

Australian Chinese Charity Foundation Inc

Constitution

Part 1 Preliminary

1 Name

- 1.1 The name of the organization is Australian Chinese Charity Foundation Inc ("ACCF").

2 Aims and Objectives

- 2.1 ACCF is established as a non-political, non-profit and charitable organization. The aims and objectives of ACCF are:
- (a) To provide welfare services and financial assistance to people in need including poor people, the aged and the disabled.
 - (b) To fund or otherwise provide support to charitable projects or non-profit organizations in Australia.
 - (c) To facilitate understanding between the Chinese community and the wider Australian community.
 - (d) To raise funds by appropriate means including the organization of social, recreational and cultural activities.

3 Preliminary and Definitions

In these Rules:

- 3.1 The provisions of the Interpretation Act 1987 (NSW) apply as these provisions would apply as if these Rules were an instrument made under the Associations Incorporation Act 1984 (NSW).
- 3.2 A reference to a function includes a reference to a power, authority and duty.
- 3.3 A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of that duty.
- 3.4 "ACCF" is the organization as named in Rule 1.1.
- "Act" means Associations Incorporation Act 1984 (NSW).
- "Chairman" means Chairman of ACCF holding office under Rule 18.4.
- "Council" means the Council established under these Rules.
- "Council Chairman" means Chairman of the Council holding office under Rule 14.6.

"Council Secretary" means Secretary of the Council holding office under Rule 14.6.

"Councillor" means the persons holding office under Rule 14.6 and includes the Council Chairman and the Council Secretary.

"Financial member" means a member of ACCF who is a Patron, or a Trustee, or a Life Member, or an Ordinary Member who has paid his or her annual subscription payable in respect of the then current year.

"Foundation Trustees" means the 14 persons who contributed \$10,000 towards the formation of ACCF.

"Founding Chairman" means Dr Peter H.J. Wong of Chalmers Street, Strathfield, New South Wales, Australia.

"General Meeting" means an Annual General Meeting or a Special General Meeting.

"Management Committee" means the Management Committee established under these Rules.

"Member" means a person whose name has been entered on the Register under Rule 4.9 and who continues to be a member of ACCF.

"Office-bearer" means a person holding an office specified in Rule 18.4.

"Public Officer" means the legal representative of ACCF who is the official contact point for ACCF under the Act.

"Regulation" means the Associations Incorporation Regulation 1999 (NSW).

"Secretary" means the person holding office as the English Secretary under Rule 18.4, or in that person's absence, unavailability or a vacancy in that office, the Chinese Secretary.

Part 2 Membership

4 Membership Applications

4.1 Applications for membership must be

- (a) in writing;
- (b) signed by the applicant;
- (c) in a form approved by, and containing such information as is required by the Management Committee; and
- (d) lodged with the Secretary.

- 4.2 Any form or information required by the Management Committee under Rule 4.1 must be given to the Secretary by the Management Committee.
- 4.3 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Management Committee which is to determine whether to accept or reject the application.
- 4.4 As soon as practicable after the Management Committee makes the determination under Rule 4.3, the Secretary must notify the applicant of the decision by the Management Committee to accept or reject the application.
- 4.5 Where the Management Committee rejects the application, it shall not be required to give reasons.
- 4.6 Where the Management Committee rejects an application, the unsuccessful applicant may apply to the Secretary to have the question of admission considered at the next general meeting at which it is reasonably practicable to have it considered having regard to the provisions of Rule 4.7.
- 4.7 The Secretary shall submit to any general meeting considering the question of the rejection of an admission under Rule 4.6:
- (a) the application by the unsuccessful applicant; and
 - (b) any material of a reasonable length provided by the unsuccessful applicant to the Secretary for submission to the general meeting.
- 4.8 The general meeting may accept or reject the application and the Secretary shall inform the applicant of the outcome of the consideration of the applicant's application to the general meeting.
- 4.9 If the Management Committee approves the application or the application is accepted at a general meeting under Rule 4.8, the Secretary must notify the applicant in writing as soon as possible and:
- (a) request payment by the applicant within 28 days of the sum payable by the person as entrance fee and subscription; and
 - (b) on payment of the amount in paragraph (a) by the applicant, must enter the successful applicant's name on the register and, on the name being so entered, the applicant becomes a member of ACCF.

5 Cessation of Membership

- 5.1 A person ceases to be a member of ACCF if the person:
- (a) dies;
 - (b) resigns membership;
 - (c) is expelled from ACCF; or
 - (d) becomes bankrupt.

6 Member Entitlements not Transferable

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

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

7 Resignation of Members

7.1 A member of ACCF may resign in accordance with this Rule but not otherwise.

7.2 A member of ACCF who has paid all amounts payable in respect of membership may resign from membership by first giving notice (of not less than one month or such lesser period as the Management Committee may determine) in writing to the Secretary of the member's intention to resign and upon the expiry of the period of notice, the member ceases to be a member.

7.3 Where a member ceases to be a member under Rule 7.2 and in every case where a member ceases to be a member, the Secretary shall make an appropriate entry to the register of members recording the date on which the member ceased to be a member.

8 Register of Members

8.1 The Secretary must establish and maintain a register of members of ACCF, showing the names and addresses of each such person.

8.2 A member of ACCF may apply in writing to the Secretary to inspect the register free of charge at a reasonable time and 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 Management Committee, that other amount.

9 Classes of Membership

9.1 The membership of ACCF shall comprise:

- (a) **Ordinary Member:** A member who has not ceased to be a member under these Rules, and who is required to pay his or her annual subscription of such an amount as is from time to time determined by the Management Committee.
- (b) **Life Member:** A member who has in any year contributed to ACCF a sum of not less than \$1,000, but not of or exceeding \$10,000, or if some other higher amount is determined by the Management Committee, that higher amount.

- (c) Trustee: A member who has made donations (or has made pledges acceptable to the Management Committee to make donations) to ACCF of a total sum of not less than \$10,000, but not of or exceeding \$50,000, or if some other higher amount is determined by the Management Committee, that higher amount. In these Rules Trustee includes Foundation Trustee.
- (d) Patron: A member who has made donations (or has made pledges acceptable to the Management Committee to make donations) to ACCF of a total sum of not less than \$50,000, or if some other higher amount is determined by the Management Committee, that higher amount.

9.2 The holding of the positions of Trustee and Patron shall be by invitation only, and must be approved by the Management Committee in accordance with Rule 4.

9.3 The Management Committee may confer honorary status or recognition to persons (whether members or not) invited to provide significant financial or other assistance or support to ACCF.

10 Contributions and Subscriptions

10.1 Subject to these Rules, the Management Committee may from time to time determine the contribution and subscription obligations of the various classes of membership of ACCF, and when those amounts must be paid.

11 Members' Liabilities

11.1 The liability of a member of ACCF to contribute towards the payment of the debt and liabilities of ACCF on the costs, charges and expenses of the winding-up of ACCF is limited to the amount, if any, unpaid by the member in respect of his or her class of membership as required by Rule 9.1.

12 Disciplining of Members

12.1 Where the Management Committee is of opinion that a member of ACCF may have:

- (a) persistently refused or neglected to comply with a provision or provisions of these Rules; or
- (b) has consistently or wilfully acted in a manner prejudicial to ACCF;

the Management Committee may take action set out in these Rules.

12.2 The Management Committee must cause notice of the particulars of any alleged conduct under Rule 12.1(b) and the basis on which it is alleged that such conduct contravenes Rule 12.1(a) and /or Rule 12.1(b) to be served on the member concerned.

- 12.3 Any notice under Rule 12.2 must give the member at least 14 days from the time the notice is served to make submissions to the Management Committee.
- 12.4 The Management Committee must take into account any submissions made by the member under Rule 12.3 before taking any action under Rule 12.5 and must consider whether the member should also be given the opportunity to attend before the Management Committee and address the Management Committee.
- 12.5 The Management Committee may, by resolution expel a member of ACCF or suspend the member from membership of ACCF if, after considering the evidence and any submissions made by the member, it is satisfied that the member has acted as set out in Rule 12.1(a) or Rule 12.1(b).
- 12.6 If the Management Committee 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 Management Committee for having taken that action, and the member's right to appeal under Rule 13.
- 12.7 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 ACCF confirms the resolution under Rule 13.4 whichever is the later.

13 Right of Appeal of Disciplined Member

- 13.1 A member may appeal to ACCF in general meeting against a resolution of the Management Committee under Rule 12, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- 13.2 On receipt of a notice from a member under Rule 13.1, the Secretary must notify the Management Committee which is to convene a general meeting of the ACCF to be held within 28 days after the date on which the Secretary received the notice.
- 13.3 At a general meeting of ACCF convened under Rule 13.2:
- (a) No business other than the question to appeal is to be transacted;
 - (b) The Management Committee 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 by special resolution or revoked

- 13.4 If at the general meeting ACCF passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- 13.5 If at the general meeting ACCF does not pass a special resolution under Rule 13.4, the resolution is revoked.
- 13.6 Notwithstanding Rule 36, votes under this Rule must be conducted by secret ballot.

Part 3 Patrons, Trustees and the Council

14 Patrons and Trustees – Annual Meeting

- 14.1 There is to be an Annual Meeting of Patrons and Trustees to be held:
- (a) on the same day as the Annual General Meeting, and
 - (b) immediately before the Annual General Meeting.
- 14.2 The Secretary must, subject to these Rules, at least 14 days before the date fixed for the holding of the Annual Meeting of Patrons and Trustees, give a written notice to each Patron or Trustee of ACCF specifying the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.
- 14.3 All Patrons and Trustees or their proxies are entitled to participate and vote in the Annual Meeting of Patrons and Trustees, provided that they have been members of ACCF for at least 180 days before the date for holding the Annual Meeting of Patrons and Trustees at which the votes are exercised.
- 14.4 Each Patron or Trustee is entitled to appoint any member as proxy to vote on his or her behalf at any Annual Meeting of Patrons and Trustees by notice given to the Secretary not less than 3 working days before the time of the meeting in respect of which the proxy is appointed (“the closing date”), and any such notice not received by the Secretary on or before the closing date shall be invalid.
- 14.5 Unless the Management Committee makes other provision, the notice for the purpose of Rule 14.4 is to be in the form set out in Appendix 1 to these Rules.
- 14.6 The Patrons and Trustees shall elect at the Annual Meeting of Patrons and Trustees:
- (a) a Council Chairman,
 - (b) a Council Secretary, and
 - (c) 3 other Councillors.

- 14.7 The initial members of the Council will be elected at the first Annual Meeting of Patrons and Trustees after the adoption of these Rules. In the period between the adoption of these Rules and the election of the initial members of the Council, the powers of the Council will be performed by the Office-bearers of the Management Committee.
- 14.8 Subject to these Rules only a Trustee or a Patron who has paid all amounts of his or her donations under Rule 9.1(c) or Rule 9.1(d) shall be eligible to be elected or appointed as a member of the Council under Rule 14.6.
- 14.9 The Patrons and Trustees at their Annual Meeting of Patrons and Trustees shall also elect from the Patrons and Trustees, other than persons elected under Rule 14.6:
- (a) a person who shall be the Chairman,
 - (b) the English Secretary or the Chinese Secretary as is determined by the Patrons and Trustees at the Annual Meeting of Patrons and Trustees, and
 - (c) 8 other members of the Management Committee,
- as are referred to under Rules 18.2 and 18.4.
- 14.10 Nomination of candidates for election under Rules 14.6 and 14.9 must be in writing, be proposed and seconded by Patrons or Trustees of ACCF and with the written consent of the candidate.
- 14.11 Nomination forms duly signed by the proposer, seconder and candidate must be delivered to the Secretary at least 3 working days before the date for the holding of the Annual Meeting of Patrons and Trustees at which the election is to take place ("the closing date"), and any such nomination forms not received by the Secretary on or before the closing date shall be invalid.

15 Council

- 15.1 The Council shall meet whenever necessary.
- 15.2 Any three members of the Council constitute a quorum for the transaction of the business of a meeting of the Council. Each member present at a meeting of 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.
- 15.3 The Council may conduct business, where a majority of the Council consider it urgent and necessary to do so, by telephone (provided that a proper record of the business transacted and any resolution passed is kept and the members participating confirm in writing the record within 7 days of the telephone business being done) or by email or facsimile.

- 15.4 A resolution of the Council, signed by three or more Councillors, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held, provided that at least 2 days' notice of the resolution has been given to all Councillors (or such other period of notice as has previously been stipulated by the Council as the applicable period or periods for the giving of notice of resolutions proposed to be made under this Rule).
- 15.5 Subject to these Rules, the Council may exercise the following functions and duties:
- (a) the control and supervision of the capital funds as referred to in Rules 41.1 and 41.4; and
 - (b) the operation of any account with any bank or financial institution into which capital funds are held or deposited as referred to in Rule 41.5.

16 Terms of Office

- 16.1 Each member of the Council elected under Rule 14.6 is, subject to these Rules, to hold office until conclusion of the Annual Meeting of Patrons and Trustees next following the date of the member's election, but is eligible for re-election.
- 16.2 In the event of a casual vacancy in the membership of the Council, the Council may appoint a Patron or a Trustee to hold office, subject to these Rules, until the conclusion of the Annual Meeting of Patrons and Trustees next following the appointment.
- 16.3 No person shall be eligible for appointment as the Council Chairman under Rule 14.6, or as the Chairman under Rules 14.9 and 18.4, if that person has held either office for 3 consecutive terms. This clause does not otherwise limit the number of times that a person can be elected as the Council Chairman or the Chairman.
- 16.4 Rule 16.3 applies to the Chairperson of the Management Committee at the time this Rule comes into force and as if that position had always been designated as the Chairman.
- 16.5 Any person who holds office or has been elected as a member of the Council is not eligible for election or appointment to the Management Committee.

Part 4 The Management Committee

17 Powers and Functions of Management Committee

- 17.1 Subject to the Act, the Regulation and these Rules (and without limiting this, in particular the functions and responsibilities of the Council) and subject to any resolution passed by ACCF in general meeting, the Management Committee:
- (a) is to control and manage the affairs of ACCF, and

- (b) may exercise all such functions as may be exercised by ACCF, other than those functions that are required by these Rules to be exercised by the Council or by a general meeting of members of ACCF, and
- (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of ACCF.

18 Constitution and Membership

- 18.1 The Management Committee is to comprise 20 members of:
- (a) the Office-bearers as are referred to in Rule 18.4, and
 - (b) 10 Committee Members.
- 18.2 Ten members of the Management Committee are to be elected by the Patrons and Trustees at their Annual Meeting under Rule 14.
- 18.3 The remaining members of the Management Committee are to be elected by the members of ACCF at the Annual General Meeting.
- 18.4 The Office-bearers of the Management Committee shall be:
- (a) Chairman
 - (b) Five Vice-Chairmen,
 - (c) Treasurer,
 - (d) Assistant Treasurer,
 - (e) English Secretary, and
 - (f) Chinese Secretary.
- 18.5 The Office-bearers and Committee Members of the Management Committee and the Public Officer holding office at the date of adoption of these Rules continue in office subject to these Rules. At the conclusion of the Annual General Meeting immediately after the adoption of these Rules, all of the members of the Management Committee and the Public Officer must retire but are eligible for re-election in accordance with these Rules.
- 18.6 The Chairman is to be elected in accordance with Rule 14.9(a) and one of the Secretaries (as is determined by the Annual Meeting of Patrons and Trustees) is to be elected in accordance with Rule 14.9(b).
- 18.7 Each member of the Management Committee 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.

18.8 In the event of a casual vacancy in the membership of the Management Committee, the Management Committee may appoint a member of ACCF to hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

19 Election of Management Committee Members

19.1 Only financial members are entitled to be nominated as candidates for election under Rule 18.3 to the Management Committee.

19.2 Nomination of candidates for election under Rule 18.3 to the Management Committee must be in writing, be proposed and seconded by financial members of ACCF and with the written consent of the candidate.

19.3 Nomination forms duly signed by the proposer, seconder and candidate must be delivered to the Secretary at least 3 working days before the date for the holding of the Annual General Meeting at which the election is to take place ("the closing date"), and any such nomination forms not received by the Secretary on or before the closing date shall be invalid.

19.4 If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

19.5 If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.

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

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

19.8 The ballot for the election of Office-bearers and Committee Members is to be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.

20 Secretary

20.1 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with ACCF of his or her address.

20.2 It is the duty of the Secretary to keep minutes of:

- (a) all appointments of Office-bearers and Committee Members of the Management Committee,
- (b) the names of members present at a Management Committee meeting or a general meeting who are entitled to vote at such meeting, and
- (c) all proceedings at Management Committee meetings and general meetings.

20.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

21 Treasurer

21.1 It is the duty of the treasurer:

- (a) to ensure that all money due to the ACCF is collected and received and that all payments authorised by ACCF are made,
- (b) to ensure that correct books and accounts are kept showing the financial affairs of ACCF, including full details of all receipts and expenditure connected with the activities of ACCF, and
- (c) to prepare the annual statement of financial affairs for submission to the Annual General Meeting and for submission by the Public Officer to the Department of Fair Trading.

22 Casual Vacancies

22.1 For the purposes of these rules, a casual vacancy in the office of a member of the Management Committee occurs if the member:

- (a) dies,
- (b) ceases to be a member of ACCF,
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth,
- (d) resigns office by notice in writing given to the secretary,
- (e) is removed from office under Rule 23,
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Management Committee from all meetings of the Management Committee held during a period of 6 months, provided that the number of such meetings is 2 or more.

23 Removal of Member of Management Committee

23.1 A general meeting may by resolution remove a member of the Management Committee ("the relevant member") before the expiration of the term of the relevant member and may by resolution appoint another person to hold office until the expiration of the term of the relevant member.

23.2 If the relevant member makes representation to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representation be notified to the members of ACCF, the Secretary or Chairman may send a copy of the representation to each member of ACCF or, if they are not so sent, the relevant member is entitled to require that the representation be read out at the meeting at which the resolution is considered.

24 Meetings and Quorum

- 24.1 The Management Committee must meet at least 6 times in each period of 12 months at such place and time as the Management Committee may determine.
- 24.2 Additional meetings of the Management Committee may be convened by the Chairman or by any member of the Management Committee.
- 24.3 Written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- 24.4 Notice of a meeting given under Rule 24.3 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 Management Committee members present at the meeting unanimously agree to treat as urgent business.
- 24.5 Any 7 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 24.6 No business is to be transacted by the Management Committee 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 place and at the same hour of the same day in the following week.
- 24.7 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.
- 24.8 At a meeting of the Management Committee
- (a) the Chairman or, in the Chairman's absence, a Vice-Chairman is to preside, or
 - (b) if the Chairman and the Vice-Chairmen are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.

25 Delegation by Committee to Sub-committee

- 25.1 The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such person or persons as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
- (a) this power of delegation, and

- (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- 25.2 A function the exercise of 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 terms of the delegation.
- 25.3 A delegation under this Rule 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.
- 25.4 Despite any delegation under this Rule, the Management Committee may continue to exercise any function delegated.
- 25.5 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 Management Committee.
- 25.6 The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 25.7 a sub-committee may meet and adjourn as it thinks proper.

26 Voting and Decisions

- 26.1 Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- 26.2 Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Committee (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.
- 26.3 Subject to Rule 24.5, the Management Committee may act despite any vacancy on the Committee.
- 26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

Part 5 Funds and Grants Assessment Committee

27 Funds and Grants Assessment Committee

- 27.1 The Management Committee must set up and maintain a Funds and Grants Assessment Committee of 3, 5 or 7 members (consisting of such persons as the Management Committee thinks fit) including a Chairman of the Funds and Grants Assessment Committee.

- 27.2 The Funds and Grants Assessment Committee shall each year make recommendations as to the distribution of grants within such limit as is set by the Management Committee.
- 27.3 The recommendations of the Funds and Grants Assessment Committee are binding on the Management Committee, except that the Management Committee may make grants of up to 20% of the total amount to be distributed or 20% of the limit set by the Management Committee, pursuant to Rule 27.2 (whichever is the lesser of those amounts).

Part 6 Public Officer

28 Public Officer

- 28.1 Public Officer of ACCF shall be appointed by the Management Committee.
- 28.2 Only a person (whether member or not) who has attained the age of 18 years and is a resident of New South Wales, Australia shall be eligible to be appointed as the Public Officer as is required under the provisions of the Act.
- 28.3 The Public Officer shall be deemed to have vacated the office if the Public Officer:
- (a) dies,
 - (b) resigns,
 - (c) is removed from office by way of a resolution passed at a general meeting of the members of ACCF,
 - (d) becomes bankrupt,
 - (e) becomes mentally ill, or
 - (f) ceases to be a resident of New South Wales, Australia.
- 28.4 The position of Public Officer shall not remain vacant for more than 14 days.

Part 7 General Meetings

29 Holding of Annual General Meetings

- 29.1 An Annual General Meeting shall be held once each calendar year within the first 6 months of the calendar year.
- 29.2 The notice convening the Annual General Meeting shall specify the meeting as an Annual General Meeting.

30 Calling of and Business at Annual General Meetings

- 30.1 Subject to Rule 29, the Management Committee shall determine the time and place of the Annual General Meeting.
- 30.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting is to include the following:
- (a) To confirm the minutes of the last Annual General Meeting and of any special general meeting since the last Annual General Meeting.
 - (b) To receive from the Management Committee reports upon the activities of ACCF during the preceding financial year.
 - (c) To elect Office-bearers and Committee Members of the Management Committee (other than those to be elected by Patrons and Trustees pursuant to Rules 14.9 and 18.2).
 - (d) To receive and consider the statement required to be submitted to members under section 26(6) of the Act.

31 Calling of Special General Meetings

- 31.1 The Management Committee may convene a special general meeting and shall so convene a special general meeting on the requisition in writing of not less than 5 percent of the total number of members.
- 31.2 A requisition of members under Rule 31.1 shall state the purpose or purposes of the meeting, shall be signed by each of the members making the requisition and shall be lodged with the Secretary.
- 31.3 A requisition may consist of several documents signed by one or more members making the same or a substantially similar requisition, provided that not less than 5 percent of the members each state at least one purpose of the meeting in common.
- 31.4 No matter shall be put before a special general meeting unless that matter relates to a purpose of the meeting supported by requisition in writing of not less than 5 percent of the total number of members.
- 31.5 If the Management Committee 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.
- 31.6 A special general meeting convened by a member or members as referred to in Rule 31.5 above must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee and any member who incurs expense is entitled to be reimbursed by ACCF for any expense so incurred.

32 Notice

- 32.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of ACCF, 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.
- 32.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of ACCF, 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 Rule 32.1, the intention to propose the resolution as a special resolution.
- 32.3 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 Rule 30.2.
- 32.4 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.

33 Procedure

- 33.1 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.
- 33.2 Ten 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.
- 33.3 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.
- 33.4 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.

34 Presiding Member at General Meetings

- 34.1 The Chairman, or in the Chairman's absence, a Vice-Chairman is to preside as chairman at each general meeting.

34.2 If the Chairman, or a Vice-Chairman, are absent or unwilling to act, the members present must elect one of their members to preside as chairman of the meeting.

34.3 The person presiding under Rule 34.1 or Rule 34.2 is referred to in Rules as the officer presiding.

35 Adjournment

35.1 The officer presiding at 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.

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

35.3 Except as provided in Rules 35.1 and 35.2, 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.

36 Making of Decisions

36.1 Except where these Rules make provision for voting by secret ballot, a question arising at a general meeting of ACCF 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 officer presiding 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 ACCF, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

36.2 At a general meeting of ACCF, a poll may be demanded by the officer presiding on or by at least 3 members present in person or by proxy at the meeting.

36.3 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 officer presiding 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 officer presiding directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

37 Special Resolution

- 37.1 A special resolution of ACCF must be:
- (a) passed by a majority which comprises at least three-quarters of such members of ACCF as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules, or
 - (b) passed in a manner specified by the Director-General where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in Rule 37.1(a).

38 Voting

- 38.1 All financial members or their proxies shall be entitled to vote at a general meeting, provided that they have been members of ACCF for at least 180 days before the date for holding the general meeting at which the votes are exercised.
- 38.2 On any question arising at a general meeting a member has one vote only.
- 38.3 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 38.4 In the case of an equality of votes on a question at a general meeting, the officer presiding is entitled to exercise a second or casting vote.

39 Appointment of Proxies

- 39.1 Each member is entitled to appoint another member as proxy to vote on his or her behalf at any general meeting by notice given to the Secretary not less than 3 working days before the time of the meeting in respect of which the proxy is appointed ("the closing date"), and any such notice not received by the Secretary on or before the closing date shall be invalid.
- 39.2 Unless the Management Committee makes other provision, the notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.

Part 8 Funds

40 Capital and Non-capital Funds

- 40.1 The funds of ACCF shall consist of:
- (a) capital funds which are funds received from subscriptions, fees and donations from Patrons and Trustees, and funds transferred and converted from administration funds as determined by the Management Committee;

- (b) grant funds which consist of interest and income derived from capital funds; and
- (c) administration funds which consist of all funds other than capital funds and grant funds, including fees, subscriptions, other contributions, donations, grants and any other funds raised by or on behalf of ACCF.

41 Control, Investment and Supervision of Capital Funds

- 41.1 The control and supervision of the capital funds are vested in and reserved to the Council; whereas the investment of capital funds is, subject to the approval of the Council, vested to the Management Committee.
- 41.2 All capital funds are to be invested to derive interest and income for ACCF and applied for the aims and objectives of ACCF set out in Rule 2.1. No portion of the funds may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or return of capital to members of ACCF.
- 41.3 Neither the Management Committee nor any Office-bearer shall appropriate, transfer or deal with capital funds without the express approval of the Council.
- 41.4 Approval of the Council on investment, appropriation or transfer of capital funds, including the operation of any account with bank or financial institution into which capital funds are held or deposited, must be duly resolved by the Council in accordance with the provisions of Rule 15, and be conveyed to the Management Committee by instrument in writing.
- 41.5 Any account with any bank or financial institution into which capital funds are held or deposited must be operated by the joint signatures of:
 - (a) any 2 of the 5 Councillors from the Council, and
 - (b) the Chairman or the Secretary or the Treasurer from the Management Committee.

42 Control, Investment and Supervision of Administration Funds and Grant Funds

- 42.1 The control, investment and management of administration funds are vested in the Management Committee. No portion of the funds may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or return of capital to members of ACCF.
- 42.2 The control, investment and management of grant funds are vested in the Management Committee but all such funds are to be applied for the aims and objectives of ACCF set out in Rule 2.1. No portion of the funds may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or return of capital to members of ACCF.

- 42.3 Any account with any bank or financial institution into which administration funds or grant funds are held or deposited must be operated by the joint signatures of:
- (a) if the amount is not exceeding \$750 (or such higher amount as is from time to time determined by the Management Committee), any 2 of the 5 persons authorised as signatories under Rule 42.4; or
 - (b) if the amount is exceeding \$750 (or such higher amount as is from time to time determined by the Management Committee), any 3 of such authorised signatories as are referred to in Rule 42.3(a).
- 42.4 Persons who are authorised as signatories for the purpose of Rule 42.3 shall be:
- (a) the Chairman,
 - (b) the Secretary,
 - (c) the Treasurer, and
 - (d) Two Vice-Chairmen authorised as signatories by the Management Committee.

43 Receipt of Funds by ACCF

- 43.1 All monies received by ACCF (including by the Management Committee or any Office-bearer) shall be deposited as soon as practicable and without deduction:
- (a) in relation to capital funds – to such bank or other accounts as are determined by the Management Committee having regards to the provisions of Rules 41.1 to 41.4;
 - (b) in relation to administration funds – to such bank or other accounts as are determined by the Management Committee; and
 - (c) in relation to grant funds – to such bank or other accounts as are determined by the Management Committee.
- 43.2 The Management Committee must ensure that it maintains such adequate and proper records as are required to inform the Council in relation to capital funds received by the Management Committee.
- 43.3 The Management Committee must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 43.4 The Management Committee must ensure any interest and income derived from capital funds to be deposited or transferred as soon as practicable to such bank or other accounts into which grant funds are held pursuant to Rule 43.1(c).

44 Duties of Treasurer in relation to Council

- 44.1 The Treasurer must keep and maintain such records and accounts as are required to truly and accurately disclose the state of the capital funds.

45 Authorisation of Accounts

- 45.1 All accounts payable shall be presented to and passed for authorisation of payment at a Management Committee meeting and all details of such authorisation must be included in the Minute Book to be maintained by the Secretary.

46 Surplus Property

- 46.1 ACCF may, by special resolution, amend a special resolution passed under the previous Rule 34 (as is referred to in Appendix 3 to these Rules) which shall otherwise continue in force.
- 46.2 Any distribution of surplus property (as defined in section 53 of the Act) may only be made in favour of one or more non-profit organizations with similar or identical charitable objects of ACCF as the Management Committee decides.

Part 9 Vacation of Office for Conflict of Interest

47 Vacation of Office for Conflict of Interest

- 47.1 The office of a Councillor, Office-bearer or Committee Member shall become vacant if that person holds an office of profit with ACCF or is directly or indirectly interested in any contract with ACCF unless:
- (a) the person concerned has disclosed his or her interest to the Management Committee; and
 - (b) the Management Committee has given the person written exemption in relation to such interest in relation to the effect of this Rule or
 - (c) the person does not take part in relation to any deliberations on the contract or proposed contract with ACCF and does not seek to influence the making of a decision.
- 47.2 Where an issue arises at a meeting of a Management Committee which a member of the Management Committee could not reasonably have anticipated, the office of the member of the Management Committee is not vacated where:
- (a) the member discloses his or her interest to the Management Committee;
 - (b) the member is therefore absent from discussions and deliberations on the subject; and
 - (c) the member does not seek to influence the making of a decision.

Part 10 Audit

48 Audit

- 48.1 The accounts of ACCF (including those relating to the Council and those relating to the Management Committee) shall be audited at least annually.
- 48.2 The annual general meeting may elect an auditor.
- 48.3 The Management Committee may appoint an auditor where there is, for any reason, no person appointed or elected as auditor.
- 48.4 The Management Committee shall, as soon as practicable, after a vacancy occurs in relation to the position of auditor, appoint an auditor.
- 48.5 A person shall not be appointed as auditor if that person is a Councillor, Office-bearer or Committee Member holding office under Rule 14.6, Rule 18.1 or Rule 18.4.

Part 11 Miscellaneous

49 Insurance

- 49.1 ACCF must effect and maintain insurance as under section 44 of the Act.

50 Financial Year

- 50.1 The financial year of ACCF ends on 31 December each year.

51 Alteration of Objectives and Rules

- 51.1 These Rules (including the statement of objectives) may be altered, rescinded or added to only by a special resolution of ACCF.

52 Common seal

- 52.1 The common seal of ACCF must be kept in the custody of the Public Officer.
- 52.2 The common seal must not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Management Committee or of 1 member of the Management Committee and of the Public Officer.

53 Custody of Books

- 53.1 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 ACCF.

54 Inspection of Books

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

55 Service of Notices

55.1 For the purpose of these Rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally,
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

55.2 For the purpose of these Rules, 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,
- (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, or 3 days after it was sent by pre-paid post, whichever is the sooner, or
- (c) in the case of a notice sent by facsimile transmission, email 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.

Appendix 1

(Rule 14.5)

AUSTRALIAN CHINESE CHARITY FOUNDATION INC

FORM OF APPOINTMENT OF PROXY

ANNUAL MEETING OF PATRONS & TRUSTEES

I, being a Patron/Trustee of Australian Chinese Charity Foundation Inc (“ACCF”), hereby appoint Mr/Mrs/Ms, who is a member of ACCF, as my proxy to vote on my behalf at the Annual Meeting of Patrons and Trustees of ACCF to be held on the day ofand at any adjournment of that meeting.

Name:

Signature:

Date:

****** Please return completed form by to:

The Secretary

Facsimile Number:, or

Postal Address:

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Appendix 2

(Rule 39.2)

AUSTRALIAN CHINESE CHARITY FOUNDATION INC

FORM OF APPOINTMENT OF PROXY

GENERAL MEETING

I, being a member of Australian Chinese Charity Foundation Inc (“ACCF”), hereby appoint Mr/Mrs/Ms, who is a member of ACCF, as my proxy to vote on my behalf at the general meeting of ACCF (Annual General Meeting or Special General Meeting, as the case may be) to be held on the day of and at any adjournment of that meeting.

Name:

Signature:

Date:

** Please return completed form by to:

The Secretary

Facsimile Number:, or

Postal Address:

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Appendix 3

(Rule 46.1)

Previous Rule 34

34. SURPLUS PROPERTY

- (1) At the first general meeting of the Foundation, the Foundation shall pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property in pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the foundation.
- (2) At the first general meeting of the Foundation, the Foundation shall, notwithstanding rule 31(1), pass a special resolution nominating a charity registered under the Charitable Collection Act 1934, or exempted from registration by or under that Act, in which is vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Foundation.
- (3) The charity so nominated shall be one which fulfils the requirements specified in section 53(2)(a) (c) of the Act.