

# **CNA Multicultural Services Inc.**

An Association incorporated under the  
*Associations Incorporation Act 2009*

Registration No. INC1501491

ABN 54 667 826 341

Adopted by a General Meeting of the Association  
held on 21 October 2020

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## Part 1 - Preliminary

### 1. Definitions and Interpretation

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(1) In this constitution:

**Advisory Committee** means a committee established by the Board for the purposes of clause 26.

**Annual General Meeting** means a General Meeting required to be held annually as provided by clause 28.

**Association** means CNA Multicultural Services Inc., also previously known as CNA – Italian Australian Services and Welfare Centre Inc. (Registration No. INC1501491) being a not-for-profit, charitable, incorporated association described in this Constitution and established under the Act.

**Board** means the governing body of the Association, being in control and having responsibility for the management of the affairs of the association as provided by clause 18.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Financial Year** means the Association's accounting period of twelve months, which begins on the first day of July and ends on the last day of June each year.

**Ordinary Board Member** means a member of the Board who is not an office-bearer of the association.

**Patronato** means activities of information, assistance, tutelage and representation in favour of employees and self-employed workers, pensioners, individual Italian citizens, foreigners and stateless persons.

**Permitted appointment** means an appointment as provided by clause 48.

**Secretary** means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

**Special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **2. Charitable Purpose and Objects**

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### **Dominant Purpose**

- (1) The Association is established as charity to pursue the following charitable purpose:
- (a) provide for the relief of poverty, suffering and distress and misfortune of persons in New South Wales;
  - (b) operate a community shed to improve the health of men and women who are at risk of health issues arising from loneliness and isolation and facilitate programs and meaningful activities that address mental, physical and emotional health issues and where men and women can participate in the company of others to relieve isolation and loneliness;
  - (c) to undertake other charitable activities advancing social or public welfare, culture, health and education for the benefit of the broader community and especially for members of ethnic communities;

### **Particular Objects**

- (2) The Association may also pursue the following particular objects:
- (a) provide information, assistance and tutelage, with powers of representation in favour of persons of Italian descent or origin whether naturalised or not for the obtainment in Italy and abroad of services of any kind in the field of social security, immigration and emigration, provided for by laws, regulations, statutes, collective agreements and other legal sources, delivered by public administrations, institutions, public and private entities, companies, individuals, otherwise known as activities of Patronato;
  - (b) promote the study of the Italian language and culture and in particular to provide and encourage the teaching of Italian language, literature and culture for the general public;
  - (c) carry out research and provide information on the opportunities for cultural and educational advancement of members of the community, particularly those of Italian descent and those with an interest in Italian culture so that they may contribute to it and Australian multicultural society;
  - (d) promote the welfare of young persons and to provide advice and/or assistance regarding the employment or vocation of such young persons;
  - (e) plan, establish and operate day-care centres, aged care facilities and services for the benefit of persons in need of such service;
  - (f) provide information, interpreting and English teaching services for persons of non-English origin; and
  - (g) to establish, operate and conduct co-educational schools and/or bilingual schools, (being all or any of a pre-school, primary school and secondary school), community languages schools and/or other educational programs and establishments; and
  - (h) to carry out such other functions and purposes which are necessary or incidental to the charitable purpose or particular objects of the Association.

- (3) The Association, in particular, may assist persons of Italian descent or origin whether naturalised or not for:
  - (a) the attainment in administrative and legal proceedings of social security, health and social benefits of any kind, provided for in Italy and abroad by laws, regulations, contracts and statutes;
  - (b) the research activity on the health of self-employed workers and employees in relation to the work environment;
  - (c) the delivery to migrant workers, both Italian and foreign, and to their successors, the benefits referred to in paragraph a) provided for by national laws, community regulations and international conventions;
- (4) The association may also promote studies, research and conferences for the affirmation of fundamental social rights of citizens in general and of artisans and small entrepreneurs in particular and develops comparison and in-depth initiatives; it carries out also on the basis of agreements, activities of technical assistance, training and promotional activities in favour of public and private individuals and group subjects.

### **3. Powers**

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- (1) The Association has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.
- (2) Association has the power to establish such subsidiary organs, agencies, and other entities as are considered necessary for the attainment of the Charitable Purpose and particular objects of the Association.

### **4. Application of income for Charitable Purpose and Objects only**

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#### **Profits**

- (1) The profits (if any) or other income and the property of the Association, however derived:
  - (a) must be applied solely towards the promotion of the charitable purpose and particular objects of the Association as set out in clause 2; and
  - (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

#### **Community shed**

- (2) In particular, the Association, in accordance with clause 2 (1)(b), operates a community shed with membership open to the public at large, to advance mental health and prevent or relieve social isolation and through meaningful activities in the company of others, where:
  - (a) gifts and deductible contributions made to a community shed shall be kept in the form of a gift fund and be applied solely in furtherance of its above-mentioned charitable purpose in clause 2 (1)(b) and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation; and

- (b) the Association will establish a gift fund to be known as “CNA Multicultural Shed Gift Fund” or other approved name pertaining to the community shed activities and maintain a bank account to ensure funds are kept separately from other funds of the Association; and
- (c) in the event of a community shed being wound up or if endorsement as a Deductible Gift Recipient for the gift fund is revoked, the provisions set out in clause 5 of this Constitution, to the extent of the assets, income, gifts and contributions related to the community shed, will apply.

#### **Patronato activities**

- (3) The Association carries out activities of Patronato in accordance with the Italian law of 30 March 2001, n.152 and subsequent amendments and integrations:
  - (a) The use of contributions received for the patronage activities are exclusively utilised to carry out the activities of Patronato as provided by clause (2)(2)(a).
  - (b) The members and the member bodies of the Association do not receive remuneration from the Patronato contributions.

#### **Payment in good faith**

- (4) The above clauses do not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:
  - (a) of remuneration for services to the Association;
  - (b) for goods supplied in the ordinary course of business;
  - (c) of interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Association in a General Meeting; or
  - (d) of a reasonable rent for premises let by a Member.

## **5. Dissolution**

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#### **Application of Property**

- (1) If any property remains on the winding up or dissolution of the Association and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the members but must be given or transferred to some other institution in Australia:
  - (a) having objects similar to the objects of the Association;
  - (b) whose constitution prohibits the distribution of its income and property among its members;
  - (c) that is endorsed as a tax concessional charity where the Association is endorsed as a tax concessional charity under the *Income Tax Assessment Act 1997* (Cth); and
  - (d) that is endorsed as a deductible gift recipient where the Association is endorsed as a deductible gift recipient under the *Income Tax Assessment Act 1997* (Cth).
- (2) The institution will be determined by the members at or before the time of dissolution.

#### **Revocation of Australian Tax Office endorsement**

(3) Where the Association has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (as amended), then where:

(a) the Association is wound up; or

(b) the fund is wound up; or

(c) the endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) is revoked;

then any surplus assets of the Association or fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with clause (5)(1) and is an endorsed deductible gift recipient.

(4) Where the Association operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.

## **6. Name and Address**

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(1) The name of the Association is 'CNA – Multicultural Services Incorporated'. The abbreviation CNA stands for 'Community and Not-for-profit Association'.

(2) The Association may as an entity register one or more business names through the Australian Securities and Investments Commission (ASIC) for the purpose and objects of the Association.

(3) The registered office of the Association will be situated in New South Wales.

## **Part 2 - Membership**

### **7. Membership generally**

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(1) A person is eligible to be a member of the association if:

(a) the person is a natural person, and

(b) the person has been nominated and approved for membership of the association in accordance with clause 8.

(2) A person is taken to be a member of the association if:

(a) the person is a natural person, and

(b) the person was:

(i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or

(ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or

- (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.
- (4) There shall be the following categories of membership:

**(a) Ordinary Member**

Any person who is a financial member of the Association is entitled to hold any office and enjoy the privileges of the Association.

**(b) Foundation Member**

Any member present at the first meeting of Constitution of the Association. Foundation members are entitled to hold any office, participate and vote at any meeting of the Association.

**(c) Social Member**

Persons other than ordinary members who are interested in promoting the Association, may become Social Members. A Social Member shall have no voting rights nor may he or she be nominated as a candidate for election as an office-bearer or as an ordinary Board member of the association.

**(d) Life Member**

The Board together with the foundation members may elect any member who has given outstanding service to the Association as Life Member of the Association. Any member may nominate a person to the Board for consideration for Life Membership.

**(e) Patron**

The Board may, at its discretion, elect a patron/s or vice patron/s of the Association for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote at any meetings nor be entitled to hold any office unless they are admitted as members under another category of membership.

**(f) Other non-voting members**

The Board may establish one or more categories of non-voting Members of the Association and confer upon such person(s) additional rights, privileges and duties corresponding to each class of members and provided that such rights, privileges and duties are consistent with the Constitution.

## ***8. Nomination for membership***

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- (1) A nomination of a person for membership of the association:
  - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
  - (b) must be lodged with the secretary of the association.

- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Board makes that determination, the secretary must:
  - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
  - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

## ***9. Cessation of membership***

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A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 13 (2) within 3 months after the fee is due.

## ***10. Membership entitlements not transferable***

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

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

## ***11. Resignation of membership***

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- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), 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.

## ***12. Register of members***

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- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## ***13. Fees and subscriptions***

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- (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 Board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

## ***14. Members' liabilities***

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The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 13.

## ***15. Resolution of disputes***

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- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## ***16. Disciplining of members***

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- (1) A complaint may be made to the Board by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 17.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 17, whichever is the later.

### ***17. Right of appeal of disciplined member***

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- (1) A member may appeal to the association in general meeting against a resolution of the Board under clause 16, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 3 - The Board**

### ***18. Powers of the Board***

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Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Board:

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

### ***19. Composition and membership of Board***

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- (1) The Board is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least 3 Ordinary Board members, each of whom is to be elected at the annual general meeting of the association under clause 20.
- (2) The total number of Board members is to be 7.

- (3) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.
- (4) A Board member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the Board is, subject to this constitution, 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.

## ***20. Election of Board***

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- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Board members:
  - (a) must be made in writing, in the form set out in Appendix 2 to this constitution, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and Ordinary Board Members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an Ordinary Board Member of the association must be a member of the association.

## ***21. Secretary***

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- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the Board, and
  - (b) the names of members of the Board present at a Board meeting or a general meeting, and
  - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **22. Treasurer**

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It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## **23. Casual vacancies**

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- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 24, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **24. Removal of Members of the Board**

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- (1) The association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by

resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (2) If a member of the Board to whom a proposed resolution referred to in subclause (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.

## ***25. Board meetings and quorum***

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- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (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 Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

## ***26. Advisory Committees***

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- (1) The Board may, by instrument in writing, establish Advisory Committees as it or they shall see fit.
- (2) The objective of each Advisory Committee shall be to report on such matters as may from time to time be referred to it by the Board and to prepare written submissions on such matters in accordance with the directions of the Board.

- (3) Advisory Committees and its Members have no binding decision making authority or executive function in the context of the Association and are not fiduciaries charged with fiduciary duties and responsibilities.
- (4) Advisory Committees may be comprised of such person or persons as the Board may think fit and may include persons other than Members of the Association.
- (5) Each Advisory Committee may meet at such times and in such places as are agreed between members of the Advisory Committee and the Board.
- (6) Advisory Committees may be dissolved by a resolution of the Board, as the case may be, and the Board shall thereupon write to each member of the Advisory Committee informing him or her of the dissolution of the Advisory Committee.

## ***27. Voting, decisions and Conflicts of Interest***

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- (1) Questions arising at a meeting of the Board are to be determined by a majority of the votes of members of the Board present at the meeting.
- (2) Each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 25 (5), the Board may act despite any vacancy.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.
- (5) A Board member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board:
  - (a) to the other members of the Board, or
  - (b) if all of the members of the Board have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- (6) The disclosure of a conflict of interest by a member of the Board must be recorded in the minutes of the meeting and in a register maintained by the association.
- (7) Each member of the Board who has a material personal interest in a matter that is being considered at a meeting of the Board must not, except as provided under clause 27(8):
  - (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter.
- (8) A member of the Board may still be present and vote if:
  - (a) their interest arises because they are a member of the association, and the other members have the same interest, or
  - (b) their interest relates to an insurance contract that insures, or would insure, the member of the Board against liabilities that he or she incurs as a member of the Board, or
  - (c) their interest relates to a payment by the association under an indemnity, or any contract relating to an indemnity that is allowed under the law.

- (d) the members of the association, at a general meeting, pass a resolution allowing the member of the Board to vote on the matter, or
- (e) the members of the Board who do not have a material personal interest in the matter pass a resolution that identifies the member of the Board, the nature and extent of his or her interest in the matter and how it relates to the affairs of the association, and the Board determines that it is satisfied that the interest should not stop the member of the Board from voting or being present.

## **Part 4 - General meetings**

### ***28. Annual general meetings - holding of***

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- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### ***29. Annual general meetings - calling of and business at***

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- (1) The annual general meeting of the association is, subject to the Act and to clause 28, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary Board members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### ***30. Special general meetings - calling of***

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- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and

- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

### **31. Notice**

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- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **32. Quorum for general meetings**

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- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### ***33. Presiding member***

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

### ***34. Adjournment***

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- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### ***35 Making of decisions***

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- (1) A question arising at a general meeting of the association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### ***36. Special resolutions***

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

### **37. Voting**

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- (1) On any question arising at a general meeting of the association a member has one vote only.
- (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.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if:
  - (a) the member is under 18 years of age.
  - (b) the member belongs to a class of membership other than the categories “Ordinary” or “Foundation” defined in Clause 7, subclause (4), paragraphs (a) and (b).

### **38. Proxy votes not permitted**

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Proxy voting must not be undertaken at or in respect of a general meeting.

### **39. Postal ballots**

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- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 17).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **40. Insurance**

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The association may effect and maintain insurance.

### **41. Funds - source**

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- (1) The funds of the association are to be derived from:
  - (a) Entrance fees and annual subscriptions of members;
  - (b) Proceeds from activities and various events;
  - (c) Donations and bequests;
  - (d) Fees and contributions for services provided to members, to the public and/or to or on behalf of other organisations on the basis of established agreements;
  - (e) Grants and funding opportunities made available by local, regional, state or national government and by any government department or agency in Australia.
  - (f) Grants from the Ministry for Foreign affairs of the government of the Republic of Italy, including any like successor ministry, or any grant from the government of the Republic of Italy pursuant to article 636 of Decreto Legislativo 297/1994;

- (g) Grants and funding opportunities made available by philanthropic, grant-making and other community organisations;
  - (h) and, subject to any resolution passed by the association in general meeting, such other sources as the Board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### ***42. Funds - management***

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- (1) Subject to any resolution passed by the association in general meeting not contrary with the association's charitable purpose and objects, the funds of the association are to be used in pursuance of the charitable purpose and objects of the association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed 2 by members of the Board of the association, being members authorised to do so by the Board or when this is not possible, in such other manner as the Board from time to time determines.

#### ***43. Change of name, Charitable Purpose and constitution***

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

#### ***44. Custody of books etc***

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The public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

#### ***45. Inspection of books etc***

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- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
- (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all Board meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

#### ***46. Service of notices***

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- (1) For the purpose of this constitution, a notice may be served on or given to a person:

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

## **47. Financial year**

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The financial year of the association is:

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

## **48. Employees**

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- (1) No person who is an employee of the Association may be appointed as member of the Board of the Association unless the appointment is a Permitted Appointment.

**Permitted Appointment** means:

- (a) the appointment of a person who is already an employee as a Member of the Board or other officer of the Association; or
- (b) the appointment of a person who is already a Board Member or officer as an employee of the Association;

in circumstances which satisfy all of the following requirements:

- (c) the terms of employment have been approved by a resolution of the Board; and
- (d) only 1 person at any time is both:
  - (i) a Board Member or other officer of the Association; and
  - (ii) an employee of the Association; and
- (f) the appointment is permitted by, or not in contravention of, any applicable law; and
- (g) the appointment is voted by the members of the Board in accordance with clause 27 regarding conflicts of interest.

- (2) No officer or member of the Board shall be appointed to any salaried office of the Association or any office of the Association paid by fees unless the appointment is a Permitted Appointment and no remuneration or other benefit in money or money's worth shall be given by the Association to any officer or member of the Board who is not an employee, except that payments may be made to an officer or member of the Board:
- (a) For the payment of out-of-pocket expenses incurred in carrying out the duties of a Board Member, where the payments do not exceed an amount approved by the Board; or
  - (b) For any service rendered to the Association in a professional or technical capacity, where the provision of that service has the prior approval of the Board and is on reasonable commercial terms.

#### ***49. Authentic Texts***

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The original of this Constitution, of which the English and Italian texts are equally authentic, shall be deposited with the relevant government authorities of both Australia and Italy.

#### ***50. Existing Business Names***

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At adoption of this Constitution, the Association has registered the following business names in accordance with clause 6(2):

- (a) CNA- Italian Australian Services and Welfare Centre
- (b) Italian Australian News
- (c) CNA Care Services
- (d) Marco Polo - The Italian School of Sydney
- (e) Marco Polo College
- (f) Centro Italia
- (g) Patronato Epasa NSW
- (h) Sportello Italia NSW

# Appendix 1 Application for membership of association

(Clause 8 (1))

## APPLICATION FOR MEMBERSHIP OF ASSOCIATION

### **CNA – Multicultural Services Incorporated**

(incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of applicant]

of .....

[address]

.....

[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....

Signature of applicant

Date

I, .....

[full name]

a member of the association, nominate the applicant for membership of the association.

.....

Signature of proposer

Date

I, .....

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....

Signature of seconder

Date

## Appendix 2 Nomination form for election of Board

(Clause 20 (1))

NOMINATION FORM FOR ELECTION OF BOARD MEMBERS

### CNA Multicultural Services Incorporated

(incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of candidate]

hereby wish to nominate for the position of: *(Please tick desired position)*

- |                                    |  |                                    |
|------------------------------------|--|------------------------------------|
| <input type="checkbox"/> President | <input type="checkbox"/> Vice-president  | <input type="checkbox"/> Treasurer |
| <input type="checkbox"/> Secretary | <input type="checkbox"/> Ordinary member |                                    |

I, .....

[full name of proposer]

a member of the association, nominate the candidate for election as office-bearers of the association or as ordinary Board members.

.....  
Signature of proposer Date

I, .....

[full name of seconder]

a member of the association, second the nomination of the candidate for election as office-bearers of the association or as ordinary Board members.

.....  
Signature of seconder Date

### Consent of the Candidate

I, .....

[full name of candidate]

hereby accept the above nomination.

.....  
Signature of Candidate Date

**Important Note:** At the Association's Annual General Meeting, all positions will become vacant at the end of General business. Nomination forms 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 is to take place, either via post at the Association's registered address or via electronic mail. If insufficient nominations are received to fill all vacancies on the Board further nominations shall be received at the Annual General Meeting, before the commencement of voting, to fill remaining vacancies.

.....  
Signature of secretary Date of delivery