

KOSCIUSZKO

*POLISH ASSOCIATION OF DARRA
INCORPORATED*

CONSTITUTION

JUNE 2000

AS AMENDED IN NOVEMBER 2015

ADDRESS: 23 Station Avenue, Darra, Queensland 4076
Postal Address: PO Box 3043 DARRA QLD 4076

CONSTITUTION OF “KOSCIUSZKO” POLISH ASSOCIATION OF DARRA INCORPORATED

1. Name

- 1.1 The name of the incorporated association shall be “KOSCIUSZKO POLISH ASSOCIATION OF DARRA INCORPORATED (hereafter referred to as “the Association”).

2. Objects

The objects for which the association is established shall be:

- 2.1. To associate Polish people from Darra and other Brisbane suburbs.
- 2.2 To promote Polish culture, traditions and history in Australia.
- 2.3 To assist Polish society in understanding of the Australian multicultural ethos, history and lifestyle.
- 2.4 To assist children of Polish origin in cultivation of Polish language, morals and traditions.
- 2.5 To raise funds and make donations to other Associations (Polish or Australian).
- 2.6 To co-operate with other Associations or bodies.
- 2.7 Provide facilities for social interaction between members of the Association and their friends and afford them all or any of usual privileges, advantages, conveniences and accommodation of the Association.

3. Powers

- 3.1 The Association shall have the power to do all such things as it may legally do under the “QUEENSLAND ASSOCIATIONS INCORPORATION ACT 1981”.
- 3.2 The Association has, in the exercise of its affairs, all the powers of an individual.
- 3.3 The Association may enter into contracts, lend or invest such of the money and funds of the Association.
- 3.4 The Association may acquire and hold real and personal property by gift, devise, bequest, purchase subscription or otherwise and sell, exchange, lease, mortgage or hold any property, which may be subject to any trusts.
- 3.5 The Association may charge services and facilities it provides.
- 3.6 The Association may do other things necessary or convenient to be done in carrying out its affairs.
- 3.7 The Association may take over funds and other assets and liabilities of presently unincorporated Association known as the “KOSCIUSZKO” POLISH ASSOCIATION OF DARRA
- 3.8 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

4. Classes of members

- 4.1 The membership of the association consists of ordinary members, and any of the following classes of members:
 - 4.1.1 Associate members;
 - 4.1.2 Life members;
 - 4.1.3 Honorary members.
- 4.2 The number of ordinary members shall be unlimited.
- 4.3 The Ordinary members must be over 18 years of age

- 4.4 The Associate Members, Life Members, Honorary Members and members who are minors are not entitled to vote at any meeting of the Association

5. Membership

- 5.1 Every person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee agrees in writing to become a member of the incorporated association, shall be admitted by the management committee to the same class of membership of the Association as that person held in the unincorporated Association.
- 5.2 Every member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription becomes due.
- 5.3 Every applicant for any class of membership of the Association (other than members of the unincorporated Association referred to in sub-rule 5.1) shall be nominated by one (1) member of the Association and seconded by another member.
- 5.4 An application for membership shall be made in writing, signed by the applicant and the applicant's nominator and seconder, and shall be in such form as the management committee prescribes from time to time.
- 5.5 A person cannot be admitted as a member of the Association unless the person makes written application for membership, and the application is approved at a meeting of the Association's management committee.

6. Membership fees

- 6.1 The membership fee for each class of membership shall be a sum, which the members will determine from time to time at any general meeting.
- 6.2 The membership fees for each class of membership shall be payable at such time and in such manner as the management committee will determine from time to time.

7. Admission and rejection of new members

- 7.1 At the next management committee meeting after the receipt of any application and the applicable fee for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 7.2 Any applicant who receives a majority of votes of the members of management committee present at the meeting at which the application is being considered shall be accepted as a member to the class of membership applied for.
- 7.3 Upon acceptance or rejection of application for any class of membership, the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

8. Termination of membership

- 8.1 A member may resign from the Association at any time by giving a written notice of resignation to the secretary.
- 8.2 Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice, when it shall take effect on that later date.
- 8.3 If a member:

- 8.3.1 is convicted of an indictable offence; or
- 8.3.2 fails to comply with any provisions of these rules; or
- 8.3.3 has membership fees in arrears for a period of two (2) months; or
- 8.3.4 conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association; the management committee shall consider whether the member's membership shall be terminated.
- 8.4 The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

9. Appeal against rejection or termination of membership

- 9.1 A person whose application for membership has been rejected, or whose membership has been terminated, may within one (1) month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the management committee decision.
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- 9.3 At any such meeting the applicant shall be given opportunity to fully present the applicant's case, and the management committee, or those members thereof who rejected the application for membership or terminated the membership subsequently, shall likewise have the opportunity of presenting its or their case.
- 9.4 The appeal shall be determined by vote of members present at such meeting.
- 9.5 Where a person whose application is rejected does not appeal against the decision of the management committee within the time prescribed by these rules, or so appeals, but appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

10. Register of members

- 10.1 The management committee shall form a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- 10.2 Particulars shall also be entered into register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time
- 10.3 The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

11. Secretary

- 11.1 If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the management committee must appoint or elect a secretary for the Association within one (1) month after incorporation.
- 11.2 If a vacancy occurs in the office of secretary, the members of the management committee must appoint a secretary within one (1) month after the vacancy occurs.
- 11.3 The secretary must be an individual residing in Brisbane.
- 11.4 The individual appointed by the management committee as secretary, whether or not the individual is a member of the Association, shall not be entitled to vote at any management committee meeting.
- 11.5 The management committee may appoint and remove the secretary at any time.

12. Membership of management committee

- 12.1 The management committee of the Association shall consist of a president, vice-president, treasurer and three other members the association members elect at a general meeting. All of whom shall be members of the Association.
Any general meeting may, from time to time, elect or appoint any members of the management committee.
- 12.2 Election of members of the management committee shall take place at the annual general meeting. Members of the management committee hold office for period of 1 year from time of election. At the end of the 1 year period, members who have held office for this time must retire from office, but shall be eligible upon nomination for re-election at the annual general meeting of the association.
- 12.3 The election of the management committee members shall take place in the following manner:
- 12.3.1 Any two (2) members of the Association shall be at liberty to nominate any other member to serve as a member of the management committee.
- 12.3.2 The nomination, which shall be in writing and signed by the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place.
- 12.3.3 A list of all candidates 'names in alphabetic order', with the proposers and seconds names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the annual general meeting.
- 12.3.4 Balloting lists shall be prepared (if necessary) containing the names of all candidates in alphabetical order and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 12.3.5 If at the commencement of the meeting, there is an insufficient number of candidates nominated, nominations may be taken from the floor during the meeting.
- 12.4 Removed

13. Resignation or removal from office of member of management committee

- 13.1 Any member of the management committee may resign from the committee at any time by giving written notice of resignation to the secretary, but such resignation shall take effect at the time such notice is received by the secretary, unless a later date is specified in the notice, when it shall take effect on that date, or such member may be removed from office at a general meeting of the Association where that member shall be given an opportunity to fully present the member's case.
- 13.2 The question of removal shall be determined by the vote of all members present at such general meeting.
- 13.3 There is no right of appeal against a member's removal from office under this section.

14. Vacancies in management committee

- 14.1 The management committee shall have power at any time to appoint any member of the Association to fill any casual vacancy in the management committee until the next annual general meeting.
- 14.2 The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is not reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee. The continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the Association, but for no other purpose.

15. Functions of management committee

- 15.1 Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried at any general meeting the management committee:
 - 15.1.1 Shall have the general control and management of the administration of all affairs, properties and funds of the association; and
 - 15.1.2 Shall have an authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- 15.2 The management committee may exercise all powers of the Association:
 - 15.2.1 to borrow or raise or secure payment of money in such manner as the members of the Association may think fit and secure the same, or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and purchase, redeem or pay off any such securities; and
 - 15.2.2 to borrow amounts from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - 15.2.3 to invest in such manner as the members of the Association may from time to time determine.
- 15.3 For subsection (15.2.2), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever the term of the loan) by:
 - 15.3.1 the financial institutions for the Association; or
 - 15.3.2 if there is more than one (1) financial institution for the Association – the financial institution nominated by the Association.

16. Meetings of management committee

- 16.1 The management committee shall meet at least once every calendar month to exercise its functions.
- 16.2 The management committee must decide how a meeting is to be called.
- 16.3 Notice of a meeting is to be given in the way decided by the management committee.
- 16.4 A special meeting of the management committee shall be convened by the secretary on the request in writing signed by not less than one-third of the management committee members, which request shall clearly state reasons why such special meeting is being convened and nature of the business to be transacted thereat.
- 16.5 At every management committee meeting, a simple majority of a number equal to the number of members elected and appointed to the management committee as at the close of the last general meeting of the numbers, shall constitute a quorum.
- 16.6 Subject as previously provided in this section, the management committee may meet together and regulate its proceedings as it thinks fit.
- 16.7 However, questions arising at any management committee meeting shall be decided by a majority of votes and, in a case of equality of votes, the question shall be decided by the President.
- 16.8 A member of the management committee shall not vote in respect of any contractor or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- 16.9 Not less than fourteen (14) days notice shall be given by the secretary to management committee members of any special meetings.
- 16.10 Such notice shall clearly state the nature of the business to be discussed thereat.

- 16.11 The president shall preside as chairperson at every management committee meeting, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for the meeting, the vice-president shall be the chairperson, or if the vice-president is not present at the meeting then the members may choose one of the members to be chairperson of the meeting.
- 16.12 If, within half an hour from the time appointed for the commencement of the management committee meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the management committee, shall lapse.
- 16.13 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time fixed for the meeting, the meeting shall lapse.
- 16.14 Members of the Association who are not management committee members may observe management committee meetings, but cannot participate in those meetings.

17. Delegation of powers of management committee

- 17.1 The management committee may delegate any of its powers to a subcommittee consisting of such members of the Association as the management committee thinks fit.
- 17.2 Any subcommittee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the management committee.
- 17.3 A subcommittee may elect a chairperson of its meetings.
- 17.4 If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their members to be chairperson of the meeting.
- 17.5 A subcommittee may meet and adjourn as it considers appropriate.
- 17.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided by the management committee.

18. Acts not affected by defects or disqualifications

- 18.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

19. Resolutions of management committee without meeting

- 19.1 A resolution in writing signed by all members of the management committee for the time being entitled to receive notice of a management committee meeting shall be as valid and effectual as it would had been passed at the management committee meeting duly convened and held.
- 19.2 Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the committee.

20. First general meeting

- 20.1 The first general meeting must be held not less than one (1) month and not more than three (3) months after the day the Association is incorporated.
- 20.2 The management committee must decide where the meeting is to be held
- 20.3 The business to be transacted at the first general meeting must include the appointment of an auditor.

21. First annual general meeting

- 21.1 The first annual general meeting must be held within eighteen (18) months after the day the Association is incorporated.

22. Subsequent annual general meeting

- 22.1 Each subsequent annual general meeting must be held
 - 22.1.1 at least once each year; and
 - 22.1.2 within three (3) months after the end date of the association's reportable financial year.

23. Business to be conducted at annual general meeting

- 23.1 The following business must be conducted at each annual general meeting:
 - 23.1.1 receiving the association's financial statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last reportable financial year;
 - 23.1.2 receiving of the auditor's report on the financial affairs of the Association for the last financial year;
 - 23.1.3 presenting the audited statement to the meeting for adoption;
 - 23.1.4 electing members of the management committee;
 - 23.1.5 appointing an auditor for the present financial year;

24. Special general meeting

- 24.1 The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:
 - 24.1.1 being directed to call the meeting by the management committee; or
 - 24.1.2 being given a written request signed by not less than one-third of the management committee members or not less than the number of ordinary members of the Association, which equals double the number of members present on the management committee plus one; or
 - 24.1.3 being given a written notice of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
- 24.2 A request mentioned in subsection 24.1.2 shall clearly state reasons why a special general meeting is being convened and the nature of business to be conducted thereat.

25. Quorum for general meeting

- 25.1 At any general meeting the number of members required to constitute a quorum shall be a double number of members elected or appointed to the management committee plus one.
- 25.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 25.3 If within half an hour from the time fixed for a general meeting a quorum is not present, the meeting, if convened upon the request of management committee members or the Association members, shall lapse.
- 25.4 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to other day and at other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time fixed for the meeting, the members present shall be the quorum.

- 25.5 The chairperson may, with the consent of members of any meeting at which there is a quorum (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be conducted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 25.6 When a meeting is adjourned for 30 days or more, notice of adjourned meeting shall be given as in the case of an original meeting.
- 25.7 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be conducted at an adjourned meeting.

26. Notice of general meeting

- 26.1 The secretary shall convene all general meetings of the Association by giving not less than fourteen (14) days notice of any such meeting to the members of the Association.
- 26.2 The manner by which such notice is given shall be determined by the management committee.
- 26.3 However, notice of any meeting convened for purpose of hearing and determining appeal of a member against rejection or termination of membership by management committee, shall be given in writing.
- 26.4 Notice of a general meeting shall clearly state the nature of business to be conducted.

27. Procedure at general meeting

- 27.1 Unless otherwise provided by these rules, at every general meeting:
 - 27.1.1 the president shall preside as chairperson, or if there is no president, or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or unwilling to act then the members present shall elect one of their members to be the chairperson of the meeting.
 - 27.1.2 the chairperson shall maintain order and conduct the meeting in proper and orderly manner; and;
 - 27.1.3 every question, matter or resolution shall be decided by majority of votes of all present members; and
 - 27.1.4 every member present shall be entitled to one vote and, in the case of an equality of votes, the chairperson shall have a second or casting vote; and
 - 27.1.5 however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one (1) month in arrears at the date of the meeting; and
 - 27.1.6 voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
 - 27.1.7 chairperson shall appoint two (2) members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the a ballot was demanded; and
 - 27.1.8 a member may vote only in person and on show of hands, and every person present who is a member shall have one vote in a secret ballot; and
 - 27.1.9 the secretary shall keep full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee and general meeting to be entered in the minutes book, which should be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- 27.2 For the purpose of ensuring accuracy of the minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
- 27.3 Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

- 27.4 However, the minutes of any general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

28. By-laws

- 28.1 The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a vote of members at a general meeting of the association.

29. Alteration of rules

- 29.1 Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, repealed or added to from time to time by a special resolution carried at any general meeting.
- 29.2 However an amendment, rescission or addition is valid only if it is registered by the chief executive of Queensland Authorities.

30. Common seal

- 30.1 The management committee shall provide for a common seal with full name of the Association, and for its safe custody.
- 30.2 The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

31. Funds and accounts

- 31.1 The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed or indirectly to the members of the Association, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 31.2 The funds of the Association must be kept in the name of the Association in a financial institution decided by the management committee.
- 31.3 Proper books and accounts shall be kept on the premises of the Association and maintained either in written or printed form in English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 31.4 All money shall be deposited as soon as practicable after receipt thereof.
- 31.5 All amounts of \$100 or over shall be paid by cheque signed by any two (2) of the president, secretary, treasurer or other member authorised from time to time by the management committee.
- 31.6 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- 31.7 The management committee shall determine the amount of petty cash which shall be kept on the imprest system.

- 31.8 All expenditure shall be approved or ratified at management committee meeting.
- 31.9 As soon as practicable after the end of each financial year the treasurer shall prepare a statement containing particulars of:
 - 31.9.1 the income and expenditure for the financial year just ended; and
 - 31.9.2 the assets and liabilities of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 31.10 If the Association is incorporated within three (3) months of the end of the Association's financial year, subsection 31.9 does not apply for the financial year the Association is incorporated.
- 31.11 The auditor must examine the statement prepared under subsection 31.9 and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 31.12 The payments of dividends to, or the distribution of income, profits or assets of the Association among, the Association's members is prohibited.
- 31.13 The payment to any officer or employee of the Association of an amount by the way of a commission or allowance calculated by reference to the quantity sold or supplied by the Association or the receipts of the Association for such liquor sold is prohibited.
- 31.14 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

32. Documents

- 32.1 The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

33. Financial year

- 33.1 The financial year of the Association shall close on thirtieth (30th) of June in each year.

34. Distribution of surplus assets to another entity

- 34.1 This section applies if the Association is wound-up under Part 10 of the Act and there are surplus assets.
- 34.2 The surplus assets must not be distributed among the members of the association, but must be given to another entity;
 - 34.2.1 that has objectives similar to the Association's aims; and
 - 34.2.2 the rules, which prohibit the distribution of the entity's income and assets to its members.
- 34.3 In this section "**surplus assets**" means, in relation to the incorporated Association, the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated Association and the costs, charges and expenses of winding-up (given by section 62(3) of the Act).
- 34.4 In such an event where winding up of the Association needs to be considered, a special General Meeting would need to be called. At this special meeting of the Association a decision to wind up of the Association can only be taken when 75% of the Association's financial members will express their support in a form of Statutory Declaration signed before Justice of the Peace.

35. Liability of members

- 35.1 A secretary, member of a management committee or member of an incorporated association as such is not liable, except as provide in the rules of incorporated Association, to contribute towards the payment of debts and liabilities of the incorporated Association or the costs, charges and expenses of winding-up of the incorporated Association, beyond the property of the incorporated association in the person's hands.

36. The Audit Committee

- 36.1 The audit committee of the association shall consist of a chairman and 3 (three) members all of whom shall be financial members of the association.
- 36.2 Election of members of the audit committee shall take place at the annual general meeting.
- 36.3 The Audit committee should on regular basis conduct audits of all affairs conducted by the association and immediately should inform the management committee in writing about any non-conformances.
- 36.4 The chairman of audit committee shall produce audit report at every annual general meeting.
- 36.5 The audit committee is an independent body and is not reporting to any member of the Management Committee.