

**CONSTITUTION OF
NEPALESE ASSOCIATION OF VICTORIA**

(Registered under Association Incorporation Act 1981)

2016

(Originally Constituted 1997)
(Including Amendments 2003, 2009, 2013)



Registration Number A0034377W

(Adopted by General Meeting of the Association held on 07 /10 /2013)

PART 1 PRELIMINARY

PREAMBLE

To come together with the ethnic and multicultural community of Victoria promoting and celebrating the authentic Nepalese ethnic interest and culture by providing a common forum and leadership to Nepalese community who are residing in Victoria.

1. NAME

The name of the incorporated Association is: **NEPALESE ASSOCIATION OF VICTORIA INC** (in these Rules called "NAV").

2. INTERPRETATION

2.1 In these Rules, unless the contrary intention appears: -

NAV means Nepalese Association of Victoria.

The Association means The NAV

The Act means the Associations Incorporation Reform Act 2012 and its successors.

The Regulations means regulations under the Act.

The Rule means this constitution and rules of The NAV incorporated in Victoria.

The Committee means the Executive Committee of the NAV

Executive members means members of the Committee

Financial year means the year ending 30 June.

The Fund means funds of The NAV

General Meeting means a general meeting of members convened as per the Rule

Member means a member of the NAV

The President means President of the NAV

The Vice-president means Vice-president of the NAV

The Treasurer means Treasurer of the NAV

The Secretary means Secretary of the NAV

Women's Forum means female wing of the NAV managed and operated as per the Women's Forum bylaw

2.2 In these Rules, a reference to the Secretary of the NAV is a reference: -

a) where a person holds office under these Rules as Secretary of the Association - to that person; and

b) in any other case, to the **Public Officer** of the Association.

2.3 Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984.

PART 2 PURPOSES, FUNCTIONS AND POWERS

3. STATEMENT OF PURPOSES

- 3.1 To Promote and celebrate authentic interests of Nepalese as an individual, an institution or a community in Victoria providing forum and leadership.
- 3.2 To act as a representative body in Victoria for Nepalese ethnic community and work closely with other Australian communities and agencies to promote Nepali culture and identity within the mosaic of multicultural Australia.
- 3.3 To participate and contribute in Victoria's multicultural and ethnic communities within the social, economic, political and cultural life of Australia.
- 3.4 To preserve and develop languages, cultures, traditions, costumes of Nepal and overall Nepali pride of being honourable civic member.

4. FUNCTIONS AND POWERS

Solely for furthering the purposes set out above and not otherwise, the NAV has power:

- 4.1 To promote, assist in promoting, and secure the holding of meetings, conventions, conferences, seminars, workshops, forums and competitions.
- 4.2 To publish and disseminate information for the promotion of any of the purposes of the NAV by means of print, audio, audio visual, electronic or other media.
- 4.3 To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of securing contributions to the funds in the shape of donations, fees, sponsorships, grants or otherwise.
- 4.4 To obtain from any Government agencies or other authorities any rights, privileges and concessions which the NAV may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.5 To appoint, employ, remove or suspend such staff and other persons as may be necessary or convenient for the purposes of the NAV.
- 4.6 To do all such other lawful things as are incidental or conducive to the attainment of the purposes of and the exercise of the powers of the NAV provided that any such purposes and powers are not construed so that they are contrary to any provision of the Act.

PART 3 THE MEMBERSHIP

5. MEMBERSHIP

5.1 Membership of the NAV shall be open to all persons residing in Victoria or any legal entity or institutions in Victoria with Nepalese ethnic and language background. Those persons or institutions shall be of good character to be eligible for membership.

5.2 Classes of membership are as follows:

5.2.1 **General Membership** is offered to any persons from Nepalese ethnic and language background for the period of two (2) years showing interest to become a member of the NAV with applicable fees. General membership can be offered to any of the following categories:

- (a) anyone who was born in Nepal or has history of one of their parents or ancestry born in Nepal and living in Victoria,
- (b) anyone coming to Australia from any other countries with their ancestry or origin in Nepal and can speak and write Nepali language and living in Victoria, and
- (c) the spouse or children of any Nepali origin person living in Victoria.

5.2.2 **Life Membership** is offered to any general member who has been a member of the NAV when this amendment of the Rules comes in effect or any other general members who have been member of the NAV for at least two (2) years period.

5.2.3 **Institutional Membership** is offered to any legal entity or institutions in Victoria who ascribe to the Statement of Purposes of The Association.

5.2.4 **Honorary Membership** is offered to any wider community members who has contributed or is active for overall development of Nepalese ethnic community.

5.3 Application and Fees for Membership

Application for membership shall be made in writing to the committee in a prescribed form with applicable fees as time to time prescribed by the committee. The Secretary should made available the current application form and schedule of applicable fees.

An exception applies for an honorary membership as it shall not require to apply for membership and to pay membership fees. Honorary membership shall be presented by the President on recommendation of the Committee.

6 ELECTION OF MEMBERS

All applications for membership must be dealt with in the general business of the next duly convened Committee meeting. The Committee shall decide on the admission or exclusion of such applicants, or otherwise, for membership. The decision of the Committee shall be final and, where an applicant is not admitted to membership, any fees received by the Committee in support of the application shall be refunded in full.

Upon the approval of an application for membership, the person or institution shall become a member of the NAV in the relevant class of membership and will be bound by these Rules. The Secretary shall forthwith advise the applicant or person affected of the election to the particular class of membership.

6.1 Rights of Members

6.1.1 General and Life members have following rights:

- To take part in the General or Special Meetings of the NAV and vote.
- To be nominated for Executive Committee election.
- To nominate or to second the nomination for executive committee
- To vote in Executive Committee election
- To have all other rights and privileges conferred upon them by these Rules, the Act, the Regulations or the by-laws
- To become a member of Women's Forum, if the member is of female gender and vote for coordination committee of the Women's Forum

6.1.2 Institutional members do not have any rights to be nominated, nominate, second or vote for executive committee election but have following rights:

- To become partner or co-organizer in any activities, programs or projects organized by the NAV
- To be represented by the NAV where the purposes of NAV, the Rules, the Regulations or the Acts allow doing so.
- To display the NAV logo as member with pre approval of the committee
- To take part in the General or Special Meetings of the NAV as observer and offer suggestions or agendas.

6.1.3 Honorary members like institutional members do not have any rights to be nominated, nominate, second or vote for Executive Committee election but have following rights:

- To take part in the General or Special Meetings of the NAV as observer and offer suggestions or agendas.
- To be exempted from membership fees and levies

7 TRANSFER AND CESSATION OF MEMBERSHIP

Right, privilege or obligation of a member by membership is personal to the member and:

- a) cannot be transferred to another person or organisation; and
- b) terminates upon cessation of membership from any cause.

Membership shall cease upon:

- (i) the death, (ii) resignation, (iii) retirement, (iv) removal for non-payment of arrears or (v) expulsion of a member.

Every member ceasing to be a member of the NAV shall ipso facto forfeit all rights to the benefits or privileges which such member may have had by reason of membership.

A member may at any time by giving notice in writing to NAV resign from membership of the NAV and upon notification by the Committee to the member that such resignation has been accepted shall cease to be a member. The secretary must record in the register of members the date on which the member ceased to be a member

8 DECIPLINE OF MEMBERS

If any member conducts him/herself in a manner unbecoming to the character of a member, or in a way which is prejudicial or detrimental to the interest of the NAV, or knowingly introduces an expelled or otherwise undesirable person into the NAV meetings, or wilfully infringes any of the Rules or by-Laws of the NAV or neglects or refuses to attend before the Constitution of Nepalese Association of Victoria Committee when called upon to do so, then he/she may be reprimanded, suspended, fined (in accordance with the by-Laws) or expelled by the Committee.

8.1 Dispute and Meditation

All disputes and mediation will be dealt and addressed as per the grievance procedures on Part 4 of the constitution.

9 RESISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the class of membership, full name, address and date of entry of the name of each member and the register shall be available for inspection by members on request.

Members shall from time to time inform NAV of any change in membership information and shall advise of any change of address which may occur.

10 MEMBERS RIGHT TO ACCESS INFORMATION

Members of the NAV reserves right to access and to obtain copies of the records/ securities/ other relevant documents or meeting minutes by applying to the Secretary.

PART 4 GRIEVANCE PROCEDURES

11 APPLICATION

The grievance procedure set out here applies to disputes between –

- a) a member and another member;
- b) a member and the Committee;
- c) a member and the Association.

A member must not initiate a grievance procedure in relation to a matter that is subject of a disciplinary procedure until the disciplinary procedure has been completed.

12 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

13 APPOINTMENT OF MEDIATOR

12.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required of 14 days, the parties must within 10 days –

- a) notify the Committee of the dispute; and
- b) agree to or request the appointment of a mediator; and
- c) attempt in good faith to settle the dispute by mediation.

12.2 The mediator must be –

- a) a person chosen by agreement between the parties; or
- b) in the absence of agreement –
 - (i) if the dispute is between a member and another member – a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.

12.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who –

- a) has a personal interest in the dispute; or
- b) is biased in favour of or against any party.

14 MEDIATION PROCESS

14.1 The mediator to the dispute, in conduction the mediation, must –

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

14.2 The mediator must not determine the dispute.

15 FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 5 GENERAL MEETINGS

16 ANNUAL GENERAL MEETING

16.1 An Annual General Meeting of members shall be held in each calendar year during the period of the NAV annual forum at such time and place as the Committee may find suitable.

16.2 The Annual General Meeting shall be specified as such in the notice convening it

16.3 The Annual General Meetings shall consider the following businesses:

Ordinary Business of the Annual General Meeting shall be:

- to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting
- to receive, from the Committee, reports on the transactions of the NAV during the last preceding financial year
- to elect the executive committee of the NAV in the biennial election coinciding with the meeting
- to form and undertake policy, program, projects or activities for overall development of the Association in the biennial basis in non-election year

Special Business may be transacted any special business of which notice is given in accordance with these Rules or the Act.

General Business may be allowed by the Chair in the Chair's absolute and final discretion.

17 SPECIAL GENERAL MEETINGS

All general meetings other than the Annual General Meeting shall be called Special General Meetings. The Committee from time to time may convene a special general meeting to provide an opportunity to discuss and resolve issues of concerns.

17.1 Requisition of Members

The Committee shall on requisition of not less than twenty five percentage (25%) of the current members having right to vote at general meeting at the date of the delivery of the requisition to the Secretary forthwith proceed to convene an special general meeting. In the case of such requisition the following provisions shall have effect:

- a) The requisition must state the objects of the meeting and the matters to be dealt with. It must be signed by the members and delivered to the Secretary. Such a special meeting shall only deal with the subjects and matters set out on the requisition or subjects and matters directly connected with those subjects and matters.
- b) If the Committee does not cause a Special General Meeting to be held within six (6) weeks from the date of delivery of the requisition, the members submitting the requisition may themselves convene the meeting within another Six (6) weeks.

18 NOTICE OF GENERAL MEETINGS

18.1 Notice to Members

The Secretary of the Association, at least 14 days before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting. Notice may be sent:

- a) by prepaid post to the address appearing in the register of members; or
- b) any electronic transmission like fax, email etc.

18.2 **Accidental Omission** to give notice to a member of a general meeting or the non-receipt of the notice by any member shall not invalidate the proceedings at such meeting.

18.3 **Other General Business:** A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall forward that business for general meeting.

19 PROCEEDINGS AT MEETINGS

19.1 Quorum

The quorum for a general meeting is twenty five percentage (25%) of the members having right to vote at general meeting present in person but in the case of the special general meeting held by the members submitting requisition the quorum should be fifty percentage (50%) of the members having right to vote present in person.

19.1.1 Lack of Quorum

a) If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case the meeting shall adjourned such other day, time and place as the Committee may appoint by one (1) week notice to the members.

b) The committee may decide to continue the general meetings and resolve the businesses. In this case the chair through Secretary should forward the motions of the meeting to all registered members via stamp paid mail or other electronic mail and provide the members an opportunity to object within two (2) weeks. If more than fifty percentage (50%) objections received then the motion of the general meeting will be held lost and disqualified.

19.2 Chair at General Meetings

The President shall be entitled to take the chair at every general meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, then a Vice-President agreed by the committee will chair the meeting. If Vice-Presidents are absent or unwilling to act, then a member of the Committee or Individual Member of the NAV, as the meeting shall determine, shall act as Chair.

19.2.1 Chair's Ruling

At any general meeting a declaration by the Chair that a resolution has been; 1) carried or 2) carried unanimously or 3) carried by a particular majority or 4) lost; shall be accepted unless more than five members call for a recount in which case the members present shall divide and be recounted.

19.2.2 Chair may Adjourn General Meetings: The Chair of a general meeting may, with the consent of the meeting and, in the case of a deadlock on any question or motion without the consent of the meeting, adjourn the meeting from time to time and place to place. No business shall be concluded at an adjourned general meeting other than the business already resolved before the adjournment took place.

19.2.3 Notice of Adjourned General Meeting: Subject to above Clause, if a general meeting is adjourned for fourteen (14) days or more, a notice of the adjourned general meeting must be given by the Secretary as in the case of the original general meeting.

19.3 Voting on Motion

All votes shall be given personally by the members eligible to vote in general meetings. Any agenda, issues, concerns, questions or motions shall be opened or discussion for reasonable time as considered by the chair and then shall be decided on by voting. The Chair may consider either by sound "ayes" or show of hands or casting vote as method of voting.

19.4 Minutes of General Meetings

Minutes of all resolutions and proceedings at general meetings shall be made and kept by the Secretary. Any such Minute shall be signed by the Chair of the meeting to which it relates or by the Chair of the next succeeding meeting and if purporting to be so signed shall be receivable as prima fade evidence of the facts therein stated.

PART 6 THE EXECUTIVE COMMITTEE

20 MANAGEMENT OF NAV

All the business and affairs of the NAV shall be administered and managed by the Committee as designated by the Rule, the Regulation or the Act.

21 DUTIES AND RESPONSIBILITIES

The Executive Committee have following duties and responsibilities:

- 21.1** Control and manage the business and affairs of the NAV including raising funds and applying for grants and funding
- 21.2** Subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the NAV;
- 21.3** Appoint such committees or sub-committees as are deemed expedient and may delegate any of its duties and responsibilities to such committee or sub-committees
- 21.4** Appoint the Secretary and other staffs as required for the NAV as may be determined by the Committee for such period of time and on such other terms and conditions as may be determined by the Committee and periodically review the appointment.
- 21.5** Prepare policies and programs of the NAV and submit to the General Meeting to resolve
- 21.6** Plan and implement activities, programs and projects in accordance with the statement of purposes of the Association
- 21.7** Review the operation and management of the fund and other assets of NAV subject to these Rules, the Regulation and the Act
- 21.8** Establish excellent working relationship and contact with other community organizations, relevant agencies and authorities in the interest of the Association
- 21.9** May, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the NAV other than those powers and functions that are required by these Rules to be exercised by general meetings;

22 EXECUTIVE COMMITTEE

22.1 Composition of Committee

The Committee shall consist of:

- a) Office Bearers
- b) Executive Members
- c) The Secretary

22.2 Term of Office

Each member of the Committee shall, subject to these Rules, hold office until the end of July after conclusion of the second annual general meeting following such member's taking over the office.

The term of office of an ordinary member of the Committee appointed to fulfil the casual vacancy shall expire contemporaneously with the term of office of the elected members of the Committee.

22.3 Office Bearers

Following Office Bearers shall be elected by the annual general meeting:

- a) **President** (1 position)



The President shall function as the Chief of the NAV providing leadership to the Committee. It is necessary to chair all meetings of the Association by the President as far as possible. He/she shall represent and maintain contact with external parties (local, national, and international agencies, authorities or institutions) to achieve the

objectives of the Association. He/she shall also represent the NAV in all level. He/she shall also nominate the executive members and the Secretary to be appointed.

b) **Vice-President** (2 Positions)

The Vice Presidents' main responsibility shall be to support the President in discharging his/her responsibilities and chair the meetings in his/her absence if delegated and perform any other tasks as delegated by the President.

- Vice President 1: shall be responsible for community liaison and regional areas of Victoria.
- Vice President 2: automatically resume the position as Coordinator of Women's Forum and shall be responsible for management of the Women's Forum

c) **Treasurer** (1 Position)

The Treasurer shall manage assets of the Association. He/she shall receive fees, donations or contributions from members and other external parties. He/she shall be custodian of the funds of the Association and shall control and manage the Fund subject to the rules and/or as decided by the Committee.

22.4 Executive Members

There shall be seven (7) executive members in the Committee. Five of them will be elected by the annual general meeting as in the case of Office Bearers. The president will nominate two (2) executive members to be appointed by the Committee to form a complete Committee. The nomination by the President will be in such a way to make sure that there shall be equitable representation from all gender, age groups or professions.

Members shall support in implementing policies and programs, attend meetings and perform tasks assigned such as coordination of sub-committees or task forces formed by the Committee. Each member shall be given with the role of focal person to facilitate, liaison or coordinate the following specific areas:

- (i) Member Services and Institutional Development
- (ii) Media and Communication
- (iii) Language and Culture
- (iv) Child, Youth and Aged Program
- (v) Occupational and Humanitarian Support
- (vi) Sports, Health and Wellbeing
- (vii) Ethnic and multicultural Liaison

22.5 Secretary

The Committee based on the recommendation of the President will appoint the Secretary. The secretary shall not be able to vote in the meetings of the Committee although he/she shall be active member of the Committee. Term of office for the Secretary Shall be such as determined by the Committee. Other conditions of appointment like allowances and other benefits shall be decided by the Committee.

The Secretary shall keep the records of all official documents including the members register. He/she shall act as the official contact for the NAV. The Secretary shall be responsible to arrange the Committee and all other meetings including giving notice to members, consolidate agenda for the meetings, maintain minutes of the meetings and advise all office bearers and Executive Members of the minutes. He/she shall perform such other duties as may be assigned to him/her by the Committee or by the President.

The Secretary shall also perform all the duties as recommended by the Associations Incorporation Reform Act 2012

22.6 Casual Vacancy

If the office of any member of the Committee becomes vacant or is not filled at any election or postal ballot then the Committee may appoint a person to that office for the period of

time that it would have been held by a person if elected to the office or by the person whose office has become vacant.

23 ELECTIONS

Election to elect the Office Bearers and the Executive Members shall be held in every two (2) year time. The Committee shall nominate an election committee of minimum three (3) and maximum five (5) members and the co-ordinator of the committee. The Election Committee shall complete the election process accordingly.

23.1 Nominations

Nominations of candidates for election as Office Bearer or as Executive Member of the Committee:

23.1.1 must be made in writing, signed by two Members having right to vote accompanied by the written consent of the candidate as endorsed on the form of nomination

23.1.2 must state the office for which the nominee is nominated and shall not nominate for more than one office.

23.1.3 must be delivered to the Secretary at least before the closing of nominations advised to members by the Secretary in the call for nominations

23.2 Eligibility of Candidates

23.2.1 No person shall be eligible to be nominated for election as an Office Bearer or Executive Member unless such person has completed two years as a General Member or is a Life Member.

23.2.2 The above provisions may not apply to the appointment of an Executive Member of the Committee to be nominated by the President

23.2.3 No member shall hold more than one office at the same time

23.3 Invalid Nominations

23.3.1 Unless the nominator, seconder and candidate are eligible members at the time the Secretary receives the nomination, the nomination shall be invalid

23.3.2 Unless the nomination is made in valid nomination form issued by the Secretary and duly completed, the nomination shall be invalid

23.4 Manner of Elections

The Committee must determine whether elections are to be conducted at an annual general meeting or by means of a postal ballot or any other contemporary valid methods of election.

23.4.1 **No Ballot Required:** If the valid nominations received do not exceed the number required to fill the respective offices then the person or persons nominated shall be declared elected.

23.4.2 **Secret Ballots:** If the valid nominations received exceed the number required to fill the respective offices, a separate secret ballot must be held for each vacant office. Ballot papers shall be prepared listing the candidates in alphabetical order. Voting will be by simple majority.

23.4.3 **Scrutineers:** The ballot shall be counted by two or more scrutineers appointed by the Election Committee. A candidate for any office shall not be a scrutineer. In the event of an equality of votes in favour of two or more candidates the Election Committee shall draw lots between the candidates having equality of votes and declare the winner.

23.5 Coordination Committee of Women's Forum

All the above subsection will also apply for the election of the Coordination Committee of the Women's Forum including Coordinator of Women's Forum. Election for this Coordination Committee will take place at the same time of the election of the committee of the NAV. The elected Coordinator of the Women's Forum automatically becomes a Vice President of NAV.

24 VACATION OF OFFICE

The office of any Office Bearers or Executive Members shall ipso facto be vacated:

- 24.1 if the office holder is absent from meetings of the Committee for a continuous period of three calendar months without leave of absence from the Committee and the Committee resolves that the holder's office be vacated
- 24.2 if the office holder becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
- 24.3 if the office holder becomes bankrupt or enters into a scheme of arrangement or composition with the officer holder's creditors or is convicted of a felony
- 24.4 if, by a signed notice in writing to the Committee of the NAV, the office holder resigns from office
- 24.5 if the office holder becomes prohibited from being a member of the Committee by reason of any order made under the Act
- 24.6 if the office holder ceases to be a Member of the NAV
- 24.7 if the office holder dies
- 24.8 if the office holder is removed from office by means of Special General Meeting

25 PROCEDURE OF THE COMMITTEE

25.1 Frequency of Meetings

The Committee shall meet at such place and at such intervals as it deems necessary or advisable but shall endeavour (without being obliged to do so) to meet once in each calendar month.

25.2 Special Meetings

Special meetings of the Committee may be convened by the President or by any Six (6) of the voting members of the Committee.

25.3 Notice of Meetings

Notice shall be given to members of the Committee of ordinary meetings and of any special meeting by the Secretary. In the case of special meetings, the notice must specify the general nature of the business to be transacted and no other business shall be transacted at such meeting without the consent of the Chair.

25.4 Quorum

25.4.1 Any Six (6) members of the Committee, including at least one office Bearer, constitute a quorum for transaction of the business of a meeting of the Committee

25.4.2 No business shall be transacted 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 shall stand adjourned to an appropriate date, time and place agreed to by a majority of the Committee members

25.5 Chair of the meeting

- a) the President or in his/her absence one of the Vice-President shall preside or
- b) if the President and Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

25.6 Determination of Questions

Questions, issues or concerns arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or "ayes" or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

25.7 Meetings using Communications Media

25.7.1 Meetings of the Committee may be convened and held by way of telephone, video conferencing link-up or other medium for electronic communication available for such purpose from time to time as long as:

- a) the number of persons participating and physically present would represent a quorum for the purposes of these Rules
- b) due notice of the meeting and of intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting
- c) each of the participants acknowledge:
 - (i) such participant's presence to the chair
 - (ii) that the meeting is being convened as a duly constituted meeting
 - (iii) that the participant can hear the other participants

25.7.2 The chair is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum and

25.7.3 Voting of the participants on all issues is able to be clearly ascertained by the chair. No person participating in any meeting conducted pursuant to this Clause shall disconnect communication during the course of any meeting without the consent of the Chair and in default of such consent or proven failure of the connection all participants at the commencement of the meeting shall be deemed to have been present and to have formed part of the quorum during the whole of that meeting.

25.7.4 The Chair shall sign minutes of the proceedings conducted as aforesaid and such minutes shall be prima facie evidence of the matters discussed and resolutions passed thereat.

25.8 Circulatory resolutions

25.8.1 If a majority of the members of the Committee have signed a document containing a statement that they are in favour of a resolution of the Committee an ordinary resolution in those terms shall be deemed to have been passed at a meeting of the Committee held on the day on which the document was signed and at the time at which the document was last signed by the Committee Member or, if the Committee members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Committee Member.

25.8.2 This provisions shall apply to a special resolution if at least two third of the Committee members have signed a document containing a statement that they are in favour of such special resolution.

25.8.3 For the purposes of circulatory resolution, two or more separate documents containing statements in identical terms, each of which is signed by one or more Committee Members shall together be deemed to constitute one document containing a statement in those terms signed by Committee Members on the respective days on which they signed the separate documents.

26 DELEGATION

26.1 The Committee may delegate any of its function or powers to sub-committees consisting of such members as the Committee may from time to time think fit and may from time to time revoke such delegation.

26.2 The meetings and proceedings of any sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto.

26.3 If the Committee so requires, any sub-committee shall report its business to the Committee.

26.4 All the proceedings, minutes and other related documents maintained by the sub-committees shall be handed to the Secretary for record as soon as possible.

PART 7 FINANCIAL MATTERS

27 SOURCE OF FUNDS

The funds of the Association shall be derived from membership fees, donations, conference fees, subsidies, grants, sponsorship or such other sources as the Committee determines.

28 ACCOUNTS AND AUDIT

28.1 The Committee in conjunction with the Treasurer, and/or a member of the Committee appointed by the Committee, shall ensure that proper accounts are maintained to reflect the true financial position of the NAV.

28.2 The books of account of the NAV shall be open for inspection on request for members at the office nominated by the Committee.

28.3 The accounts shall be audited annually by a Certified Practising Accountant or a member of the Institute of Chartered Accountants in Australia appointed by the Committee from time to time.

29 BANK ACCOUNT AND CHEQUES

29.1 All moneys received by the NAV from whatever source must be paid forthwith into an account in the name of the NAV with such bank as the Committee may from time to time direct.

29.2 All drafts, bills of exchange, promissory notes and other negotiable instruments, other than cheques, shall be signed by two members of the Committee, of which one must be the Treasurer.

29.3 All cheques shall be signed by two Committee members; one of them shall be either the Treasurer or the Secretary and another shall be either the President or one of the Vice-presidents of the Association.

30 ANNUAL REPORT

The Committee shall at each annual general meeting lay before the members a statement containing the particulars specified in the Act, together with the Auditor's Report on the accounts of the NAV for the previous financial year.

31 FINANCIAL YEAR

The financial year of the NAV shall run from 1 July in a year to 30 June in the following year.

PART 8 GENERAL

32 SEAL

The Common Seal of the NAV shall be kept in the custody of the Secretary. The Common Seal shall not be affixed to any instrument except by the authority of the Committee. The affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

33 CUSTODY OF RECORDS

Except otherwise provided in these Rules and the Act; all books, documents and securities of the NAV shall be kept in the custody and control of the Secretary. The Secretary shall readily make available all these records to the President if asked to do so.

34 CODE OF ETHICS AND PROFESSIONAL CONDUCT

34.1 The Committee may from time to time adopt a Code of Ethics and Professional Conduct which upon ratification by the NAV in general meeting (or by referendum) shall be binding upon all Members.

34.2 Upon ratification of a Code of Ethics and Professional Conduct or the ratification of any amendment or variation of such Code, a copy of the Code, amendment or variation, as the case may be, shall be provided to each member.

35 ALTERATION OF STATEMENT OF PURPOSES AND RULES

Subject to the Act, these Rules and the Statement of Purposes may be altered only in the following manner:

35.1 Any member may submit, in writing, a proposed amendment to the Rules or Statement of Purposes to the Committee.

35.2 Every proposed amendment received by the Committee not less than thirty (30) days before the next general meeting, must be referred to the next general meeting for consideration.

35.3 Every proposed amendment received by the Committee less than thirty (30) days before the next general meeting may, if the Committee decides, be referred to the next General Meeting but, if not so referred, must be referred to the following General Meeting.

35.4 The proposed amendment is ineffective unless it is passed by special resolution. A declaration by the chair that the special resolution has been carried is conclusive evidence of the fact unless a poll is demanded.

35.5 The Secretary shall after the passing of the special resolution altering the Statement of Purposes or the Rules lodge with the Registrar of Incorporated Associations notice in writing of the special resolution setting out particulars of the alteration together with a declaration signed by the Committee to the effect that the special resolution was passed in accordance with the Act.

35.6 The alteration to the Rules or Statement of Purposes takes effect on the date when the Secretary lodges the notice as required by the Act.

36 BY-LAWS

36.1 The Committee may from time to time make, alter and repeal by-laws, not inconsistent with the Act or these Rules, for the proper conduct and management of the NAV and in particular, but without limitation, for:

- (i) the management and control of the business activities, conferences, premises and publications of the NAV;
- (ii) the conduct of and the privileges enjoyed by members; and
- (iii) any other matter not required to be dealt with pursuant to these Rules by the members in general meeting.

- 36.3 The Committee shall adopt bylaw for Women’s Forum in coordination with Women’s Forum.
- 36.2 Any by-laws made under these Rules shall come into force and have full authority of a by-law of the NAV upon the expiration of fourteen clear days after being posted to members for notification.
- 36.3 Any by-law may be set aside by a majority vote of the members in general meeting.

37 WINDING UP OR CANCELLATION

37.1 Distribution of Income and Property

- 37.1.1 The income and property of the NAV shall be used and applied solely in promotion of its purposes and the exercise of its function and powers as set out in these Rules
- 37.1.2 Subject to the Act no income or property of the NAV is to be distributed, paid or transferred directly or indirectly as a dividend, bonus or profit to any member.
- 37.1.3 Nothing in these Rules prevents the payment in good faith to members, officers, members of the Committee or servants of the NAV in respect of:
- (i) monies advanced by them to the NAV;
 - (ii) monies owing to them by the NAV;
 - (iii) remuneration in return for services rendered or goods supplied to the NAV.

37.2 Disposition of Surplus Assets

In the case of winding up or cancellation in accordance with the Act, any property remaining after payment of all debts and liabilities must not be paid to or distributed amongst the members. The remaining properties must be given or transferred to a fund, authority or institution having purposes similar to the purposes of the NAV and which prohibits the distribution of its income and property to its members. The fund, authority or institution to receive the remaining properties:

- (i) is to be determined in accordance with a special resolution of the members or, in the absence of a special resolution, by the Registrar or by a Judge of the Supreme Court as may have or acquire jurisdiction in the matter and
- (ii) must be approved by the Commissioner of Taxation as a fund, authority or institution under Income Tax Assessment Act 1936.

38 ADVISORS

- 38.1 The Committee may from time to time decide to appoint people of high standing or those with a long and/or outstanding record of contribution to the Nepalese ethnic community or any other person deemed deserving by the Committee as advisers of the NAV. However, the number of advisors may not exceed fifteen (15) at any one time.
- 38.2 The committee can only nominate the members of the NAV, of any classes, as an Advisor of the NAV Executive Committee. If the Advisor ceases to be member of the NAV the position will considered being vacant.
- 38.3 Advisors shall be invited to attend the Committee meeting, express their opinion, offer advice but shall have no voting right.
- 38.4 The committee may time to time re-constitute the Advisors.
- Any Advisor appointment may be suspended, withdrawn or cancelled by the Committee, if any advisor conducts him/herself in a manner unbecoming to the character of a member, or in a way which is prejudicial or detrimental to the interest of the NAV, or have conflict of interest with the position, or wilfully infringes any of the Rules or by-Laws of the NAV or neglects or refuses to attend before the Constitution of Nepalese Association of Victoria Committee when called upon to do so.
- 38.5 There will be Presidential Council constituting all past president to provide advice to the Current President and the Committee.

Notes:

Revision History

Version	Date/Year	Summary of changes
1.0	1997	Initial document
2.0	2003	Update as per the requirement of Consumer Affairs Victoria
3.0	2013	Updated to meet new ASIC requirements for Incorporated associations. Ratified by AGM subject to ASIC approval.
3.1	2014	Grievance Procedures updated as instructed by ASIC. Approved and adopted by the Executive Committee in March 2014 as per the resolution passed in AGM 2013
4.0	2016	Approved and adopted by the Executive Committee in November 2016 as per the resolution passed in AGM 2016.