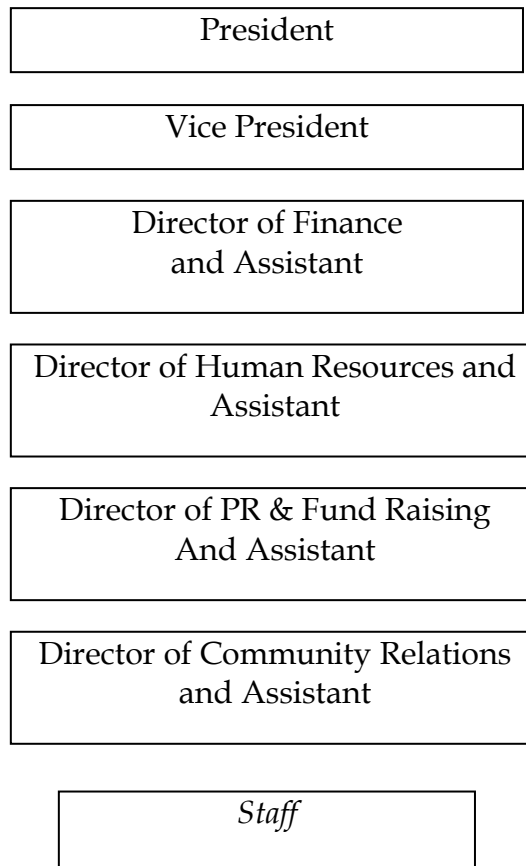
MOTION Voted on 14 November 1997.

That the voting on issues relating to the constitution of Khmer Interagency incorporated be done by secret ballot.

Moved by Nola Randall-Teung and Seconded by Chanboramy Var. Carried.

MOTION Voted on 14 December 2001.

That the present management structure be changed in line with current business management structures and that our existing positions be realigned to fit into this. The structure change to reflect the following chart with a portfolio for each Directorship:



Moved by Chong-Hean Ang and seconded by Chanboramy Var. Carried.

MOTIONS Voted at a Special General Meeting convened on 9 August 2002.

Motion 1

That due to the increase in staff, we change the Board of Directors to a two (2) year term instead of a one (1) year term.

Moved Nola-Randall-Mohk and seconded by Ramy Var. Carried 10 to 1

Motion 2

Change the constitution to reflect our current Board of Director structure.

Moved by Chong-Hean Ang and seconded by Phanna Pao. Carried 10 to 1

Motion 3

That the auditor be changed in order to meet the funding accountability guidelines.

Moved by Chong-Hean Ang and seconded by Phanna Pao. Carried. 10 to 0

End of Constitution.

APPENDIX I - Membership application form for board acceptance

APPENDIX II - Nomination form for election of office bearers