

Constitution
of the
Polish Association of Newcastle and Region Inc.



July 1998
(Amended 2009)

Mission Statement

The Polish Association of Newcastle Inc. is a non-party political, cultural and charitable organisation whose primary focus is the maintenance and promotion of Polish Culture, Language, and Religious Tradition; the support of community members who may be in need due to poverty, misadventure and ill-health; the provision of services for the benefit of the whole community and the enhancement of an appreciation of our cultural heritage - Polish and Australian.

Statement of Objects

1. To enhance understanding, cooperation and friendship among members and the wider community.
2. To preserve and promote a knowledge and appreciation of Polish language, culture, customs and traditions.
3. To raise awareness of the Australian Community about the contributions of Poles, past and present, to the development and growth of this nation and advocate for the equitable rights of Polish-Australians as citizens of Australia.
4. To provide and maintain cultural, social, educational and economic links with other Polish organisations in Poland, Australia and throughout the world.
5. To contribute to welfare, benevolent and charitable causes and projects as determined by the Association.
6. To provide facilities, promote and support the development and delivery of recreational, cultural, educational, sporting, youth and aged persons' activities.
7. To support the provision of religious and spiritual care, aid and assistance for members and their families and the Polish Community.
8. To organise social, cultural, educational activities and functions to further the objects of the Association.
9. To acquire, dispose of and manage Association assets for the benefit and development of the members and the general Polish Community in accordance with its objects.
10. To do such things as are incidental to any of its objects or as may be necessary to ensure their attainment.

Part I - Preliminary

Definitions

- 1.1. In these rules:
 - 1.1.1 **Ordinary member** means a member of the Association who is not an office-bearer of the Association. As referred to in rule 14(2).
 - 1.1.2 **Secretary** means the person holding office under these rules as Secretary of the Association.
 - 1.1.3 **Special General Meeting** means a general meeting of the Association other than an Annual General Meeting.
 - 1.1.4 **The Act** means the Associations Incorporation Act 1954.
 - 1.1.5 **The Regulation** means the Associations Incorporation Regulation 1994.
 - 1.1.6 **The Association** means the Polish Association of Newcastle and Region Inc.
- 1.2. In these rules:
 - 1.2.1 A reference to a function includes a reference to a power, authority and duty,
 - 1.2.2 A reference to the exercise of a function includes, if the function is a duty a reference to the performance of the duty.
- 1.3. The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part II Membership

Membership Qualifications

- 2.1 A person is qualified to be a member of the Association if but only if:
 - 2.1.1. The person is a person referred to in Section 15(1) (a), (b) or (c) of the Act and
 - 2.1.2. has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- 2.2. The person is a natural person:
 - 2.2.1. Who has been nominated for membership of the Association as provided by Rule 3; and
 - 2.2.2. Who has been approved for membership of the Association by the Committee of the Association,
 - 2.2.3. Who is over the age of eighteen years.

3. Nomination for Membership

- 3.1. A nomination of a person for membership of the Association:
 - 3.1.1. Must be made by two members of the Association in writing and signed by the applicant in the form set out in Appendix 1 to these rules; and
 - 3.1.2. Must be lodged with the secretary of the Association.
- 3.2.1. As soon as practicable after receiving a nomination the secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- 3.2.2. If the Committee determines to approve a nomination for membership, the secretary must as soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

3.2.3. If the Committee should refuse to admit a candidate the Committee shall at the request of the applicant submit its refusal to the next General Meeting for its final decision.

3.2.4. The Secretary must, on payment by the nominee of the amounts referred to in Clause 3.2.2. within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

4. Cessation of Membership

4.1. A person ceases to be a member of the Association in the person:

4.1.1. Dies; or

4.1.2. Resigns membership; or

4.1.3. Is expelled from the Association;

4.1.4. if the member fails to pay his annual subscription on or before the 1st t day of March next after it has become due notice by letter shall be sent to him by the Treasurer calling his attention thereto and if he shall fail to pay the amount due within six months thereafter he shall cease to be a member; PROVIDED that if such as person shall excuse to the satisfaction of the Committee his failure to pay the subscription and pay the amount due, the Committee shall have the right to restore his membership.

5. Membership Entitlements Not Transferable

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

5.1.1. Is not capable of being transferred or transmitted to another person, and

5.1.2. Terminates on cessation of the person's membership.

6. Resignation of Membership

- 6.1. A member of the Association is not entitled to resign that membership except in accordance with this rule.
- 6.2. A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving the secretary written notice of at least one month, or such other period as the Committee may determine, of the member's intention to resign and, on expiration of the period of notice, the member ceases to be a member.
- 6.3. If a member of the Association ceases to be a member under Clause 6.2., 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.

7. Register of Members

- 7.1. The Secretary 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.
- 7.2. 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.

8. Fees and Subscriptions

- 8.1. A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Committee, that other amount.
- 8.2. In addition to an amount payable by the member under Clause 8.1., a member of the Association must pay to the Association an annual membership fee of \$8 or, if some other amount is determined by the Committee, that other amount.
- 8.3. Annual subscriptions payable by old age and invalid pensioners shall be determined by the Committee from time to time.

- 8.4. Annual subscriptions shall be payable in advance on the first day of January each year for the calendar year then commencing.
- 8.5. Upon the recommendation of the Committee, any member who has given distinguished service of special merit to the Association, may be granted the status of Honorary Member by a General Meeting of the Association and shall there after during his lifetime be entitled to all the privileges and rights of a member of the Association free from liability to pay annual subscription fees.
- 8.6. No member shall be entitled to the full privileges of membership or to vote, at a General Meeting of the Association whilst the annual subscription due remains unpaid.
- 8.7. No member shall be elected or appointed to any office whether as a member of the Committee or otherwise or to a position as a delegate who is not at the time of election or appointment entitled to the full privileges of membership.

9. Members' Liabilities

- 9.1. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs; charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect to membership of the Association as required by Rule 8.

10. Resolution of Disputes

- 10.1. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

11. Disciplining of Members

- 11.1. A complaint may be made by any member of the Association that some other member of the Association:
 - 11.1.1. Has refused or persistently neglected to comply with a provision or provisions of these rules; or
 - 11.1.2. Has wilfully acted in a matter prejudicial to the interests of the Association
- 11.2. On receiving such as complaint, the Committee:
 - 11.2.1. Must cause notice of the complainant to be served to be served on the member concerned, and
 - 11.2.2. Must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - 11.2.3. Must take into consideration any submissions made by the member in connection with the complaint.
- 11.3. The Committee may, by resolution, suspend or expel 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 The Committee shall move at the next General Meeting to remove the name of that person from the register of members.
- 11.4. If the Committee suspends a member or a member is removed from the register, 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 Committee for having taken that action and of the member's right of appeal under Rule 12.

11.5. The suspension or expulsion of a member of the Association does not take effect:

11.5.1. Until expiration of the period within which the member is entitled to appeal against the resolution concerned; or

11.5.2. If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 12.4., whichever is the later.

12. Right of Appeal of Disciplined Member

12.1. A member may appeal to the Association in general meeting against a resolution of the Committee under Rule 11. Within 7 days after the notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

12.2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.

12.3. On receipt of a notice from a member under Clause 12.1., the secretary must notify the Committee 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.

12.4. At a General Meeting of the Association convened under Clause 12.3.,

12.4.1. No business other than the question of the appeal is to be transacted; and

12.4.2. The Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

12.4.3. The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.5. If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part III The Committee

13. Powers of the Committee

13.1. The Committee is to be called the Committee of Management of the Association and, subject to the Act; the Regulation and these Rules and to any other passed by the Association in general meeting:

13.1.1. Is to control and manage the affairs of the Association; and

13.1.2. Exercise all the functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a General Meeting of the members of the Association; and

13.1.3. Has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association;

13.1.4. Engage and dismiss employees;

13.1.5. Make by-laws for the better regulation of the Association's affairs, provided that such by-laws not be inconsistent with these Rules;

13.1.6 Authorise all expenditure of the Association.

13.1.7. Elect members in accordance with these Rules.

13.1.8. To call meetings (not being General Meetings) of all members whether financial or not to discuss any matter suggested by the Committee and/or members present at such meetings No vote shall be taken at such a meeting.

14. Constitution and Membership

- 14.1. Subject in the case of the first members of the Committee to Section 21 of the Act, the Committee is to consist of:
 - 14.1.1. The office-bearers of the Association.
 - 14.1.2. Ten (10) ordinary members, each of whom is to be elected at the Annual General Meeting of the Association under Rule 15.
- 14.2. The Office-bearers of the Association are to be:
 - 14.2.1. The President
 - 14.2.2. The Vice-president
- 14.3. At its first meeting after election the Executive Committee shall elect from its members Assistant Treasurer and Assistant Secretary.
- 14.4. At its first meeting after election the Committee shall appoint the Public Officer who will be:
 - 14.4.1. A member of the Association, but not necessarily of the Committee;
 - 14.4.2. A resident of N.S.W.;
 - 14.4.3. Over the age of 18 years
- 14.5. Each member of the 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.
- 14.6. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office subject to these Rules until the conclusion of the Annual General Meeting next following the date of the appointment.
- 14.7. The maximum number of terms that may be served consecutively by the President shall be limited to 3 or not more than 6 years. After one term out of office the retired President may again nominate for the post of the President.

15. Election of Members

- 15.1. Nominations of candidates for election as Office-bearers of the Association or as ordinary members of the Committee:
 - 15.1.1. Must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - 15.1.2. Must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election will take place;
- 15.2. If insufficient nominations are received to fill the vacancies on the Committee further nominations are to be received at the Annual General meeting.
- 15.3. If insufficient further nominations are received, any vacant position remaining on the Committee are to be taken to be casual vacancies.
- 15.4. The ballot for the election of Office-bearers and ordinary members of the Committee is to be conducted at the Annual General Meeting in such and proper manner as the Committee may direct.

16. The Powers and Functions

- 16.1. The powers and functions of the **President** are:
 - 16.1.1. To represent the Association;
 - 16.1.2. To preside at all meetings of the Committee and he shall have the casting vote;
 - 16.1.3. As head of the administration of the Association to coordinate the work of all other members of the Committee and of all other office-bearers and of all sub-committees and to supervise their activities;
 - 16.1.4. To see that resolutions and recommendations of the General Meeting are carried out promptly;

- 16.1.5. These powers are vested in the president in addition to any other powers given to him by these Rules of the Constitution
- 16.1.6. The President's powers and functions are to be exercised and performed by the First Vice-president if the President is temporarily unable to be present or to act.
- 16.2. **The Secretary** of the Association must, as soon as practicable after being elected as Secretary lodge notice with the Association of his/her address.
 - 16.2.1. It is the duty of the Secretary to keep Minutes of:
 - 16.2.1.1. All appointments of Office-bearers and members of the Committee;
 - 16.2.1.2. The names of members of the Committee present at a Committee Meeting or a General Meeting, and
 - 16.2.1.3. All proceedings at Committee Meetings and General Meetings;
 - 16.2.1.4. Keep an official copy of these Rules and of By-laws made and enter therein from time to time any alterations or rescissions or new rules and by-laws which may be properly authorised or made;
 - 16.2.1.5. Conduct the correspondence of the Association;
 - 16.2.1.6. Issue all notices convening meetings of the Committee or of members as required by these Rules;
 - 16.2.1.7. Keep an up to date register of members with their addresses.
 - 16.2.3. Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 16.3. It is the duty of the Treasurer of the Association to ensure:
 - 16.3.1. That all money due to the Association is collected and received and deposit the same in the name of the Association in such bank or other institution as the Committee may from time to time direct; and

- 16.3.2. That all payments authorised by the Committee or the General Meeting are made; and
- 16.3.3. 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;
- 16.3.4. Prepare as at the 30th April in each year a statement of receipts and payments for the financial year and a balance sheet and profit and loss account and submit same together with all books and records in his possession to the Association's auditors.
- 16.3.5. Keep an accurate record of all money borrowed by the Association and the repayment thereof;
- 16.3.6. Collect member's subscriptions and notify members whose subscriptions are in arrears;
- 16.3.7. Pay the wages of employees.

17. Casual Vacancies

- 17.1. For the purpose of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member:
 - 17.1.1. Dies; or
 - 17.1.2. Ceases to be a member of the Association; or
 - 17.1.3. Become an insolvent under administration within the meaning of the Corporations Law; or
 - 17.1.4. Resigns office by notice in writing given to the Secretary; or
 - 17.1.5. Is removed from office under Rule 20; or
 - 17.1.6. Becomes a mentally incapacitated person; or
 - 17.1.7. Is absent without the consent of the Committee from three consecutive monthly meetings of the Committee.

18. Removal of Member of the Committee

- 18.1. The Association in a General Meeting may by resolution remove any member of the Committee 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.
- 18.2. If a member of the Committee to whom a proposed resolution referred to in Clause 18.1. relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. Meetings and Quorum

- 19.1. The Committee must meet at least monthly at such place and time as the Committee may determine.
- 19.2. Additional meetings of the Committee may be convened by the President or by any three members of the Committee.
- 19.3. Oral and written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 19.4. Notice of a meeting given under Clause 19.3. 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 Committee members present at the meeting agree to treat as urgent business.
- 19.5. Any 7 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

- 19.6. No business is to be transacted by the 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 hour of the same day in the following week.
- 19.7. If at the adjourned meeting a quorum is not present within a half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 19.8. At a meeting of the Committee:
 - 19.8.1. the President or, in the President's absence, the Vice-president is to preside; or
 - 19.8.2. if the president and the vice-president are absent, unwilling or unable to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

20. Delegation by Committee to Sub-committee

- 20.1. The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - 20.1.1. This power of delegation; and
 - 20.1.2. A function which is a duty imposed on the Committee by the Act or by any other law.
- 20.2. 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.
- 20.3. A delegation under this section may be made subject 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 the delegation.
- 20.4. Despite any delegation under this rule, the Committee may continue to exercise any function delegated.

- 20.5. 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 Committee.
- 20.6. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 20.7. A sub-committee may meet and adjourn as it thinks proper.

21. Voting and decisions of the Committee and Sub-committees

- 21.1. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are determined by a majority of the votes of members of the Committee or sub-committee present at a meeting.
- 21.2. Each member present at a meeting of the Committee or of any sub-committee appointed (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.
- 21.3. Subject to Rule 19.5. the Committee or sub-committee may act despite any vacancy on the Committee or sub-committee.
- 21.4. Any act or thing done or suffered, or purported to have been done or suffered by the Committee or a sub-committee appointed by the Committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

Part IV General Meetings

22. Holding of Annual General Meetings

- 22.1. The Association must, at least once in each calendar year and within the period of 2 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.

23. Calling of and Business at General Meeting

- 23.1. The Annual general meeting of the Association is, subject to the Act and to Rule 22.1 to be convened on such date and at such place and time as the Committee thinks fit.

- 23.2. 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:

- 23.2.1. To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

- 23.2.2. To receive from the Committee and sub-committees reports on the activities of the Association during the last preceding financial year;

- 23.2.3. To elect the President, Vice President and 10 ordinary members of the Executive Committee. The Executive Committee shall elect the Secretary and the Treasurer from its own ranks;

- 23.2.4. To receive and consider the statement which is required to be submitted to members under Section 2h (6) of the Act;

- 23.2.5. To confirm the Auditors for the coming year;

- 23.2.6. To make recommendations for and to give direction to the Committee;

- 23.2.7. Such other general business as the meeting may allow.

- 23.3. An Annual general meeting must be specified as such in the notice convening it.

24. Calling of and Business at Special General Meetings

- 24.1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 24.2. The Committee must, on the requisition in writing of at least one third of the total number of members or the Auditors, convene a Special General Meeting of the Association.
- 24.3. A requisition of members for a Special General Meeting must:
 - 24.3.1. State the purpose or purposes of the meeting;
 - 24.3.2. Be signed by the members making the requisition;
 - 24.3.3. Be lodged with the Secretary; and
 - 24.3.4. May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 24.4. If the Committee fails to convene a Special General Meeting to be held within one (1) month as the date on which the 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 three (3) months after that date.

25. Notice

- 25.1. 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, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 25.2. If the nature of the business proposed to be dealt with at a General Meeting requires special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in Clause 25.1., specifying, in addition to the matter required under Clause 25.1., the intention to propose the resolution as a special resolution.

- 25.3. No business other than that specified in the notice convening the meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 24.2.
- 25.4. 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.

26. Procedure

- 26.1. No item of business is to 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.
- 26.2. One third of 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.
- 26.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting;
 - 26.3.1. If convened on the requisition of members, is to be dissolved, and
 - 26.3.2. 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.
- 26.4. 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 7) is to constitute a quorum.

27. Presiding Member

- 27.1. The President or, in the President's absence, the Vice-president, is to preside as chairperson at each General Meeting of the Association.
- 27.2. If the President and the Vice-president are absent, unwilling or unable to act, the members present must elect one of their number to preside as chairperson at the meeting.

28. Adjournment

- 28.1. 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.
- 28.2. 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.
- 28.3. Except as provided in Clauses 28.1 and 28.2, notice of an adjournment of a General Meeting or of the business to be transacted at the adjourned meeting is not required to be given.

29. Making of Decisions

- 29.1. A question arising at a General Meeting of the Association is to be Determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the 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.
- 29.2. At a General Meeting of the Association, a poll may be demanded by the chairperson or by at least three members present or by proxy at the meeting.

- 29.3. If a poll is demanded at a General Meeting, the poll must be taken:
- 29.3.1. Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - 29.3.2. In any other case in such manner and such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

30. Special Resolution

- 30.1. A resolution of the Association is a special resolution:
- 30.1.1. If it is passed by a majority which comprises at least 2 thirds of such members of the Association as, being entitled under the 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
 - 30.1.2. Where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in Rule 30.1.1., if the resolution is passed in a manner specified by the Commissioner.

31. Voting

- 31.1. On any question arising at a General Meeting of the Association a member has one vote only.
- 31.2. 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.
- 31.3. 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.

32. Appointment of Proxies

- 32.1. Each member of the Association is entitled to appoint another member as proxy, by notice given to the Secretary before the meeting in respect of which the proxy is appointed.
- 32.2. The notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.

Part V Miscellaneous

33. Insurance

- 33.1. The Association must effect and maintain insurance under Section 44 of the Act.
- 33.2. In addition to the insurance required under Clause 33.1.; the Association may effect and maintain other insurance.

34. Funds – Source

- 34.1. 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 Committee determines.
- 34.2. 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.
- 34.3. The Association must, as soon as practicable after receiving the money issue an appropriate receipt.

35. Funds Management

- 35.1. 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 Committee determines.
- 35.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- 35.3. The income and property of the Association shall be applied solely towards the promotion of its objects as set out in these Rules and no portion thereof shall be paid or transferred directly or indirectly to any member of the Association.
- 35.4. No members shall, except for professional services rendered at the request of the Committee, on any pretence or in any manner receive any profit from the funds or transactions of the Association.
- 35.5. Except with the authority of the Committee no person shall purchase goods for the Association or incur any debt on behalf of the Association. Provided that in case of urgency the President may authorise expenditure not exceeding the sum of \$500 in each case, or such large amount as the General Meeting should determine from time to time.

36. Alteration of Objects and Rules

- 36.1. The Statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

37. Common Seal

- 37.1. The common seal of the Association must be kept in the custody of the Secretary.
- 37.2. The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee, one of the members being the Secretary.

38. Custody of Books

- 38.1. Except as otherwise provided by these Rules, the Committee, in accordance with their respective responsibilities, must keep in their custody or under their control all records, books, and other documents relating to the Association.

39. Inspection of Books

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

40. Service of Notices

- 40.1. For the purpose of these Rules, a notice may be served by or on behalf of the Association on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 40.2. If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is provided, taken for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41. Affiliates of the Association

- 41.1. The Association can have as its cooperatives, autonomous affiliated organisations working within its objects under independent management committees.
- 41.2. To be recognised as an affiliate of the Association, and to be included in the framework of the Association's incorporated status, the organisation must:
 - 41.2.1. Work in accordance with the Objects and Rules of the Association in its special area of interest;
 - 41.2.2. Have their own rules which must be submitted to the Association and comply with the model rules of the Incorporation Act.
 - 41 2.2. Submit to the Annual General Meeting of the Association an audited report of its financial status and a report on its activities.
- 41.3. In accordance with its objects, the Association will endeavour to provide affiliated organisations with support to enhance their activities and services to their respective sectors of the Polish community.

42. Dissolution

- 42.1. If at any General Meeting a resolution for the dissolution of the Association shall be passed by a three-fourths majority of the members present and such resolution shall be confirmed by a resolution passed by a three-fourths majority of the members voting thereon at a Special General Meeting held not less than one month following the General Meeting at which the said resolution for dissolution was passed, the Committee shall at such future date as shall be specified in such resolution proceed to realise the property of the Association and after the discharge of all liabilities shall dispose of the proceeds by handing these over to such a charitable organisation as a three-fourths majority of the members present at the General Meeting may decide.

Appendix 1

Standard Agenda of the Annual General Meeting. (13 September 2009)

1. Verification of memberships.
2. Opening of the meeting by the President.
3. Election a Chairperson and the Secretary.
4. Selection of the Election Committee - two members + Chair.
5. Presentation and acceptance of the agenda.
6. Presentation and acceptance of minutes from the previous Annual General Meeting.
7. Presentation of the Annual Report by the President.
8. Presentation of the annual financial report by the Treasurer.
9. Presentation of Sub-Committee's annual reports.
10. Discussion on the reports.
11. Every second year, if the Executive Committee is absolved, the election of the new Executive Committee shall take place.
12. Presentation and discussion of a proposed budget for a new financial year.
13. Any other business.