

# The Constitution of the Malaysian Students' Council of Australia (MASCA)

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## Part 1 Preliminary

### 1 DEFINITIONS

- (1) In this constitution:
- (a) *affiliates* means Malaysian student organisations affiliated with MASCA
  - (b) *Australian institute of higher education* means any tertiary education institution registered in Australia, including all universities, technical colleges and pre-university institutions (excluding Australian High Schools offering Year 12 and below).
  - (c) *Director-General* means the Director-General of the Department of Services, Technology and Administration.
  - (d) *MASCA* is the acronym for the Malaysian Students' Council of Australia, the name of the incorporated association.
  - (e) *secretary* means:
    - (i) the person holding office under these sections as the secretary of the National Council of MASCA, or
    - (ii) if no such person holds that office – the deputy-chairperson of the National Council of MASCA.
  - (f) *special general meeting* means a general meeting of the association other than an annual general meeting.
  - (g) *the Act* means the *Associations Incorporation Act 2009 (NSW)*
  - (h) **Education Malaysia Australia (EMA), Consulate of Malaysia (Education Section)** is a body that has replaced and maintains the functions of the Malaysian Students' Department of Australia (MSDA), Consulate of Malaysia. EMA shall be referred to as the *Consulate of Malaysia* for the purposes of this constitution.
  - (i) *the Regulation* means the *Associations Incorporation Regulation 2010*.
- (2) In this constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and

- (b) 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 (NSW)* apply to and in respect of these sections in the same manner as those provisions would so apply if these sections were an instrument made under the Act.

## 1A MASCA: THE NATIONAL AND STATE COUNCILS

- (1) The Malaysian Students' Council of Australia (**MASCA**), the incorporated association referred to in this constitution consists of 1 National Council and 7 State Councils.
- (2) The National Council of MASCA, as it shall be referred to in this constitution, is the legal entity of MASCA and shall fulfill MASCA's legal obligations set out in the Regulations and the Act. The National Council of MASCA shall strive to maintain the founding principles of MASCA as outlined in Section 2, while promoting interaction between the states and conducting national level initiatives for the Malaysian Students of Australia. The National Council of MASCA is commonly referred to as MASCA National. The two terms refer to the same entity.
- (3) The State Councils of MASCA, as they shall be referred to in this constitution, consist of:
  - (a) The Malaysian Students' Council of Australia Australian Capital Territory (**MASCA ACT**). Admitted, the Australian Capital Territory is a territory and not a state for the purposes of Australian Law, however for the purposes of this constitution and the administration of MASCA, the entity known as MASCA ACT shall be referred to as a State Council of MASCA.
  - (b) The Malaysian Students' Council of Australia New South Wales (**MASCA NSW**)
  - (c) The Malaysian Students' Council of Australia Queensland (**MASCA Queensland**)
  - (d) The Malaysian Students' Council of Australia South Australia (**MASCA SA**)
  - (e) The Malaysian Students' Council of Australia Tasmania (**MASCA Tasmania**)
  - (f) The Malaysian Students' Council of Australia Victoria (**MASCA Victoria**)

- (g) The Malaysian Students' Council of Australia Western Australia (**MASCA WA**)

And shall represent the Malaysian Students in their respective states while maintaining the founding principles of MASCA and conducting state-wide initiatives for benefit of the Malaysian Students of their respective states. The State Councils of MASCA are commonly referred to as the MASCA State Chapters. The two terms refer to the same entity with respect to the context they are used with regards to the specificity of the states.

- (4) For the purposes of this constitution, where no distinction is made, the National Council of MASCA and the State Councils of MASCA, shall be jointly known as MASCA.

## 2 FOUNDING PRINCIPLES

(a) **Ideology**

- (i) MASCA is a non-profit organisation run by students for students.
- (ii) MASCA is not to be a politically aligned organisation or a lobby group for any parties.
- (iii) MASCA is a multiracial and multicultural organisation, depicting the true spirit of Malaysia.

(b) **Vision**

- (i) To facilitate the interaction and unification of various Malaysian student bodies and their members in Australia.
- (ii) To develop and equip the future leaders of Malaysia with the necessary skills.
- (iii) To promote the spirit of Malaysia amongst the Malaysian student community and the wider Australian community.

(c) **Mission**

Represent and serve the interests and welfare of the Malaysian student community in Australia.

(d) **Limitations of role**

- (i) MASCA shall not interfere with functions of its affiliates
- (ii) MASCA shall not issue any statements on behalf of its affiliates

## **Part 2 Membership**

### **3 MEMBERSHIP GENERALLY**

- (1) A person is eligible to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person has been nominated and approved for membership of the association in accordance with clause 3
- (2) A person is taken to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person was in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.
- (4) A person is taken to be a member of the association if the person is a member of an affiliate of MASCA.

### **4 NOMINATION FOR MEMBERSHIP**

- (1) A nomination of a person for membership of the association:
  - (a) must be a member of an affiliate of MASCA
  - (b) must be lodged with a secretary of a state council of MASCA
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Council which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Council makes that determination, the secretary must:
  - (a) notify the nominee, in writing, that the Council approved or rejected the nomination (whichever is applicable), and
  - (b) if the Council approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these sections by a member as entrance fee and annual subscription.

- (4) the secretary must, on payment by the nominee of the amounts referred to in clause (3)(b) within the period referred to in that provision, 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.

## **5 AFFILIATED ORGANISATIONS**

- (1) Malaysian student organisations in Australian institutes of higher education may apply to affiliate with MASCA.
- (2) Any other organisation, that wishes to affiliate with MASCA can do so, provided its affiliation does not contravene the Founding Principles of MASCA set out in Section 2.
- (3) Affiliates may be deaffiliated in consultation with the Consulate of Malaysia by the state councils or if a special resolution is passed by the affiliates to that effect.
- (4) All affiliation procedures are to be conducted according to MASCA's Affiliation By-Law.

## **6 CESSATION OF MEMBERSHIP**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
  - (b) resigns membership, or
  - (c) [*repealed*]
  - (d) [*repealed*]
  - (e) ceases to be a student in an Australian institution of higher education.

## **7 MEMBERSHIP ENTITLEMENTS**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## **8 RESIGNATION OF MEMBERSHIP**

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association 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 Council 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.
- (3) If a member of the association ceases to be a member under clause (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**

- (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.
- (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.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Council, that other amount.

## **10 MEMBERS' LIABILITIES**

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

## **11 RESOLUTION OF INTERNAL DISPUTES**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association are to be referred to the Consulate of Malaysia as the first point of mediation. The failure of this mediation will lead the matter to be referred to a community justice centre for mediation in accordance with the Community Justice Centre Act, 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute

between them and supply copies to the mediator.

- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (4) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

## **12 DISCIPLINING OF MEMBERS**

- (1) A complaint may be made to the council by any person that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these sections, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the council:
  - (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 Council in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
  - (d) bring such complaints to the attention of the ex-officio.
- (3) The Council 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.
- (4) If the Council 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 Council for having taken that action and of the member's right of appeal under Section 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 Section 13(5), whichever is the later.

**13**

**RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to the association in general meeting against a resolution of the Council under Section 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (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.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the Council 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.
- (4) At a general meeting of the association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Council 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.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 The Councils**

### **14 POWERS OF THE COUNCILS**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the state and national councils of MASCA:

- (1) are to control and manage the affairs of the association, and
- (2) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (3) have power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the association.

### **15 COMPOSITION AND MEMBERSHIP OF THE NATIONAL COUNCIL OF MASCA**

- (1) The National Council of MASCA is to consist of:
  - (a) the office-bearers of the association,
  - (b) each of whom is to be elected at the National Council of MASCA annual general meeting under Section 16.
- (2) The office-bearers of the National Council of MASCA are to be:
  - (a) the Chairperson
  - (b) the Deputy Chairperson
  - (c) the Secretary
  - (d) the Treasurer
  - (e) the Information Technology & Marketing Director
  - (f) the 7 Chairpersons of the State Councils as per s15A(2)(a)
- (2A) The Chairperson of the National Council of MASCA may decide to elect General Council members in addition to the main office-bearers stated in sub-section (2).

General Council members are defined as council members who are without specific portfolios and are to be trained for the following

year's council. There can only be up to a maximum of 4 General council members.

- (3) Office-bearers of the National Council are, subject to these sections, to hold office until after the conclusion of the National Council of MASCA Annual General Meeting following the date of the office bearer's election, but are eligible for re-election. The precise date of when an outgoing National Council are to step down is subject to deliberation with the incoming National Council. The Chairperson of the National Council of MASCA is to hold office for one year and may only run for a maximum of 2 consecutive years if a successor is unable to be found, and upon consideration of outgoing council office-bearers and the ex-officio.
- (4) The outgoing National Council is to see that Malaysian students of various backgrounds are well represented in the incoming National Council. If this is not possible, the ex-officio should be informed of this matter for consultation.
- (5) [*Repealed*]
- (6) In the event of a casual vacancy occurring on the National Council, the council may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these sections, until the conclusion of the next National Council of MASCA Annual General Meeting.
- (7) Eligibility for members to hold the positions illustrated in Section 15(2)(a)-(e) shall be based on the state the member resides in. Eligibility is set out below:
  - (a) Members from NSW are eligible to run for the positions of:
    - (i.) the Chairperson
    - (ii.) the Secretary
  - (b) Members from all states are eligible to run for the positions of:
    - (i.) the Deputy Chairperson
    - (ii.) the Treasurer
    - (iii.) the Information Technology & Marketing Director
- (8) The National and State Councils may elect a patron for the association at a MASCA National Annual General Meeting. If the nominee does not consent, then the Council shall re-convene until such a candidate is found.
- (9) An ex-officio member of the council shall be nominated by the Consulate of Malaysia with consultation of the National Council of MASCA. The ex-officio shall maintain an advisory position.

**15A COMPOSITION AND MEMBERSHIP OF THE STATE COUNCILS OF MASCA**

- (1) The State Council of MASCA are to consist of:
  - (a) office-bearers of the association,
  - (b) each of whom is to be elected at a State Council of MASCA Annual General Meeting under Section 16.
- (2) The office-bearers of a State Council of MASCA are to be:
  - (a) the Chairperson
  - (b) the Deputy Chairperson
  - (c) the Secretary
  - (d) the Treasurer
  - (e) the Directors (5):
    - (i) the Liaison Director,
    - (ii) the Information and Technology Director,
    - (iii) the Cultural Director,
    - (iv) the Education and Career Development Director; and
    - (v) the Social and Welfare Director
- (2A) State Councils of MASCA may amend or create positions to supplement Section 15A(2). Such amendments have to be justified and approved by the State Council Office-bearers. In addition, A Chairperson of a State Council may decide to elect General Council members in addition to the main office bearers stated in Section 15A(2).

General council members are defined as council members who are without specific portfolios and are to be trained for the following year's council. Any such changes have to be directed to the National Council of MASCA with adequate documentation on outlining the purpose of the amendment or position created.

- (3) Office bearers of a State Council are, subject to these sections, to hold office until the conclusion of the respective State Council's annual general meeting following the date of the office bearer's election, but are eligible for re-election. The Chairperson of a State Council of MASCA may not run for consecutive terms. However, the Chairperson may run for a maximum of 2 consecutive years, only if a successor is unable to be found, and upon consideration of outgoing state council office-bearers and the ex-officio. The National Council has to be informed if such a situation were to arise.
- (4) An outgoing State Council is to see that Malaysian students of various backgrounds are well represented in the incoming State Council. If this is not possible, the National Council of MASCA should be informed of this matter for consultation.
- (5) *[Repealed]*
- (6) In the event of a casual vacancy occurring on a State Council, the council may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these sections, until the conclusion of the next annual general meeting of that State Council of MASCA.

## 16

### ELECTION OF OFFICE-BEARERS

- (1) Nominations of candidates for election as office-bearers of the MASCA National and State Councils:
  - (a) must be made in writing, signed by 2 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 respective council at least 3 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Council, further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the respective council are taken to be casual vacancies.
- (4) *[Repealed]*
- (5) *[Repealed]*
- (6) The ballot for the election of office-bearers of a MASCA Council is to be conducted at the annual general meeting in such usual and proper

manner as the respective council may direct and is subject to the provisions set out in Section 23.

- (7) In the event of an Annual General Meeting of the National Council of MASCA or the MASCA National Summit, each State receives 5 votes and each National Council of MASCA office-bearer shall have 1 vote each. Determinations such as the election of office bearers and resolutions made at such events are to be decided by a 2/3 majority of the total number of eligible votes. In the event of a state being absent at the abovementioned meetings, the state's votes shall be counted as abstained if a proxy has not been appointed pursuant to section 33 and section 34.
- (8) In the event of an Annual General Meeting of a State Council of MASCA, each Affiliate of that State Council receives 5 votes and each office-bearer of that State Council shall have 1 vote each. Determinations such as the election of office bearers and resolutions made at such events are to be decided by a 2/3 majority of the total number of eligible votes. In the event of an affiliate being absent at the abovementioned meetings, the affiliate's votes shall be counted as abstained if a proxy has not been appointed pursuant to section 33 and section 34.
- (9) In the event of the National Council of MASCA Annual General Meeting or a State Council Annual General Meeting, and in the case where there is only one candidate running for a specific position and if that candidate does not acquire the requires 2/3 majority of total number of votes, the candidate shall be abstained from that specific position. If such a case arises, it is at the discretion of the Chairperson of the Annual General Meeting to call for further nominations for that specific position from the floor. These nominations are subject to Section 15 and Section 15A, applying to the respective MASCA Council AGM.

## 17

### SECRETARY

- (1) The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Council,
  - (b) the names of members of the Council present at a Council meeting or a general meeting, and
  - (c) all proceedings at Council meetings and general meetings.

- (3) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **18 TREASURER**

- (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.

## **19 CASUAL VACANCIES**

- (1) In the event of a casual vacancy occurring on a MASCA National or State council, the respective council may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the council 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 Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Council from three consecutive meetings of the Council, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the

## Corporations Act 2001 of the Commonwealth.

**20 REMOVAL OF MEMBER**

- (1) The association in general meeting may by resolution remove any member of the Council 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.
- (2) If a member of the Council to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the chairperson 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.

**21 MEETINGS AND QUORUM**

- (1) The Council must meet at least 2 times in each period of 12 months at such place and time as the Council may determine.
- (2) Additional meetings of the Council may be convened by the chairperson or by any member of the Council.
- (3) Oral or written notice of a meeting of the Council must be given by the secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) 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 business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 2/3 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (6) No business is to be transacted by the Council 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

- (8) At a meeting of the Council:
- (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 Council as may be chosen by the members present at the meeting is to preside.

**22****DELEGATION BY COUNCIL TO SUB-COMMITTEE**

- (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub- Council under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (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 instrument of delegation.
- (4) Despite any delegation under this section, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this section.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

**23**

**VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are to be determined by a simple majority of the votes of members of the Council or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (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 person presiding may exercise a second or casting vote.
- (3) Subject to Section 21(5), the Council may act despite any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

## **Part 4    General meeting**

### **24            ANNUAL GENERAL MEETINGS – HOLDING OF**

- (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.
- (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.
- (3)    Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under Section 26(3) of the Act.

### **25            ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

- (1)    The annual general meeting of the association is, subject to the Act and to Section 24, to be convened on such date and at such place and time as the Council thinks fit.
- (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 Council reports on the activities of the association during the last preceding financial year,
  - (c)    to elect office-bearers of the association of the Council,
- (3)    An annual general meeting must be specified as such in the notice convening it.

### **26            SPECIAL GENERAL MEETINGS – CALLING OF**

- (1)    The Council may, whenever it thinks fit, convene a special general meeting of the association.

- (2) [Repealed]
- (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.
- (4) If the Council 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.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

**27****NOTICE**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a 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 given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Section 25(2).
- (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.

**28 PROCEDURE**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these sections to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these sections to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (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.
- (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.

**29 PRESIDING MEMBER**

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson, is to preside as chairperson at each general meeting of the association.
- (2) If the chairperson and the deputy-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

**30 ADJOURNMENT**

- (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.
- (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.

- (3) Except as provided in clauses (1) and (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.

### **31 MAKING OF DECISIONS**

- (1) A question arising at a general meeting of the association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **32 SPECIAL RESOLUTION**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **33 VOTING**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 3 proxies. This applies to the voting proceedings at Annual General Meetings of MASCA, where no State or Affiliate may hold more than 3 proxy votes of another state or affiliate. Given this provision, the maximum number of votes that a state or affiliate may hold is 8.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy

to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**34**

**APPOINTMENT OF PROXIES**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out by the association.

## **Part 5 Miscellaneous**

### **35 INSURANCE**

The association may effect and maintain insurance.

### **36 FUNDS – SOURCE**

- (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 general meeting, such other sources as the Council determines.
- (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.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37 FUNDS – MANAGEMENT**

- (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 Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Chairperson and Treasurer of the Council and the ex-officio member.

### **38 CHANGE OF NAME, OBJECTS AND CONSTITUTION**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Council member.

### **39 CUSTODY OF BOOKS ETC**

Except as otherwise provided by this constitution, 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.

### **40 INSPECTION OF BOOKS ETC**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the

association,

- (b) this constitution,
  - (c) minutes of all Council meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

## **42 SERVICE OF NOTICES**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved to, have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **42 FINANCIAL YEAR**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.